

9/25/03

09-26-2003



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(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

ABELCO FINANCE LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware Limited Liability Company
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

Execution Date: 8/11/2003

2. Name and address of receiving party(ies)

Name: THE MUSICLAND GROUP, INC.

Internal
Address: _____

Street Address: 10400 Yellow Circle Drive

City: Minnetonka State: MN Zip: 55343

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____
See Exhibit A Annexed Hereto

B. Trademark Registration No.(s) _____
See Exhibit A Annexed Hereto

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Otterbourg, Steindler, Houston

Internal Address: & Rosen, P.C.

Attn. Preston R. Cappello

Street Address: 230 Park Avenue

City: New York State: NY Zip: 10169

6. Total number of applications and registrations involved: _____

35

7. Total fee (37 CFR 3.41).....\$ 890.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

9. Signature.

Preston R. Cappello
Name of Person Signing

Preston R. Cappello
Signature

September 25, 2003
Date

Total number of pages including cover sheet, attachments, and document: _____

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

Additional Receiving Parties

Suncoast Motion Picture Company, Inc. a Delaware Corporation
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343-9134

Suncoast Group, Inc. a Delaware Corporation
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343-9134

Suncoast Retail, Inc. a Delaware Corporation
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343-9134

TMG Caribbean, Inc. a Delaware Corporation
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343-9134

The Musicland Group, Inc. a Delaware Corporation
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343-9134

Musicland Retail, Inc. a Delaware Corporation
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343-9134

TMG-Virgin Islands, Inc. a Delaware Corporation
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343-9134

MLG Internet, Inc. a Delaware Corporation
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343-9134

Media Play, Inc. a Delaware Corporation
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343-9134

Request Media, Inc. a Delaware Corporation
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343-9134

MG Financial Services, Inc. a Delaware Corporation
10400 Yellow Circle Drive
Minnetonka, Minnesota 55343-9134

EXHIBIT A

THE MUSICLAND GROUP, INC.
TRADEMARKS (Pending and Registered)

GOODY GEAR	U.S.	76/474,491	12/11/2002		
REPLAY MUSIC VAULT	U.S.	76/473,081	12/9/2002		
WE GOT DOT	U.S.			2,483,269	5/28/2001
ON CUE.COM	U.S.			2,491,188	9/18/2001
SAMGOODY.COM	U.S.			2,543,286	2/26/2002
SUNCOAST.COM	U.S.			2,565,609	4/30/2002
MEDIPLAY.COM	U.S.	75/639,840	2/12/1999		
BANDEMONIUM	U.S.			2,453,673	5/22/2001
EXCELSIOR	U.S.			2,111,922	11/11/1997
SGTV	U.S.			2,115,280	11/25/1997
UNVAILED	U.S.			2,059,114	5/6/1997
SOUND SITE	U.S.			2,110,413	11/4/1997
REPLAY	U.S.			2,145,660	3/24/1998
CHANNEL 1000	U.S.			2,007,450	10/15/1996
ORCHARD LANE	U.S.			2,166,075	6/16/1998
GOODY GOT IT	U.S.			1,799,857	10/19/1993
WE GOT WHAT IS HOT	U.S.			1,799,856	10/19/1993
IN CHARACTER	U.S.			2,035,880	2/4/1997
ON CUE	U.S.			1,716,936	9/15/1992
SAM GOODY'S MUSICLAND	U.S.			1,661,268	10/15/1991
SAM GOODY	U.S.			1,661,247	10/15/1991

REQUEST	U.S.			1,582,520	2/13/1990
SUNCOAST MOTION PICTURE COMPANY	U.S.			1,621,693	11/6/1990
SUNCOAST PICTURES	U.S.			1,516,863	12/13/1988
PRIMERICA	U.S.			1,498,362	8/2/1988
LICORICE PIZZA	U.S.			1,317,377	1/29/1985
TREX	U.S.			1,265,472	1/31/1984
DISCOUNT RECORDS	U.S.			1,343,453	6/18/1985
EXCELSIOR	U.S.			1,156,232	6/2/1981
MUSICWORKS	U.S.			1,182,519	12/15/1981
MUSICLAND	U.S.			1,123,614	8/7/1979
P	U.S.			1,067,598	6/14/1977
P PICKWICK	U.S.			1,065,212	5/10/1977
MUSICLAND	U.S.			890,282	4/28/1970
MUSICLAND	U.S.			895,532	7/28/1970

RELEASE OF SECURITY INTEREST IN TRADEMARKS

KNOW ALL MEN BY THESE PRESENTS, that ABLECO FINANCE LLC, a Delaware corporation (hereinafter referred to as "Secured Party"), having an office at 450 Park Avenue, 4th Floor, New York, New York 10022, DOES HEREBY CERTIFY that the security interest it holds in those certain trademarks, as set forth in Schedule "A" attached hereto and incorporated herein (the "Trademarks"), together with the goodwill associated therewith, of The Musicland Group, Inc., a Delaware corporation, and its subsidiaries signatory thereto (hereinafter collectively referred to as "Debtor"), having a place of business at, 10400 Yellow Circle Drive, Minnetonka, Minnesota 55343, pursuant to a certain Trademark Collateral Assignment and Security Agreement, dated June 16, 2003, by Debtor in favor of Secured Party, recorded in the United States of Patent and Trademark Office at Reel 002671/Frame 0943 (the "Security Agreement"), is released and all interests in the Trademarks, and any related property, including goodwill, previously pledged to Secured Party under the Security Agreement are hereby released to Debtor, without representation, warranty or recourse of any kind, nature or description.

IN WITNESS WHEREOF, Secured Party has caused this Release of Security Interest in Trademarks to be executed by its duly authorized corporate officer this 11th day of August, 2003.

ABLECO FINANCE LLC
By: [Signature]
Title: SVP

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 8 day of August, 2003, before me personally came Daniel Wolf, to me known, who being by me duly sworn, did depose and say, that he/she is the SVP of ABLECO FINANCE LLC and that said instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act of deed of said corporation.

[Signature]
Notary Public
DAVID POGODA
Notary Public, State of New York
No. 01PO6092170
Qualified in New York County
Commission Expires May 12, 2007

SCHEDULE A
TO
RELEASE OF SECURITY INTERESTS IN TRADEMARKS

LIST OF TRADEMARKS AND TRADEMARK APPLICATIONS

GOODY GEAR	U.S.	76/474,491	12/11/2002		
REPLAY MUSIC VAULT	U.S.	76/473,081	12/9/2002		
WE GOT DOT	U.S.			2,483,269	5/28/2001
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SAM GOODY	U.S.			1,661,247	10/15/1991
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SUNCOAST MOTION PICTURE COMPANY	U.S.			1,621,693	11/6/1990
SUNCOAST	U.S.			1,516,863	12/13/1988

PICTURES					
PRIMERICA	U.S.			1,498,362	8/2/1988
LICORICE PIZZA	U.S.			1,317,377	1/29/1985
TREX	U.S.			1,265,472	1/31/1984
DISCOUNT RECORDS	U.S.			1,343,453	6/18/1985
EXCELSIOR	U.S.			1,156,232	6/2/1981
MUSICWORKS	U.S.			1,182,519	12/15/1981
MUSICLAND	U.S.			1,123,614	8/7/1979
P	U.S.			1,067,598	6/14/1977
P PICKWICK	U.S.			1,065,212	5/10/1977
MUSICLAND	U.S.			890,282	4/28/1970
MUSICLAND	U.S.			895,532	7/28/1970
ON CUE	Minnesota			18586	12/12/1991
CHANNEL 1000	Canada			TMA253371	
BANDEMONIUM	Canada	101514700	5/11/1999		
CHANNEL 1000	Canada			TMA253371	11/28/1980
EXCELSIOR	Canada			TMA246826	6/20/1980
SAM GOODY DESIGN	Canada			TMA243280	4/18/1980
SAM GOODY	Italy			764130	12/21/1998
SOUND SITE	United Kingdom			2058917B	5/11/2001
SAM GOODY	United Kingdom			2058916A	2/28/1997
CHANNEL 1000	United Kingdom			1577437	10/31/1997
SOUND SITE	United Kingdom			2058917A	12/5/1997
SAM GOODY	United Kingdom			2058916B	5/11/2001
SOUNDSITE	United Kingdom			2051279	2/7/1997
EXCELSIOR	United Kingdom			2002286	12/8/1995
SAM GOODY	CTM			1033505	4/3/2000

WE GOT DOT	CTM			1421361	3/12/2001
EXCELSIOR	CTM			434928	5/26/1998
EXCELSIOR	Japan			4266636	4/23/1999

LA/922689.2

RECORDED: 09/25/2003

TRADEMARK
REEL: 002831 FRAME: 0506