

Form PTO-1594
(rev 06/04)RECORDATION FORM COVER SHEET
TRADEMARKS ONLYU. S. Department of Commerce
Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):

Wachovia Bank, National Association.
110 East Broward Boulevard, Suite 2050
Fort Lauderdale, Florida 33301 Individual(s) National Bank Association
 General Partnership Limited Partnership
 Corporation
 Other _____

Citizenship Delaware _____

Execution Date(s) March 27, 2006Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Additional name(s) & address(es) attached? Yes NoName: THE MUSICLAND GROUP, INC.

Internal Address: _____

Street Address: 10400 YELLOW CIRCLE DRIVECity: MINNETONKAState: MINNESOTACountry: U.S. Zip: 55343 Association – Citizenship _____ General Partnership – Citizenship _____ Limited Partnership – Citizenship _____ Corporation – Citizenship Delaware Other _____

Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No.

3. Nature of conveyance:

 Assignment Merger
 Security Agreement Change of Name
 Government Interest Assignment Other Release of Security Interest In
Trademarks

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

A. Trademark Application No(s).

B. Trademark Registration No(s).

Additional numbers attached? Yes No

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

Oren Epstein
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036-6522

Tel: (212) 735-2517

Fax: (917) 777-2517

Oepstein@skadden.com

6. Total number of applications and registrations involved:

337. Total fee (37 CFR 1.21(h) and 3.41) \$840 All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 082100/4)

8. Payment Information

Deposit Account No. 19-2385Authorized user Name: Stephanie Y. Grenald

9. Signature.



Signature

April 28, 2006

Date

Oren Epstein

Name of Person Signing

Total number of pages including cover sheet, and documents:

9

CONTINUATION OF:

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

A. Trademark Application No(s).

76474491

76473081

75639840

B. Trademark Registration No(s).

2483269

2491188

2543286

2565609

2453673

2111922

2115280

2059114

2110413

2145660

1799857

1799856

2035880

1716936

1661268

1661247

1582520

1621693

1516863

1498362

1317377

1265472

1343453

1156232

1182519

1123614

1067598

1065212

890282

895532

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS is given as of this ~~27~~ day of ~~MARCH~~, 2006 WACHOVIA BANK, NATIONAL ASSOCIATION, a national banking association, located at 110 East Broward Boulevard, Suite 2050, Fort Lauderdale, Florida 33301, successor by merger to CONGRESS FINANCIAL CORPORATION (FLORIDA), a Florida corporation, in its capacity as agent (the "Assignor"), pursuant to the Loan Agreement (as hereinafter defined) acting for and on behalf of the financial institutions which are parties thereto, from time to time, as lenders (each individually, a "Lender" and collectively, "Lenders"), in favor of THE MUSICLAND GROUP, INC., a Delaware corporation (the "Assignee"). Capitalized terms not otherwise defined herein have the meanings set forth (or incorporated) in the Trademark Security Agreement (as hereinafter defined) and the Loan Agreement (as hereinafter defined).

WHEREAS, Assignor and Assignee entered into a Trademark Collateral Assignment And Security Agreement, dated as of August 11, 2003 (the "Trademark Security Agreement"), which was recorded in the U.S. Patent and Trademark Office on September 26, 2003 at Reel 2831/Frame 0519, as well as, among others, a Loan And Security Agreement, dated as of August 11, 2003 (the "Loan Agreement");

WHEREAS, pursuant to said Trademark Security Agreement, as collateral security for the prompt performance, observance and indefeasible payment in full of all of the Obligations, Assignee granted to Assignor a continuing interest in and a general lien upon, and a conditional assignment of, the Collateral, including, without limitation, the trademarks, terms, designs and applications described in Exhibit A hereto;

WHEREAS, Assignor desires to release its continuing security interest in and general lien upon the Collateral and reassign any and all of its right, title and interest in, to and under the Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby releases its continuing security interest in and general lien upon and reassigns any and all of its right, title and interest in, to and under the Collateral.

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IN WITNESS WHEREOF, Assignor has caused this RELEASE OF SECURITY INTEREST IN TRADEMARKS to be duly executed by a duly authorized officer as of the date above first written.

ASSIGNOR

WACHOVIA BANK, NATIONAL ASSOCIATION

By: *[Signature]*
Name: GARY DIXON
Title: Director

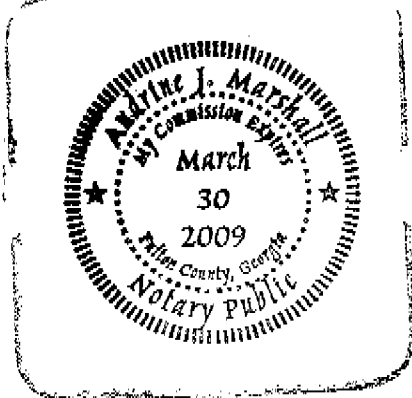
STATE OF)
) SS.
COUNTY OF)

I, a notary public, in and for the county and state aforesaid, do hereby certify that GARY DIXON personally known to me to be the DIRECTOR of WACHOVIA BANK, NATIONAL ASSOCIATION, appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him/her by the board of directors of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 21ST day of APRIL, 2006.

[Signature: Audrine J. Marshall]
Notary Public

My commission expires: March 30, 2009



SCHEDULE A TO RELEASE OF SECURITY INTEREST IN TRADEMARKS

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**TRADEMARK
REEL: 003300 FRAME: 0735**

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		
HANDEMONIUM	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

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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
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

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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

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