



1. Name of conveying party(ies):
National Media Corporation

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Security Interests And Liens
- Merger
- Change of Name

Execution Date: June 26, 1998

2. Name and address of receiving party(ies)

Name: MotorUp Corporation

Internal Address: _____

Street Address: 1530 Chestnut St., Suite 470

City: Philadelphia State: PA ZIP: 19102

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Pennsylvania
- 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 patent number(s):

- A. Trademark Application No.(s)
74/691,559 74/692,991
75/087,261

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Scott J. Fields

Internal Address: _____

Klehr, Harrison, Harvey, Branzburg &

Ellers, LLP

Street Address: 1401 Walnut Street

City: Philadelphia State: PA ZIP: 19102

6. Total number of applications and registrations involved: _____

3

7. Total fee (37 CFR 3.41).....\$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-0204

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Scott J. Fields

Name of Person Signing

Signature

July 7, 1998

Date

Total number of pages including cover sheet, attachments, and document: 5

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50.0000

RELEASE OF SECURITY INTERESTS AND LIENS

THIS RELEASE OF SECURITY INTERESTS AND LIENS is executed this 26th day of June, 1998, by National Media Corporation ("National"), a Delaware corporation having a principal place of business at 1530 Chestnut Street, Suite 470, Philadelphia, PA 19102.

WHEREAS, pursuant to a comprehensive Settlement Agreement, National and MotorUp Corporation ("MotorUp") executed a Security Interest and Lien Agreement on May 19, 1997 in which MotorUp granted National a first Security Interest and Lien on the following trademarks, federal trademark applications, common law trademarks and names of MotorUp, along with the goodwill appurtenant thereto;

Mark: Motor Up	U. S. Serial No. 74/691,559	Filed: June 21, 1995
Mark: Motor-Up	U.S. Serial No. 74/692,991	Filed: June 22, 1995
Mark: Motor-Up The No Oil Change Engine Treatment	U.S. Serial No. 75/087,261	Filed: April 12, 1996

WHEREAS, pursuant to the aforesaid comprehensive Settlement Agreement, National and MotorUp executed a second Security Interest and Lien Agreement on May 19, 1997 in which MotorUp granted National a first Security Interest and Lien on certain trade secrets and knowledge;

WHEREAS, the aforesaid first Security Interest and Lien was duly recorded with the United States Patent and Trademark Office on June 18, 1997, on reel/frame 1599/0304;

WHEREAS, MotorUp has complied with the terms of the aforesaid comprehensive Settlement Agreement with National, said compliance being secured by the aforesaid first Security Interest and Lien;

NOW THEREFORE, in view of the foregoing, and for good and valuable consideration, the receipt of which is hereby acknowledged:

National hereby fully releases the first Security Interest and Lien on the aforesaid federal trademark applications, common law trademarks and names of MotorUp, along with the goodwill appurtenant thereto, and further releases the Security Interest and Lien on the aforesaid trade secrets and know-how of MotorUp.

IN WITNESS WHEREOF, I have hereunder set my hand and seal.

NATIONAL MEDIA CORPORATION

By: 
Brian J. Sisko, Vice President

Sr.


COMMONWEALTH OF PENNSYLVANIA :)

COUNTY OF Philadelphia :)

ss:

BEFORE ME, the undersigned officer, personally appeared Brian J. Sisko, who acknowledged that he/she is the individual named in and who executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 26th day of June, 1997.


Notary Public

