

04-20-1999

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To the Honorable Commissioner of Patents and Tr

al documents or copy thereof.

1. Name of conveying party(ies):

Harris Trust and Savings Bank

- Individual(s)
- General Partnership
- Corporation-State
- Other Banking Corporation
- 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: March 15, 1999

2. Name and address of receiving party(ies)

Name: Critics' Choice Video, Inc.

Internal Address: _____

Street Address: 680 North Lake Shore Drive

City: Chicago State: IL ZIP: 60611

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

42027

A. Trademark Application No.(s)

See attached schedule

B. Trademark Registration No.(s)

See attached schedule

Additional numbers attached? Yes No

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

Name: David S. Berlin

Internal Address: Paul, Weiss, Rifkind, Wharton & Garrison

04/21/1999 JSHABRZZ 00000035 1860145

Street Address: 1285 Avenue of the Americas

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(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.

David S. Berlin
Name of Person Signing

David S. Berlin
Signature

April 5, 1999
Date

Total number of pages including cover sheet, attachments, and document: 7

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

SCHEDULE A-1
TO TRADEMARK COLLATERAL AGREEMENT

REGISTERED U.S. TRADEMARKS
AND TRADEMARK APPLICATIONS

U.S. TRADEMARK REGISTRATIONS

PAGE 1

REGISTRANT NAME.....	COUNTRY	MARK NAME	REG NUMBER.....	REG DATE..	CLASS #	TRADEMARK STATUS
CRITICS' CHOICE VIDEO, INC.	UNITED STATES	COLLECTORS' CHOICE	1,860,145	10/25/1994	42	REGISTERED
CRITICS' CHOICE VIDEO, INC.	UNITED STATES	COLLECTORS' CHOICE MUSIC	1,858,053	10/11/1994	41	REGISTERED
CRITICS' CHOICE VIDEO, INC.	UNITED STATES	CRITICS' CHOICE VIDEO	1,493,710	06/21/1988	42	REGISTERED
CRITICS' CHOICE VIDEO, INC.	UNITED STATES	ORDER IT TODAY, WATCH IT TOMORROW	1,688,497	05/19/1992	41	REGISTERED
CRITICS' CHOICE VIDEO, INC.	UNITED STATES	ROMANCE FOR COUPLES	1,855,398	09/20/1994	42	REGISTERED
CRITICS' CHOICE VIDEO, INC.	UNITED STATES	THE MOVIE BOOK	1,706,023	08/04/1992	16	REGISTERED

SCHEDULE A-1
TO TRADEMARK COLLATERAL AGREEMENT
PENDING U.S. TRADEMARK APPLICATIONS

PAGE 1

REGISTRANT NAME.....	COUNTRY	MARK NAME	APL NUMBER.....	APL DATE..	CLASS #	TRADEMARK STATUS
CRITICS' CHOICE VIDEO, INC.	UNITED STATES	ROMANCE FOR COUPLES	74/450736	10/21/1993	9	PENDING
CRITICS' CHOICE VIDEO, INC.	UNITED STATES	VIDEO SEARCH LINE	74/146491	03/05/1991	41	PENDING

**SCHEDULE A-2
TO TRADEMARK COLLATERAL AGREEMENT**

U.S. TRADEMARK LICENSES

NONE

SCHEDULE A-1
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RELEASE OF TRADEMARK COLLATERAL AGREEMENT

This Release dated March 15, 1999 granted by the undersigned, Harris Trust and Savings Bank as agent (the "Agent");

WITNESSETH

WHEREAS, the Agent, whose mailing address is 111 West Monroe Street, Chicago, Illinois 60690, and Critics' Choice Video, Inc., an Illinois corporation (the "Company") have entered into that certain Trademark Collateral Agreement dated February 10, 1995 (the "Trademark Agreement") which was recorded in the United States Patent and Trademark Office on February 14, 1995 at Reel 1300, Frames 443 through 450 and pursuant to which the Company granted to the Agent a lien and security interest in the property described therein, including the United States trademarks listed on Schedule A-1 attached thereto (all of such property being referred to herein as the "Collateral"); and

WHEREAS, the Company has requested that the Agent release its lien and security interest upon the Collateral and the Agent is willing to release such liens;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Agent hereby releases the Trademark Agreement and the aforesaid Collateral from the lien thereof, and the lien and security interest granted to the Agent pursuant to the Trademark Agreement shall hereupon cease and terminate.

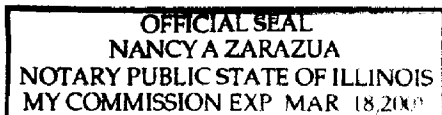
IN WITNESS WHEREOF, the Agent has executed and delivered this Release as of the date first above written.

HARRIS TRUST AND SAVINGS BANK, as Agent
By Scott Geib
Its Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 15th day of March, 1999 before me, the undersigned, a notary public in and for said County and State, personally appeared Scott Geib, personally known to me to be the same person whose name is subscribed to the within instrument as such Vice President and acknowledged that he/she executed same for the purposes set forth above.

SEAL



Nancy A. Zarazua
Notary Public, State of Illinois
My commission expires March 18, 2001