

(Rev. 10/02)
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RECORDATION FORM COVER SHEET

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TRADEMARKS ONLY

03-477

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1 Name of conveying party(ies):

Comerica Bank, successor by merger to Imperial Bank

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Termination of Security Interests
- Merger
- Change of Name

Execution Date: March 19, 2004

2 Name and address of receiving party(ies):

Name: ReplayTV, Inc.

Internal Address: _____

Street Address: 1945 Charleston Road

City: Mountain View State: CA ZIP: 94043

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

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

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

A. Trademark Application No (s)

75/802,131 75/933,285 76/024,012
 75/802,147 76/023,938 76/026,370
 75/933,267 76/024,011 76/162,362

Additional numbers

B. Trademark Registration No (s)

Yes No

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

Name: Eric R. Moran

Internal Address: McDonnell Boehnen Hulbert

& Berghoff LLP

Street Address: 300 South Wacker Drive

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved: 1

7 Total fee (37 CFR 3.41): \$ 240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-2490


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.

Eric R. Moran

Name of Person Signing



Signature

March 23, 2004

Date

Total number of pages including cover sheet, attachments, and 3

Mail documents to be recorded with required cover sheet information to:

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TRADEMARK

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**TERMINATION OF SECURITY INTERESTS
(Trademarks)**

This **TERMINATION OF SECURITY INTEREST** dated as of March 19, 2004, is made by Comerica Bank, successor by merger to Imperial Bank ("Comerica Bank").

WHEREAS, ReplayTV, Inc., (the "Grantor") has granted a security interest in certain personal property to Comerica Bank, including without limitation a security interest in certain trademarks ("Trademarks") and trademark licenses ("Trademark Licenses"); and

WHEREAS, Comerica Bank has agreed to terminate and release its security interest in all of such Trademarks and Trademark Licenses, including, without limitation, Trademarks and Trademark Licenses identified on Schedule A hereto, as herein provided;

NOW THEREFORE, for valuable consideration, Comerica Bank hereby terminates and releases all mortgages, liens, and security interests granted to Comerica Bank in the following Trademarks and Trademark Licenses:

1. all of the Trademarks and Trademark Licenses to which the Grantor or its successors are a party including those referred to on Schedule A hereto;
2. all reissues, continuations or extensions of the foregoing;
3. all good will of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and
4. all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor or its successors against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

In WITNESS WHEREOF, Comerica Bank has caused this Termination of Security Interest to be duly executed as of the date first set forth above.

COMERICA BANK

By: *Kevin Zeidan*
Name: *Kevin Zeidan*
Title: *Vice President*

Schedule A
to Termination of Security Interest

TRADEMARKS

U.S. Trademarks and Applications:

Mark	Registration or Application No.	Registration Date
THERE'S ALWAYS SOMETHING GOOD ON	76/162,362	N/A
POWER TO THE POTATO	76/026,570	N/A
RETROSAVE	76/024,012	N/A
IT'S YOUR TV, WATCH WHAT YOU WANT	76/023,938	N/A
NEVER MISS YOUR FAVORITE SHOWS	76/024,011	N/A
GIVE YOUR TV A BRAIN	75/933,267	N/A
R REPLAYTV	75/933,285	N/A
REPLAY ZONE	75/802,131	N/A
PRIMETIME. ANYTIME.	75/802,147	N/A