

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE BY SECURED PARTY		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
LaSalle Bank Midwest National Association, as agent		04/30/2007	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Handleman Category Management Company (formerly Handleman Company)		
<b>Street Address:</b>	500 Kirts Boulevard		
<b>City:</b>	Troy		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	48084		
<b>Entity Type:</b>	CORPORATION:		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	75917087	CHANNEL OF CHOICE	
<b>Serial Number:</b>	75917086	CHANNEL OF CHOICE	
<b>Serial Number:</b>	75909280	COOL TRAXX!	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)593-5955		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-756-2552		
<b>Email:</b>	laurie.emmer@srz.com		
<b>Correspondent Name:</b>	Laurie Emmer, Esq.		
<b>Address Line 1:</b>	919 Third Avenue		
<b>Address Line 2:</b>	19th Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10022		
<b>ATTORNEY DOCKET NUMBER:</b>	051511.0051		
<b>NAME OF SUBMITTER:</b>	Laurie Emmer, Esq. (051511.0051)		

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Signature:

/kc for le/

Date:

05/18/2007

**Total Attachments: 3**

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TERMINATION OF SECURITY AGREEMENT

(TRADEMARKS)

WHEREAS, Handleman Category Management Company (formerly Handleman Company), a Michigan corporation (herein referred to as "Assignor"), owns trademark registrations in the United States Patent and Trademark Office, more particularly described on Schedule A annexed hereto and made a part hereof (the "Trademarks");

WHEREAS, Assignor had pledged the Trademarks as security for a credit agreement (the "Security Agreement") to LaSalle Bank Midwest National Association, a national banking corporation, as agent for the lenders (herein referred to as "Assignee") and granted to Assignee a security interest in all right, title and interest of Assignor in and to the Trademarks (the "Collateral") to secure the prompt payment, performance and observance of certain obligations of Assignor to Assignee (the "Obligations"); and

WHEREAS, the Obligations have been discharged; and

WHEREAS, Assignee desires to terminate the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignee does hereby terminate the Security Agreement and the security interest in the Collateral evidenced by a Security Agreement dated October 27, 2006, recorded in the U.S. Patent and Trademark Office on November 9, 2006 at reel 3425, frame 831.

IN WITNESS WHEREOF, Assignee has caused this termination to be duly executed by its officer thereunto duly authorized as of the 30 day of April, 2007.

LaSalle Bank Midwest National Association, as  
Agent

By: 

Its: SE. VICE PRESIDENT

Sincerely,  
**LASALLE BANK MIDWEST NATIONAL  
ASSOCIATION, as Agent**

By: Brian S. Kundich  
Name: Brian S. Kundich  
Title: FVP

SCHEDULE A- TRADEMARKS

<b>Mark</b>	<b>Serial Number /Reg Number</b>	<b>Status</b>	<b>Owner</b>
CHANNEL OF CHOICE	75917087	REGISTERED	Handleman Category Management Company
CHANNEL OF CHOICE	75917086	REGISTERED	Handleman Category Management Company
COOL TRAXX!	75909280	REGISTERED	Handleman Category Management Company