

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of Montreal, as Agent		12/03/2012	Bank: CANADA
RECEIVING PARTY DATA			
Name:	Direct Brands, Inc.		
Street Address:	250 W. 34th Street		
Internal Address:	One Penn Plaza		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10119		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	75425306	CDNOW	
Serial Number:	75542030	CD NOW	
Serial Number:	78660832	CH.COM	
Serial Number:	76053209	NEVER MISS A BEAT	
CORRESPONDENCE DATA			
Fax Number:	6027985595		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(602) 798-5517		
Email:	colej@ballardspahr.com		
Correspondent Name:	Jamie D. Cole		
Address Line 1:	1 East Washington Street		
Address Line 2:	Suite 2300		
Address Line 4:	Phoenix, ARIZONA 85004-2555		
ATTORNEY DOCKET NUMBER:	00143334		

TRADEMARK

NAME OF SUBMITTER:	Jamie D. Cole
Signature:	/Jamie D. Cole/
Date:	12/03/2012
Total Attachments: 3 source=Bank of Montreal to Direct Brands Inc#page1.tif source=Bank of Montreal to Direct Brands Inc#page2.tif source=Bank of Montreal to Direct Brands Inc#page3.tif	

**TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS**

This TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS ("Termination") is executed and delivered as of the 3rd day of December, 2012 by Bank of Montreal, as Agent (the "Agent"), to Direct Brands, Inc., a Delaware corporation ("Debtor").

BACKGROUND

A. The Agent and Debtor executed the Trademark Security Agreement dated as of April 11, 2012 (the "Trademark Security Agreement") in connection with the Security Agreement dated as of December 1, 2005 among Debtor, the other debtors party thereto and the Agent, as successor to Harris N.A., as amended, modified, supplemented or restated from time to time.

B. Pursuant to the Trademark Security Agreement, Debtor granted to the Agent a security interest in the trademarks set forth on Exhibit A attached hereto and made a part hereof.

C. The Trademark Collateral Agreement was recorded in the United States Patent and Trademark Office ("USPTO") at Reel 4758, Frame 805.

NOW THEREFORE, with the foregoing Background incorporated by reference and intending to be legally bound hereby, the parties agree as follows:

1. The Agent terminates and releases all of its rights, title and interest in the trademarks set forth on Exhibit A.
2. Debtor, or its designee, may record this Termination in the USPTO and in any other trademark offices as may be necessary to carry out the intentions of this Termination.

[Signatures on following page]

IN WITNESS WHEREOF, the Agent has executed and delivered this Termination as of the day and year first above written.

Bank of Montreal, as Agent

By: 

Name: Stephanie J. Slavkin

Title: Director

EXHIBIT A

**U.S. REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS
FEDERAL TRADEMARK REGISTRATIONS**

TRADEMARKS	FILED	SERIAL #	REG. DATE	REG. #
CDNOW	01/28/1998	75425306	03/23/1999	2234018
CDNOW & Design	08/24/1998	75542030	08/01/2000	2372087
CH.COM	06/29/2005	78660832	06/06/2006	3100783
NEVER MISS A BEAT	05/22/2000	76053209	12/31/2002	2667702