

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
Innovative Brands, LLC, as Agent		12/07/2012	LIMITED LIABILITY COMPANY: DELAWARE

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
Registration Number:	2234018	CDNOW
Registration Number:	2372087	CD NOW
Registration Number:	3100783	CH.COM
Registration Number:	2667702	NEVER MISS A BEAT

CORRESPONDENCE DATA

Fax Number: 6027985595
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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

CH \$115.00 2234018

ATTORNEY DOCKET NUMBER:	00143334
NAME OF SUBMITTER:	Jamie D. Cole
Signature:	/Jamie D. Cole/
Date:	12/07/2012
Total Attachments: 3 source=Term. and Release of Sec. Interest from Innovative Brands LLC to Direct Brands LLC#page1.tif source=Term. and Release of Sec. Interest from Innovative Brands LLC to Direct Brands LLC#page2.tif source=Term. and Release of Sec. Interest from Innovative Brands LLC to Direct Brands LLC#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 7th day of December, 2012 by Innovative Brands, LLC, as Agent (the "Agent"), to Direct Brands, Inc., a Delaware corporation ("Debtor").

BACKGROUND

A. The Agent and Debtor executed the Amended and Restated Trademark Security Agreement dated as of December 3, 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 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 Security Agreement was recorded in the United States Patent and Trademark Office ("USPTO") at Reel 4913, Frame 0570.

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.

[Signature on following page]

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

Innovative Brands, LLC, as Agent

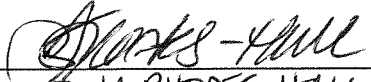
By: 
Name: TINA RHODES-HALL
Title: AUTHORIZED REPRESENTATIVE

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