

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The CIT Group/Business Credit, Inc., as Agent		03/02/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	Direct Holdings Americas, Inc.
Street Address:	820 Willow Oaks Corporate Dr.
Internal Address:	Suite 800
City:	Fairfax
State/Country:	VIRGINIA
Postal Code:	22031
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 40

Property Type	Number	Word Mark
Registration Number:	2704009	ADRENALINE RIDE
Registration Number:	1875923	AFRICAN AMERICANS: VOICES OF TRIUMPH
Registration Number:	2291670	COLLECTORS LIBRARY OF GREAT BOOKS
Registration Number:	2292647	HEARTLAND MUSIC
Registration Number:	1762498	HEARTLAND MUSIC
Registration Number:	2292650	HEARTLAND MUSIC AMERICA'S #1 MUSIC CATALOG
Registration Number:	2258104	INSPIRING YOUNG MINDS
Registration Number:	2258103	INSPIRING YOUNG MINDS
Registration Number:	1962559	LOST CIVILIZATIONS
Registration Number:	1975516	LOST CIVILIZATIONS
Registration Number:	1970674	LOST CIVILIZATIONS
Registration Number:	2269591	MAMMAL MENAGERIE
Registration Number:	1732984	MYSTERIES OF THE UNKNOWN

CH \$1015.00 2704009

Registration Number:	2428732	SECRETS OF THE CENTURY
Registration Number:	2665738	SONGS 4 WORSHIP
Registration Number:	2250914	SOUND REVIEW
Registration Number:	767894	STONEHENGE
Registration Number:	2783452	STONEHENGE PRESS
Registration Number:	2040009	THE EVERYDAY COOKBOOKS
Registration Number:	2434185	THE ILLUSTRATED KITCHEN LIBRARY
Registration Number:	2491820	THE VIETNAM EXPERIENCE
Registration Number:	2250313	THEME EXPLORERS
Registration Number:	1864264	VOICES OF TRIUMPH
Registration Number:	2272851	WEATHER FLASH!
Registration Number:	2092233	WHAT LIFE WAS LIKE
Registration Number:	2458790	WHOLE BODY FITNESS FOR SENIORS
Registration Number:	2359687	TIME LIFE
Registration Number:	1691485	TIME LIFE FOR CHILDREN
Registration Number:	2085850	TIME LIFE KIDS
Registration Number:	2323923	TIME LIFE
Registration Number:	1123648	TIME-LIFE
Registration Number:	2319070	TIME-LIFE
Registration Number:	2729500	TIME-LIFE
Registration Number:	803930	TIME LIFE BOOKS
Registration Number:	2326058	TIME LIFE
Registration Number:	2031484	TIME LIFE'S LOST CIVILIZATIONS
Registration Number:	2162322	TIME LIFE'S LOST CIVILIZATIONS
Registration Number:	1023141	TIME-LIFE VIDEO
Registration Number:	1741012	TIME LIFE VIDEO
Registration Number:	2287792	TIME LIFE VIDEO

CORRESPONDENCE DATA

Fax Number: (866)459-2899
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-783-2700
Email: oleh.hereliuk@federalresearch.com
Correspondent Name: CBCInnovis dba Federal Research
Address Line 1: 1023 Fifteenth Street, NW, Ste 401
Address Line 2: attn: Oleh Hereliuk
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

TRADEMARK

REEL: 003512 FRAME: 0713

ATTORNEY DOCKET NUMBER:	381019
NAME OF SUBMITTER:	LaKeeshia Saunders
Signature:	/LS/
Date:	04/02/2007

Total Attachments: 12
source=381019#page1.tif
source=381019#page2.tif
source=381019#page3.tif
source=381019#page4.tif
source=381019#page5.tif
source=381019#page6.tif
source=381019#page7.tif
source=381019#page8.tif
source=381019#page9.tif
source=381019#page10.tif
source=381019#page11.tif
source=381019#page12.tif

TRADEMARK RELEASE OF SECURITY INTEREST

THIS RELEASE dated as of March 2, 2007, by The CIT Group/Business Credit, Inc., as Agent (as defined below) for the Lenders. Terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit Agreement referred to below.

A. Reference is made to the Amended and Restated Financing Agreement dated as of May 31, 2005 (as amended, supplemented or otherwise modified prior to the date hereof, the "Credit Agreement"), among Direct Holdings Americas Inc., a Delaware corporation ("DH Americas"), Direct Holdings Custom Publishing Inc., a Delaware corporation ("DH Custom"), Direct Holdings Education Inc., a Delaware corporation ("DH Education"), Alex Inc., a New York corporation ("Alex"), Direct Holdings.com, Inc., a Delaware corporation ("DH.com") (subsequently merged into DH Americas), Direct Holdings Customer Service, Inc., a Delaware corporation ("DH Customer"), and Direct Holdings Libraries, Inc., a New York corporation ("DH Libraries" and, together with DH Americas, DH Custom, DH Education, Alex, DH.com and DH Customer, the "Borrowers"), Direct Holdings Worldwide L.L.C., a Delaware limited liability company ("DHW"), and Direct Holdings U.S. Corp., a Delaware corporation ("DHUS" and, together with DHW, the "Guarantors"), the lenders party thereto (the "Lenders"), and The CIT Group/Business Credit, Inc., as administrative agent (in such capacity, the "Agent").

B. Reference is made to (i) the Amended and Restated Pledge and Security Agreement dated as of May 31, 2005 (the "Collateral Agreement"), among the Borrowers, the Guarantors and the Agent and (ii) the Amended and Restated Trademark Security Agreement dated as of May 31, 2005, made by DH Americas in favor of the Agent (as amended, supplemented or otherwise modified prior to the date hereof, the "DH Americas Trademark Security Agreement" and, together with the Collateral Agreement, the "Security Agreements").

Pursuant to the Security Agreements, among other things, DH Americas granted a security interest to the Agent, for the benefit of certain secured parties named therein, in, among other things, the trademarks, trademark applications and trademark licenses of DH Americas set forth on Annex I hereto (the "Trademarks"), which security interest was recorded with the United States Patent & Trademark Office.

C. In connection with the termination of the Credit Agreement, the Borrowers have informed the Agent of their desire to obtain the release of all right, title and interest of the Agent, the Secured Parties (as defined in the Credit Agreement) and each other grantee or beneficiary in and to the Trademarks granted under the Security Agreements.

Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, all the Agent's right, title and interest (including, without limitation, security interests) in and to the Trademarks pursuant to the Security Agreements shall automatically terminate as provided in the Security Agreements, including, without limitation, the Trademarks set forth on Annex I attached hereto.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed by its duly authorized officer as of the day and year above written.

THE CIT GROUP/BUSINESS CREDIT,
INC., as Agent,

By Rebecca Martin
Name: Rebecca Martin
Title: Vice President

[[2682845]]