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

CH $115.00 75425306

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

ATTORNEY DOCKET NUMBER:	00143334

NAME OF SUBMITTER:	Jamie D. Cole
Signature:	/Jamie D. Cole/
Date:	12/03/2012

Total Attachments: 3
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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

TRADEMARK
REEL: 004911 FRAME: 0765

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