

Form PTO-1594
(rev 06/04)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U. S. Department of Commerce
Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):

Wachovia Bank, National Association.
110 East Broward Boulevard, Suite 2050
Fort Lauderdale, Florida 33301

Individual(s) National Bank Association
 General Partnership Limited Partnership
 Corporation
 Other _____

Citizenship Delaware _____

Execution Date(s) **March 27, 2006**

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Additional name(s) & address(es) attached? Yes No

Name: **MEDIA PLAY, INC.**

Internal Address: _____

Street Address: **7500 EXCELSIOR BOULEVARD**

City: **MINNEAPOLIS**

State: **MINNESOTA**

Country: **U.S.** Zip: **55426**

Association – Citizenship _____

General Partnership – Citizenship _____

Limited Partnership – Citizenship _____

Corporation – Citizenship **Delaware**

Other _____

Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No.

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Government Interest Assignment

Other **Release of Security Interest In Trademarks**

4. Application number(s) or registration number(s):

A. Trademark Application No(s).

B. Trademark Registration No(s).

1889483

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Oren Epstein
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036-6522

Tel: (212) 735-2517

Fax: (917) 777-2517

Oepstein@skadden.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 1.21(h) and 3.41) \$40

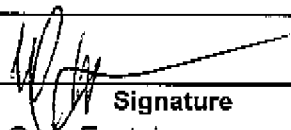
All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 082100/4)

8. Payment Information

Deposit Account No. **19-2385**

Authorized user Name: **Stephanie Y. Grenald**

9. Signature.


Signature

April 25, 2006

Date

Oren Epstein

Name of Person Signing

Total number of pages including cover sheet, and documents:

5

CH \$40.00 192385 1889483

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS is given as of this ~~27~~ day of ~~MARCH~~, 2006 WACHOVIA BANK, NATIONAL ASSOCIATION, a national banking association, located at 110 East Broward Boulevard, Suite 2050, Fort Lauderdale, Florida 33301, successor by merger to CONGRESS FINANCIAL CORPORATION (FLORIDA), a Florida corporation, in its capacity as agent (the "Assignor"), pursuant to the Loan Agreement (as hereinafter defined) acting for and on behalf of the financial institutions which are parties thereto, from time to time, as lenders (each individually, a "Lender" and collectively, "Lenders"), in favor of MEDIA PLAY, INC., a Delaware corporation (the "Assignee"). Capitalized terms not otherwise defined herein have the meanings set forth (or incorporated) in the Trademark Security Agreement (as hereinafter defined) and the Loan Agreement (as hereinafter defined).

WHEREAS, Assignor and Assignee entered into a Trademark Collateral Assignment And Security Agreement, dated as of August 11, 2003 (the "Trademark Security Agreement"), which was recorded in the U.S. Patent and Trademark Office on September 26, 2003 at Reel 2831/Frame 0519, as well as, among others, a Loan And Security Agreement, dated as of August 11, 2003 (the "Loan Agreement");

WHEREAS, pursuant to said Trademark Security Agreement, as collateral security for the prompt performance, observance and indefeasible payment in full of all of the Obligations, Assignee granted to Assignor a continuing interest in and a general lien upon, and a conditional assignment of, the Collateral, including, without limitation, the trademarks, terms, designs and applications described in Exhibit A hereto;

WHEREAS, Assignor desires to release its continuing security interest in and general lien upon the Collateral and reassign any and all of its right, title and interest in, to and under the Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby releases its continuing security interest in and general lien upon and reassigns any and all of its right, title and interest in, to and under the Collateral.

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IN WITNESS WHEREOF, Assignor has caused this RELEASE OF SECURITY INTEREST IN TRADEMARKS to be duly executed by a duly authorized officer as of the date above first written.

ASSIGNOR

WACHOVIA BANK, NATIONAL ASSOCIATION

By: [Signature]
Name: Gary Dixon
Title: Director

STATE OF)
) SS.
COUNTY OF)

I, a notary public, in and for the county and state aforesaid, do hereby certify that Gary Dixon personally known to me to be the Director of WACHOVIA BANK, NATIONAL ASSOCIATION, appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him/her by the board of directors of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 7th day of April, 2006.

[Signature]
Notary Public

My commission expires: 10/20/08



SCHEDULE A TO RELEASE OF SECURITY INTEREST IN TRADEMARKS

EXHIBIT A
TO
TRADEMARK COLLATERAL ASSIGNMENT
AND SECURITY AGREEMENT

List of Trademarks and Trademark Applications

Trademarks:

Trademark	Country	Registration No.	Registration Date
MEDIA PLAY	United States	1,889,483	4/11/95
MEDIA PLAY	Japan	3199511	9/30/96

Trademark Applications:

None.