

08-21-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): CANADIAN IMPERIAL BANK OF COMMERCE
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Bank

2. Name and address of receiving party(ies):
Name: Recorded Books, LLC
Internal
Address: c/o Hights Cross Communications, Inc.
Street Address: 10 New King Street, Suite 110
City: White Plains State: NY Zip: 10604

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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other Release of Security Agreement

Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other a Delaware limited liability company

Execution Date: August 20, 2003

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2242577

Additional number(s) attached Yes No

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

Name: Julie L. Dalke, Esq.
Internal Address: Latham & Watkins LLP
Street Address: 650 Town Center Drive, Suite 2000
City: Costa Mesa State: CA Zip: 92626

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number
500524 (For additional fees, if any)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Patricia A. Conner
Name of Person Signing

Patricia A. Conner
Signature

August 20, 2003
Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002804 FRAME: 0964

## Recorded Books, LLC

Trademarks\*

<u>Trademark</u>	<u>Registration/Serial No.</u>	<u>Registration Date/Filing Date</u>
Misc. Design	2,242,577	May 4, 1999

\* The above mark was originally registered in the name of RBI Acquisitions, LLC. RBI Acquisitions, LLC changed its name to Recorded Books, LLC.

**RELEASE OF SECURITY INTEREST**  
**IN TRADEMARK COLLATERAL**

This RELEASE, dated as of August 20, 2003, is made by CANADIAN IMPERIAL BANK OF COMMERCE, as administrative agent (together with its successor(s) thereto, in such capacity as Administrative Agent for each of the Secured Parties) ("CIBC"), pursuant to the termination of the Credit Agreement, dated as of December 10, 1999, by and among CIBC, Hights Cross Operating Company (the "Borrower") and the other parties named therein (the "Credit Agreement").

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement each of the Borrower's subsidiaries were required to guaranty the Borrower's obligations thereunder;

WHEREAS, Recorded Books, LLC (the "Company"), a subsidiary of the Borrower, granted security interests pursuant to the following:

A Trademark Security Agreement dated December 10, 1999 between RBI ACQUISITIONS, LLC (now known as Recorded Books, LLC) and CIBC (the "Trademark Agreement"), recorded with the U.S. Patent and Trademark Office on January 19, 2000, Reel/Frame 2019/0346.

WHEREAS, CIBC acknowledges that upon the satisfaction of all conditions set forth in the payoff letter by and between CIBC and the Borrower dated as of August 20, 2003, full payment, performance and satisfaction of the Notes issued pursuant to the Credit Agreement secured by the Trademark Agreement shall have been made; and

WHEREAS, the Borrower has requested that CIBC release its security interest in the Collateral, as defined in the Trademark Agreement in connection with the termination of both the Credit Agreement and the Trademark Agreement (the "Released Collateral").

NOW, THEREFORE, CIBC hereby **RELEASES** all of its security interest in the Trademark Collateral listed on Schedule A attached hereto and incorporated herein by reference and any other Collateral described in the Trademark Agreement.

CIBC agrees, at the Borrower's expense to cooperate with the Borrower and its subsidiaries and to provide the Borrower and its subsidiaries with the information and additional authorization necessary to effect the release of CIBC's security interest in the Released Collateral.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, CIBC has executed this Release as of the date first set forth above.

CANADIAN IMPERIAL BANK OF COMMERCE

By: Jean S. Griffin  
Name:  
Title:

Jean S. Griffin  
Executive Director,  
CIBC World Markets Corp.  
AS AGENT

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF New York  
COUNTY OF Queens ss.

On this 18<sup>th</sup> day of August, 2003, before me personally appeared Jean S. Griffin, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of CIBC, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

18<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this day of August, 2003

Erma Pecoraro  
Notary Public

{seal}

ERMA PECORARO  
Notary Public, State of New York  
No. 01PE6054247  
Qualified in Queens County  
Commission Expires Jan. 29, 2007

Recorded Books, LLC

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