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

102795286

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

1. Name of conveying party(ies): On Command Corporation
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes [X] No

2. Name and address of receiving party(ies)
Name: The Bank of New York
Internal Address:
Street Address: One Wall Street
City: New York State: NY Zip: 10286
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other Trust Company organized under the laws of New York
signee is not domiciled in the United States, a domestic representative designation is attached: Yes [X] No
Additional name(s) & address(es) attached? Yes [X] No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
[X] Other Release of Security Interest
Execution Date: May 10, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
74599089, 75868380, 75710648, 75766833
Additional number(s) attached [X] Yes [] No

B. Trademark Registration No.(s) 0941768, 1281887, 1979294, 1277395, 1597838, 1983510, 1277396, 1945402, 2020680, 2085475, 2245482, 2147019, 2343942, 2147020, 2349986

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: David N. Schachter
Internal Address: Sherman & Howard L.L.C.
Street Address: 633 17th Street, Suite 3000
City: Denver State: CO Zip: 80202

6. Total number of applications and registrations involved: 19
7. Total fee (37 CFR 3.41):
[X] Enclosed
[] Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

07/19/2004 MSETACHE 00000001 74599089
01 FC: 521 40.00 DP
02 FC: 522 450.00 DP

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.
David N. Schachter
Name of Person Signing
Signature
June 23, 2004
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

TRADEMARK REEL: 003009 FRAME: 0669

SCHEDULE A

<u>TRADEMARKS</u>				
Mark	Application No.	File Date	Registration No.	Issue Date
Digital Video On Demand	74599089	11/15/1994		
The Internet Has Never Been Easier	75868380	12/10/1999		
OCX	75710648	5/20/1999		
Screen Genie	75766833	8/03/1999		
Tele/Theatre	72405531	10/20/1971	0941768	8/22/1972
Spectramax	73423303	4/26/1983	1281887	6/12/1984
Guest Theater	74599091	11/15/1994	1979294	6/11/1996
Spectranet	73410847	1/25/1983	1277395	5/8/1984
On Command Video	73827699	9/25/1989	1597838	5/22/1990
Digital Guest Choice	74599092	11/15/1994	1983510	7/2/1996
Spectravision	73411970	2/2/1983	1277396	5/8/1984
Starpath	74599084	11/15/1994	1945402	1/2/1996
Spexis	75021902	11/20/1995	2020680	12/3/1996
On Command Video	75060998	2/20/1996	2085475	8/5/1997
On Command	75335302	8/4/1997	2245482	5/18/1999
OCV	75060997	2/20/1996	2147019	3/31/1998
@Hotel	75335303	8/4/1997	2343942	4/18/2000
OCV	75060999	2/20/1996	2147020	3/31/1998
OCX	75708198	5/20/1999	2349986	5/16/2000

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

TERMINATION AND RELEASE, dated as of May 10, 2004, by THE BANK OF NEW YORK, as administrative agent for the secured parties (the "Secured Party") under that certain Security Agreement (as amended or otherwise modified, the "Security Agreement"), dated as of March 29, 2001, among On Command Corporation and each other Grantor party thereto (collectively, the "Grantors") and the Secured Party.

RECITALS

A. Pursuant to Security Agreement, a security interest (the "Security Interest") was granted by the Grantors to the Secured Party in all of the Grantors' right, title and interest of every kind and nature in (i) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office, any State of the United States, and all extensions or renewals thereof, (ii) all goodwill associated therewith or symbolized thereby and (iii) all other assets, rights and interests that uniquely reflect or embody such goodwill, set forth on Schedule A (collectively, the "Collateral").

B. The Security Interest was recorded in the United States Patent and Trademark Office on June 7, 2001, Reel 002311 and Frame 0744.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Secured Party hereby terminates and releases the Security Interest in the Collateral as follows:

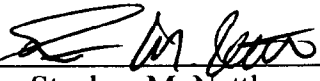
1. Termination and Release: The Secured Party hereby terminates and releases the entirety of its Security Interest in the Collateral.

2. Further Assurance: The Secured Party hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interests contemplated hereby.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

THE BANK OF NEW YORK,
as Administrative Agent

By : 
Name : Stephen M. Nettler
Title : Vice President

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss:

On this 10th day of May, 2004, before me personally appeared Stephen M. Nettler to me known who, being by me duly sworn, did depose and say that he is a Vice President of The Bank of New York, the institution described herein and which executed the foregoing instrument, and that he signed his name thereto pursuant to the authority granted thereby.


Notary Public

KATHLEEN E. PALAZZOLA
NOTARY PUBLIC, STATE OF NEW YORK
No. 43-4503545 Rich. Co.
Certificate filed in New York County
Commission Expires Jan. 31, 2006