

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AMI Entertainment Network, Inc.		04/13/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Madison Capital Funding LLC, as Administrative Agent		
Street Address:	30 South Wacker Drive, Suite 3700		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 56			
Property Type	Number	Word Mark	
Serial Number:	77616483	MONEY SHOOT	
Serial Number:	77402431	FIREFLY	
Serial Number:	77657380	HOOP MADNESS	
Serial Number:	78348797	AMI ENTERTAINMENT	
Serial Number:	78348815	AMI	
Serial Number:	78380045	AMI	
Serial Number:	77580077	ENCORE	
Registration Number:	2701115	MAXX CLASSIC	
Registration Number:	3399748	MOD BOX INTERNET JUKEBOX	
Registration Number:	3350339	M MERIT ENTERTAINMENT	
Registration Number:	3360804	MERIT ENTERTAINMENT	
Registration Number:	3501297	MEGATOUCH ENTERTAINER	
Registration Number:	3024223	MEGATOUCH FUN ZONE	
Registration Number:	3104418	MERIT NTOUCH	

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Registration Number:	2920476	MEGATOUCH MAXX SAPPHIRE EDITION
Registration Number:	3051354	MEGATOUCH E.V.O.
Registration Number:	2842795	GREAT SOLITAIRE
Registration Number:	2971839	KID'S CLUB
Registration Number:	2791016	11 BALL
Registration Number:	3562326	LUCKY 11'S
Registration Number:	2344014	BERKELEY
Registration Number:	2309859	CENTURY
Registration Number:	2280065	STARBURST
Registration Number:	0533276	ROWE
Registration Number:	0932593	AMI
Registration Number:	0948890	
Registration Number:	0858590	ROWE AMI
Registration Number:	1531812	LASERSTAR
Registration Number:	2356163	SUNRISE
Registration Number:	2388468	LASERSTAR ENCORE
Registration Number:	2366273	ROWE
Registration Number:	2884708	AMI
Registration Number:	2764781	STUDIO SOUND
Registration Number:	2948729	ROWE
Registration Number:	2948660	ROWE AMI
Registration Number:	2944303	ROWE AMI
Registration Number:	2877035	MY SONG FIRST
Registration Number:	2888558	LASERSTAR
Registration Number:	3069089	FLAME
Registration Number:	3098985	ROWE
Registration Number:	3005077	ROWE AMI
Registration Number:	2982216	IF IT'S IN YOU, IT'S IN HERE
Registration Number:	3033018	ANY SONG, ANY TIME
Registration Number:	2986542	SOLARA
Registration Number:	3024698	NITESTAR
Registration Number:	3051698	NITESTAR DUET
Registration Number:	3014130	STARBRITE
Registration Number:	3320356	NITEHAWK
Registration Number:	3243078	JUMP

Registration Number:	3432442	GRANDSTAR
Registration Number:	2818417	STARGLO
Registration Number:	2696534	STARLINK
Registration Number:	2648116	NETSTAR
Registration Number:	2322197	LASERSTAR STORM
Registration Number:	1565658	LASER WALLSTAR
Registration Number:	1532845	COMBOSTAR

CORRESPONDENCE DATA

Fax Number: (312)863-7865
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-201-3865
Email: sharon.patterson@goldbergkohn.com
Correspondent Name: Sharon Patterson
Address Line 1: c/o Goldberg Kohn, 55 E. Monroe St.
Address Line 2: Ste. 3300
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	4975.022
NAME OF SUBMITTER:	Sharon Patterson
Signature:	/sharon patterson/
Date:	05/01/2009

Total Attachments: 5
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**AMENDMENT NO. 1 TO
TRADEMARK SECURITY AGREEMENT**

THIS AMENDMENT NO. 1 ("Amendment") to that certain Trademark Security Agreement dated as of December 2, 2002, (the "Trademark Security Agreement") made by AMI ENTERTAINMENT NETWORK, INC., a Delaware corporation ("Grantor"), in favor of MADISON CAPITAL FUNDING LLC, in its capacity as Administrative Agent for Lenders ("Administrative Agent") is made as of April 13, 2009.

WHEREAS, Grantor and Administrative Agent entered into the Trademark Security Agreement pursuant to that certain Guarantee and Collateral Agreement executed by Grantor and Merit Enterprises, Inc. in favor of Administrative Agent, dated as of December 2, 2002 (the "Original Collateral Agreement");

WHEREAS, the Trademark Security Agreement was duly recorded in the United States Patent and Trademark Office on December 13, 2002, Reel/Frame: 2627/0354;

WHEREAS, since the date of Grantor's execution of the Trademark Security Agreement, (a) Grantor, Administrative Agent and the other parties thereto have entered into that certain Amended and Restated Guarantee and Collateral Agreement, amending and restating the Original Collateral Agreement (the "Collateral Agreement") pursuant to which, among other things, Grantor has granted to the Administrative Agent a security interest in substantially all of Grantor's assets, including, without limitation, all of its "Trademarks" and "Trademark Licenses", as such terms are defined in the Collateral Agreement (herein, collectively, the "Trademarks") and (b) Grantor has acquired interests in certain additional Trademarks (the "New Trademarks"); and

WHEREAS, in accordance with Section 5.7 of the Original Collateral Agreement and with the Collateral Agreement, the parties agree to amend the Trademark Security Agreement to confirm the inclusion of such New Trademarks;


NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Trademark Security Agreement as follows:

1. Schedules. Schedule I as referred to in the Trademark Security Agreement shall be deemed to refer to Schedule I as amended by the addition of the New Trademarks scheduled on Schedule A attached hereto.

2. Effect of Amendment. Except as expressly amended by this Amendment, the terms of the Trademark Security Agreement shall remain in full force and effect as executed.

IN WITNESS WHEREOF, Grantor and Administrative Agent have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

AMI ENTERTAINMENT NETWORK, INC.

By: 
Name: Michael P. Santoni
Title: Senior VP Finance

ACCEPTED AND ACKNOWLEDGED BY:

MADISON CAPITAL FUNDING LLC, as
Administrative Agent

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Grantor and Administrative Agent have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

AMI ENTERTAINMENT NETWORK, INC.

By: _____
Name: _____
Title: _____

ACCEPTED AND ACKNOWLEDGED BY:

MADISON CAPITAL FUNDING LLC, as
Administrative Agent

By: 
Name: Kevin Boldt
Title: President

SCHEDULE A

TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>	<u>Date</u>
MAXX Classic	2701115	3/25/03
Mod Box Internet Jukebox	3399748	3/18/08
M Merit Entertainment	3350339	12/4/07
Merit Entertainment	3360804	12/25/07
Megatouch Entertainer	3501297	9/16/08
Megatouch Fun Zone	3024223	12/6/05
Merit NTouch	3104418	6/13/06
Megatouch Maxx Sapphire Edition	2920476	1/25/05
Megatouch E.V.O.	3051354	1/24/06
Great Solitare	2842795	5/18/04
Kid's Club	2971839	7/19/05
11 Ball	2791016	12/9/03
Lucky 11's	3562326	1/13/09
Berkeley	2344014	4/18/00
Century	2309859	1/18/00
Starburst	2280065	9/21/99
Rowe	533276	11/14/50
AMI	932593	4/18/72
Square and Disks (Design)	948890	12/19/72
Rowe AMI	858590	10/15/68
Laserstar (Stylized)	1531812	3/28/89
Sunrise	2356163	6/6/00
Laserstar Encore	2388468	9/19/00
Rowe	2366273	7/11/00
AMI	2884708	9/14/04
Studio Sound	2764781	9/16/03
Rowe	2948729	5/10/05
Rowe AMI	2948660	5/10/05
Rowe AMI	2944303	4/26/05
My Song First	2877035	8/24/04
Laserstar	2888558	9/28/04
Flame	3069089	3/14/06
Rowe (& Design)	3098985	5/30/06
Rowe AMI (& Design)	3005077	10/4/05
If It's In You, It's In Here	2982216	8/2/05

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TRADEMARK
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Any Song, Any Time	3033018	12/20/05
Solara	2986542	8/16/05
NiteStar	3024698	12/6/05
NiteStar Duet	3051698	1/24/06
StarBrite	3014130	11/8/05
Nitehawk	3320356	10/23/07
Jump	3243078	5/15/07
Grandstar	3432442	5/20/08
Starglo	2818417	2/24/04
Starlink	2696534	3/11/03
Netstar	2648116	11/12/02
Laserstar Storm	2322197	2/22/00
Laser Wallstar	1565658	11/14/89
Rowestar	1531812	3/28/89
Combostar	1532845	4/4/89

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>
Monkey Shoot	77-616483	11/18/08
Firefly	77-402431	7/29/08
Hoop Madness	77-657380	1/27/09
AMI Entertainment	78-348797	1/7/04
AMI	78-348815	1/7/04
AMI (& Design)	78-380045	3/8/04
Encore	77-580077	9/26/08

TRADEMARK LICENSES

See the Licenses set forth on Schedule 5 of the Collateral Agreement.