

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
TouchTunes Music Corporation		02/17/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	2001 Clayton Road, 2nd Floor
Internal Address:	Mail Code CA4-702-02-25
City:	Concord
State/Country:	CALIFORNIA
Postal Code:	94520
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	3990226	ALLEGRO
Registration Number:	3658975	ALLEGRO MX-1
Registration Number:	3413778	AMERICA'S JUKEBOX
Registration Number:	3446764	GET JUKED
Registration Number:	3860768	MAESTRO
Registration Number:	3506600	
Registration Number:	3332546	MYTOUCHTUNES
Registration Number:	3674606	MYTUNES. MYWAY.
Registration Number:	3534436	OVATION
Serial Number:	77593042	PLAYPORTT
Serial Number:	77982746	PLAYPORTT
Registration Number:	2611127	TOUCHTUNES
Registration Number:	3367040	TOUCHTUNES

OP \$615.00 3990226

Registration Number:	2239433	TOUCHTUNES DIGITAL JUKEBOX
Serial Number:	77300952	TOUCHTUNES GAME STUDIO
Registration Number:	4091584	TOUCHTUNES GAME STUDIO
Registration Number:	4007867	TOUCHTUNES INTERACTIVE NETWORKS
Registration Number:	2753360	TOUCHTUNES MUSIC CORPORATION
Registration Number:	4053490	TOUCHTUNES MUSIC CORPORATION
Serial Number:	77311400	TOUCHTUNES PLAYPORTT
Registration Number:	4074682	TOUCHTUNES PLAYPORTT
Registration Number:	4012723	TOUCHTUNES TV
Registration Number:	2903715	TUNE CENTRAL
Serial Number:	76706809	VIRTUO

CORRESPONDENCE DATA

Fax Number: (617)574-7658
Phone: 617-574-3518
Email: smordas@goulstonstorrs.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Stacey Mordas
Address Line 1: 400 Atlantic Avenue
Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Stacey Mordas
Signature:	/s/Stacey A. Mordas
Date:	02/17/2012

Total Attachments: 7
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

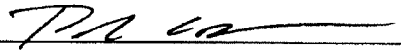
Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of February 17, 2012 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as administrative agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

TOUCHTUNES MUSIC CORPORATION

By: 
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

Very truly yours,

TOUCHTUNES MUSIC CORPORATION

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A. as Administrative Agent

By: _____
Name: Roberto Salazar
Title: Vice President

Schedule 1

See attached.

TOUCHTUNES MUSIC CORPORATION

ACTIVE U.S. TRADEMARK LIST (ALPHABETICAL BY MARK)

<u>Docket No.</u>	<u>Mark Name</u>	<u>Classes</u>	<u>Filing No./ Filing Date</u>	<u>Reg. No./ Reg. Date</u>	<u>Status</u>	<u>Renewal Date</u>
2302-29	ALLEGRO	9	76/656,516 10 Mar 2006	3,990,226 5 Jul 2011	Registered	5 Jul 2021
2302-72	ALLEGRO MX-1	9	77/429,320 24 Mar 2008	3,658,975 21 Jul 2009	Registered	21 Jul 2019
2302-20	AMERICA'S JUKEBOX	9	78/826,113 1 Mar 2006	3,413,778 15 Apr 2008	Registered	15 Apr 2018
2302-28	GET JUKEB	9 & 35	78/826,121 1 Mar 2006	3,446,764 10 Jun 2008	Registered	10 Jun 2018
2302-33	MAESTRO	9	78/875,726 3 May 2006	3,860,768 12 Oct 2010	Registered	12 Oct 2020
2302-40	MISCELLANEOUS DESIGN (CLEFT SIGN)	9, 35, 37, 38 & 42	78/877,651 5 May 2006	3,506,600 23 Sep 2008	Registered	23 Sep 2018
2302-32	MYTOUCHTUNES	41	78/874,505 2 May 2006	3,332,546 06 Nov 2007	Registered	06 Nov 2017
2302-38	MYTUNES, MYWAY.	41	78/877,602 5 May 2006	3,674,606 25 Aug 2009	Registered	25 Aug 2019

TOUCHTUNES MUSIC CORPORATION

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2302-31	OVATION	9	76/657,856 4 Apr 2006	3,534,436 18 Nov 2008	Registered	18 Nov 2018
2302-101	PLAYPORTT	35, 37, 41 & 42	77/593,042 15 Oct 2008	N/A	Request to Divide Granted	N/A
2302-265	PLAYPORTT	9	77/982746 15 Oct 2008	4,099,6014 Feb 2012	Registered	14 Feb 2022
2302-44	TOUCHTUNES	9	75/638,925 11 Feb 1999	2,611,127 27 Aug 2002	Registered	27 Aug 2012
2302-39	TOUCHTUNES (Stylized)	9, 35, 37, 38 & 42	78/877,630 5 May 2006	3,367,040 08 Jan 2008	Registered	08 Jan 2018
2302-45	TOUCHTUNES DIGITAL JUKEBOX	9	75/239,466 10 Feb 1997	2,239,433 13 Apr 2009	Registered	13 Apr 2019
2302-59	TOUCHTUNES GAMES STUDIO	35, 37, 41 & 42	77/300,952 10 Oct 2007	N/A	Request to Divide Granted	N/A
2302-263	TOUCHTUNES GAMES STUDIO	9	77/982673 10 Oct 2007	4,091,584 24 Jan 2012	Registered	24 Jan 2022

TOUCHTUNES MUSIC CORPORATION

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2302-131	TOUCHTUNES INTERACTIVE NETWORKS & Design	35	76/703308	4,007,867 9 Aug 2011	Registered	9 Aug 2021
2302-43	TOUCHTUNES MUSIC CORPORATION	35, 36, 37, 38, 41 & 42	75/639,196 9 Feb 1999	2,753,360 19 Aug 2003	Registered	19 Aug 2013
2302-122	TOUCHTUNES MUSIC CORPORATION	41	77/808,226 19 Aug 2009	4,053,490 8 Nov 2011	Registered	8 Nov 2021
2302-60	TOUCHTUNES PLAYPORT	35, 37, 41 & 42	77/311,400 23 Oct 2007	N/A	Request to Divide Granted	N/A
2302-264	TOUCHTUNES PLAYPORT	9	77/982705 23 Oct 2077	4,074,682 20 Dec 2011	Registered	20 Dec 2021
2302-144	TOUCHTUNES TV & Design	35	76/705535 1 Dec 2010	4,012,723 16 Aug 2011	Registered	16 Aug 2021
2302-11	TUNE CENTRAL	9	76/450,572 12 Sep 2002	2,903,715 16 Nov 2004	Registered	16 Nov 2014
2302-152	VIRTUO	9, 235, 37, 38, 39, 41, 42	76/706809 14 Mar 2011	N/A	Pending	N/A