

9-9-03



102544232

To the Honorable Commissioner of Patents and Trademarks

attached original documents or copy thereof. Address of receiving party(ies):

1. Name of conveying party(ies):

Touchtunes Music Corporation

- Individuals Association
General Partnership Limited Partnership
Corporate-State Nevada
Other

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: September 3, 2003

Name: National Bank of Canada

Internal Address:

Street Address: 600 de la Gauchetiere Street W.

City: Montreal State Quebec ZIP H3B 4L2

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other Bank

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

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

A. Trademark Application No(s)

- 75/638,925 (2/11/99)
75/639,196 (2/9/99)

B. Trademark Registration No.(s)

- 2,239,443 (4/13/99)
2,350,643 (5/16/00)

Additional numbers attached? Yes No

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

Name: Judy Radoccia

Internal Address: Edwards & Angell, LLP

09/09/2003 6TON11 00000128 75638925

01 FC:8521 40.00 DP
02 FC:8522 75.00 DP

Street Address: 101 Federal Street

City: Boston State MA ZIP 02110

6. Total number of applications and registrations involved 4

7. Total fee (37 CFR 3.41) 15.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit Account Number:

(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.

Judy Radoccia

Name of Person Signing

Signature

September 8, 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 Patents & Trademarks, Box Assignments Washington, D.C. 20231

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SECURITY AGREEMENT (TRADEMARKS)

WHEREAS, touchtunes music corporation, a Nevada corporation, with a principal place of business at 1800 East Sahara, Suite 107, Las Vegas, Nevada 89104 (the "Company") and NATIONAL BANK OF CANADA, with a place of business at 600 de la Gauchetiere Street West, Ground Floor, Montreal, Canada H3B 4L2 (the "Bank") have entered into a Movable Hypothec dated as of September 3, 2003 and a Security Agreement dated as of August 9, 1999, as amended by that certain Amendment and Ratification of Security Agreement and Collateral Assignment dated as of September 3, 2003 (collectively, the "Security Agreements"); and

WHEREAS, the Company is the owner and user of the trademarks listed on Schedule A hereto and identified in said Security Agreements (the "Trademarks"); and

WHEREAS, among the security interests granted by the Company to the Bank pursuant to the Security Agreements is a security interest in the Trademarks listed on Schedule A hereto, together with the goodwill of the business associated with and symbolized by such Trademarks; and

WHEREAS, the parties to the Security Agreements contemplate and intend that, if an Event of Default (as defined therein) shall occur and be continuing, the Bank shall have all rights of the Company in and to the Trademarks and the goodwill of the business of the Company associated with and symbolized by the Trademarks as may be necessary or proper in order to enable the Bank, as foreclosing secured party, to continue such business of the Company or, following such foreclosure, to transfer to a purchaser all such rights as may be necessary or proper to enable such purchaser to continue such business of the Company;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties reconfirm the terms of the Security Agreements, each as if set forth fully herein, and acknowledge that the Bank has a security interest in the Trademarks listed on Schedule A hereto, together with the goodwill of the business associated with and symbolized by such Trademarks; as security for the Obligations (as defined in the Security Agreements), the Company hereby collaterally assigns to the Bank and grants a security interest to the Bank in and to, all of the Company's right, title and interest in and to said Trademarks and the goodwill of the business associated therewith; the Company agrees that it will not sell or assign any of the Trademarks without the prior written consent of the Bank; and the Company and the Bank request that the Commissioner of Patents and Trademarks record this document with respect to the Trademarks.

The Company hereby appoints the Bank as the Company's attorney-in-fact (with full power of substitution and resubstitution) with the power and authority, after the occurrence and during the continuance of any Event of Default (as defined in the Security Agreements), to execute and deliver, in the name and on behalf of the Company, and to cause the recording of all such further assignments and other instruments as the Bank may deem necessary or desirable in order to carry out the intent of the Security Agreements and this Security Agreement

  
TRADEMARK

(Trademarks). The Company agrees that all third parties may conclusively rely on any such further assignment or other instrument, so executed, delivered and recorded by the Bank (or the Bank's designee in accordance with the terms hereof) and on the statements made therein.

TOUCHTUNES MUSIC CORPORATION

NATIONAL BANK OF CANADA

By: [Signature]  
Name: Matthew Carson  
Title: Chief Financial Officer

By: [Signature]  
Its: Eric St-Louis  
Senior Account Manager  
Technology Group

~~STATE OF~~ Province of Quebec )  
COUNTY OF Canada ) ss.

Then personally appeared before me the above-named Matthew Carson, the Chief Financial Officer of TouchTunes Music Corporation, and stated that he/she executed the foregoing instrument under the authority of said corporation's Board of Directors and acknowledged the foregoing instrument to be the free act and deed of said corporation.

WITNESS my hand and seal this 3<sup>rd</sup> day of September, 2003.

[Signature]  
Notary Public Commissioner of Oa  
My commission expires: Sep 18, 2003



Schedule AMARKS WITH UNITED STATES FEDERAL REGISTRATION

| Trademark                           | Trademark Application N° | Filing Date | Country | Registration N° | Date of Registration | Procedure Status                               | Expiration Date |
|-------------------------------------|--------------------------|-------------|---------|-----------------|----------------------|--|-----------------|
| TouchTunes Digital Jukebox (Word)   | 75/239,466               | 02/10/97    | U.S.A.  | 2,239,443       | 04/13/99             | Registered                                     | 04/13/09        |
| TouchTunes Digital Jukebox (Design) | 75/428,481               | 02/04/97    | U.S.A.  | 2,350,643       | 05/16/00             | Registered                                     | 05/16/10        |
| TouchTunes (Word)                   | 75/638,925               | 02/11/99    | U.S.A.  |                 |                      | Examination                                    |                 |
| TouchTunes Music Corporation (Word) | 75/639,196               | 02/09/99    | U.S.A.  |                 |                      | Filing of the Statement of Use before 08/28/02 |                 |