

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
Friendfinder Network, Inc.		12/06/2007	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	U.S. Bank National Association		
Street Address:	225 Asylum Street		
Internal Address:	Corporate Trust Services, 23rd Floor		
City:	Hartford		
State/Country:	CONNECTICUT		
Postal Code:	06103		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1785477	FRIEND FINDER	
CORRESPONDENCE DATA			
Fax Number:	(212)822-5423		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-530-5000		
Email:	jnici@milbank.com		
Correspondent Name:	Milbank, Tweed, Hadley & McCloy LLP		
Address Line 1:	One Chase Manhattan Plaza		
Address Line 2:	Rm. 4640		
Address Line 4:	New York, NEW YORK 10005		
ATTORNEY DOCKET NUMBER:	39479-00000		
NAME OF SUBMITTER:	Janis Nici		
Signature:	/janis nici/		

CH \$40.00 1785477

Date:

01/22/2008

Total Attachments: 9

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TRADEMARK SECURITY AGREEMENT

This **TRADEMARK SECURITY AGREEMENT** (as it may be amended, supplemented or otherwise modified from time to time, this "Agreement") is dated as of December 6, 2007 and is made by **Interactive Network, Inc.**, a Nevada corporation (the "Company"), and each direct and indirect subsidiary of the Company listed on the signature pages hereto (together with any other direct or indirect subsidiary of the Company that hereafter becomes a party to this Agreement, collectively, the "Subsidiary Grantors"; the Subsidiary Grantors together with the Company and any other Person agreeing to be bound hereby as a "Grantor" are collectively referred to herein as the "Grantors") in favor of **U.S. Bank National Association**, having an address at Corporate Trust Services, 225 Asylum Street, 23rd Floor, Hartford, CT 06103 in its capacity as Agent (as defined below) for the benefit of Agent and the Holders (as defined in the Securities Purchase Agreement referred to below).

WHEREAS, pursuant to that certain Securities Purchase agreement (as such Securities Purchase Agreement may be amended, supplemented or otherwise modified from time to time, the "Securities Purchase Agreement") dated as of December 6, 2007 by and among the Company, the Senior Guarantors party thereto, Penthouse Media Group, Inc., a Nevada corporation, the Subordinated Guarantors party thereto, the Holders party thereto and U.S. Bank National Association, as agent (in such capacity, together with its successors in such capacity, the "Agent"), the Holders have agreed to purchase the Issuer's Senior Secured Notes due 2011 in the initial aggregate principal amount of \$257,337,629 (the "Notes");

WHEREAS, pursuant to the Securities Purchase Agreement, each of the Subsidiary Grantors has guaranteed the obligations of the Company in respect of the Securities Purchase Agreement and the Notes;

WHEREAS, pursuant to the Securities Purchase Agreement each Grantor has granted to Agent, for Agent's benefit and for the benefit of the Holders, a security interest in certain assets of such Grantor, including all right, title and interest of such Grantor in, to and under all now owned and hereafter acquired Trademarks, Trademark registrations, Trademark applications and Trademark Licenses, together with the goodwill of the business symbolized by such Grantor's Trademarks, and all proceeds thereof, to secure such Grantor's obligations under the Securities Purchase Agreement and, in the case of the Company, the Notes; and

WHEREAS, each Grantor owns the Trademarks, Trademark registrations, and Trademark applications listed beneath such Grantor's name on Schedule I annexed hereto, and is a party to the Trademark Licenses listed beneath such Grantor's name on Schedule I annexed hereto;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby grant to Agent, for Agent's benefit and for the ratable benefit of the Holders, a continuing security interest in all of such Grantor's right, title and interest in, to and under the following, in each case whether presently existing or hereafter created or acquired (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), to secure the Obligations of such Grantor:

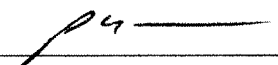
- (1) each Trademark, Trademark registration and Trademark application, including, without limitation, the Trademarks, Trademark registrations and Trademark applications referred to in the Schedule I annexed hereto and any and all renewals of any of the foregoing, and all of the goodwill of the business associated with each Trademark;
- (2) each Trademark License; and
- (3) all products (other than Inventory) and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future infringement or dilution of any Trademark including, without limitation, the Trademarks referred to in Schedule 1 annexed hereto and the trademarks licensed under any Trademark License; and (b) injury to the goodwill of the business associated with any Trademark.

This security interest is granted in conjunction with the security interests granted to Agent pursuant to the Securities Purchase Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Securities Purchase Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature Page(s) Follow]

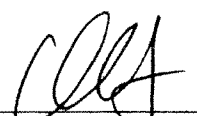
IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be duly executed and delivered by their respective undersigned duly authorized officer as of the date first written above.

INTERACTIVE NETWORK, INC., a Nevada Corporation

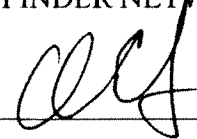
By:  _____
Name:
Title:

SUBSIDIARY GRANTORS:


VARIOUS, INC.

By:  _____
Name:
Title:

GLOBAL ALPHABET, INC.
SHARKFISH, INC.
TRAFFIC CAT, INC.
BIG ISLAND TECHNOLOGY GROUP, INC.
FASTCUPID, INC.
MEDLEY.COM INCORPORATED
PPM TECHNOLOGY GROUP, INC.
FRIENDFINDER NETWORK, INC.

By:  _____
Name:
Title:

FRIENDFINDER PROCESSING LTD.

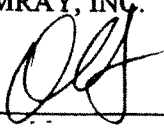
By:  _____
Name:
Title:

[Signature Page to Senior Guarantors Trademark Security Agreement]


LA1#6366991

TRADEMARK
REEL: 003701 FRAME: 0892

STREAMRAY, INC.

By: 
Name: _____
Title:

CONFIRM ID, INC.
FRNK TECHNOLOGY GROUP
TRANSBLOOM, INC.
STREAMRAY INC.

By: 
Name: David Bloom
Title: Secretary

[Signature Page to Senior Guarantors Trademark Security Agreement]

LA1:#6366991

TRADEMARK
REEL: 003701 FRAME: 0893

Schedule I

[TO BE PROVIDED BY THE COMPANY]

Various, Inc. and subsidiaries' U.S. trademark

December 6, 2007

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TRADEMARK	REGISTRANT OF RECORD	CURRENT OWNER	REG. NO. AND REG. DATE	GOODS/SERVICES	CURRENT STATUS
PASSION.COM	Friend Finder, Inc. (CA corp.)	Various, Inc. (by change of name)	2937799 April 5, 2005	<p>Class 38: Providing online chat room for transmission of messages among computer users for the purpose of users meeting other users to encourage dating and to develop relationships (first use: July 2003)</p> <p>Class 41: Providing online magazines featuring articles and information relating to dating, sexuality and relationships (first use: July 2003)</p> <p>Class 45: Dating services, namely, providing personal profiles, photographs, event listings, and related dating services via the Internet and electronic mail (first use: July 2003)</p>	Active Section 8 & 15 due before April 5, 2011
AFF	Friendfinder, Inc. (CA corp.)	Various, Inc. (by change of name)	3086514 April 25, 2006	<p>Class 38: Providing on-line chat room for transmission of messages among computer users for the purpose of users meeting other users to encourage dating and to develop relationships (first use: December 15, 2005)</p> <p>Class 41: Providing online magazines featuring articles and information relating to dating relationships (first use: December 15, 2005)</p> <p>Class 45: Dating services, namely, providing personal profiles, event listings, and related dating services via the Internet and electronic mail (first use: December 15, 2005)</p>	Active Section 8 & 15 due before April 25, 2012

Various, Inc. and subsidiaries' U.S. trademark

December 6, 2007

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TRADEMARK	REGISTRANT OF RECORD	CURRENT OWNER	REG. NO. AND REG. DATE	GOODS/SERVICES	CURRENT STATUS
ADULTFRIEND-FINDER	Friendfinder, Inc. (CA corp.)	Various, Inc. (by change of name)	2937798 April 5, 2005	<p>Class 38: Providing on-line chat room for transmission of messages among computer users for the purpose of users meeting other users to encourage dating and to develop relationships (first use: December 1996)</p> <p>Class 41: Providing online magazines featuring articles and information relating to dating, sexuality and relationships (first use: July 2003)</p> <p>Class 45: Dating services, namely, providing personal profiles, event listings, and related dating services via the Internet and electronic mail (first use: July 2003)</p>	Active Section 8 & 15 due before April 5, 2011
FRIENDFINDER	Friendfinder, Inc. (CA corp.)	Various, Inc. (by change of name)	2962192 June 14, 2005	<p>Class 38: Providing on-line chat room for transmission of messages among computer users of the purpose of users meeting other users to encourage dating and to develop relationships (first use: July 27, 1996)</p> <p>Class 45: Dating services, namely, providing personal profiles, event listings, and related dating services including providing information relating to dating and relationships via the Internet and electronic mail (first use: June 20, 1991)</p>	Active Section 8 & 15 due before June 14, 2011
OUTPERSONALS	Friendfinder, Inc. (CA corp.)	Various, Inc. (by change of name)	2543098 February 26, 2002	Class 42: Computer dating services, computer services, namely, providing databases featuring general and local news, and information of interest to specific geographic areas; Providing an on-line electronic database on global computer	Active Section 8 & 15 due before February 26, 2008

Various, Inc. and subsidiaries' U.S. trademark

December 6, 2007

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TRADEMARK	REGISTRANT OF RECORD	CURRENT OWNER	REG. NO. AND REG. DATE	GOODS/SERVICES	CURRENT STATUS
				networks in the field of interpersonal relationships (first use: May 1998)	
ALT.COM	Friendfinder, Inc. (CA corp.)	Various, Inc. (by change of name)	2543097 February 26, 2002	Class 42: Computer dating services, computer services, namely, providing databases featuring general and local news, and information of interest to specific geographic areas; Providing an on-line electronic database on global computer networks in the field of interpersonal relationships (first use: April 1998)	Active Section 8 & 15 due before February 26, 2008
HOTMATCH	Friendfinder, Inc. (CA corp.)	Various, Inc. (by change of name)	2675644 January 14, 2003	Class 42: Computer dating services, computer services, namely, providing databases featuring general and local news, and information of interest to specific geographic areas; providing an on-line electronic database on global computer networks in the field of on-line computer dating (first use: April 28, 1998)	Active Section 8 & 15 due before January 14, 2009
Friend Finder	Friendfinder Network, Inc. (CA corp.)	Friendfinder Network, Inc.	1785477 August 3, 1993	Class 16: Magazine sections featuring personal advertising (first use: June 29, 1991)	Active Section 8 & 9 due before August 3, 2013
BONDAGE	FRNK Technology Group (CA corp.)	FRNK Technology Group	3024918 December 15, 2005 (this is a 2(f) reg.)	Class 35: Promoting goods and services of others by disseminating advertisements for others via local and global computer networks; conducting public opinion poll surveys for non-business, non-marketing purposes via a global computer network website (first use in commerce: April 1, 1997) Class 38: Video and movie broadcasting services in the field of adult entertainment via a global computer	Active Section 8 & 15 due before December 13, 2011

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 U.S. trademark
 subsidiaries

TRADEMARK	REGISTERED CORPORATE	CURRENT	REG. NO. AND FILED	CLASSIFICATION	CURRENT STATUS
FASTCUPID	Springtree Partners, Inc. (CA corp.)	Springtree Partners, Inc.	311,1206 July 4, 2006	Class 42 (Computer software development)	Set to expire before July 4, 2012