TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Second Lien Intellectual Property Security Agreement Recorded At Reel/Frame 3615/0581

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Credit Suisse, Cayman Islands Branch		05/01/2009	Bank: SWITZERLAND

RECEIVING PARTY DATA

Name:	Wilmington Trust, FSB, as collateral agent
Street Address:	50 South Sixth Street, Suite 1290
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	Federal Savings Bank:

PROPERTY NUMBERS Total: 95

Property Type	Number	Word Mark
Registration Number:	2922400	M
Registration Number:	3163953	M
Registration Number:	3228649	M
Registration Number:	3206793	M
Registration Number:	2072696	MAXIM
Registration Number:	3127276	MAXIM
Registration Number:	3228647	MAXIM
Registration Number:	2449119	MAXIM
Registration Number:	3261379	MAXIM
Registration Number:	3085737	MAXIM CASINO
Registration Number:	2902970	MAXIM GOES TO THE MOVIES
Registration Number:	3124536	MAXIM LIVING
Registration Number:	2988285	MAXIM LIVING

CH $2390.00 2922400

Registration Number:	2976807	MAXIM MAGAZINE
Registration Number:	2449110	MAXIM ONLINE
Registration Number:	2565895	MAXIMONLINE.COM
Registration Number:	2976337	MAXIM TV
Registration Number:	2983401	MAXIM TV
Registration Number:	3228883	MISS MAXIM
Serial Number:	77183372	FACE OF MAXIM
Serial Number:	76468369	MAXIM
Serial Number:	78214573	MAXIM
Serial Number:	78493595	MAXIM
Registration Number:	3610369	MAXIM
Serial Number:	77152322	MAXIM COMEDY ALL STARS
Serial Number:	77035058	MAXIM ENTERTAINMENT NETWORK
Serial Number:	77022343	MAXIM FILMS
Serial Number:	78687198	MAXIM GRILL
Serial Number:	78816737	MAXIM GRILL
Serial Number:	78493596	MAXIM LIVING
Serial Number:	78644668	MAXIM LOUNGE
Registration Number:	3607676	MAXIM PRIME
Serial Number:	78797175	MAXIM STEAK
Serial Number:	78687199	MAXIM STEAKHOUSE
Serial Number:	77021181	MAXIM'S MEN OF COMEDY
Serial Number:	78940504	MAXIM'S MOST AWESOME AWARDS
Serial Number:	77021183	MAXIM'S WOMEN OF COMEDY
Serial Number:	77002851	MAXIM'S WOMEN OF THE YEAR
Registration Number:	1957138	BLENDER
Registration Number:	3195851	BLENDER
Registration Number:	3106578	BLENDER
Registration Number:	3106577	BLENDER
Registration Number:	3389639	BLENDER THEATER
Registration Number:	2191323	STUFF
Registration Number:	3242065	STUFF'S STARLETS
Registration Number:	3263008	STUFF VIP TRAVEL
Registration Number:	2165852	THE BEST THING TO HAPPEN TO MEN SINCE WOMEN
Serial Number:	78759007	DENNIS DIGITAL

Registration Number:	2270012	CIRCUS MAXIMUS
Registration Number:	2847369	FALLACY BASEBALL
Registration Number:	2786595	HOMETOWN HOTTIES
Registration Number:	3016356	MAN'S NATURAL HABITAT
Registration Number:	3082311	THE ULTIMATE GUIDE TO MUSIC AND MORE
Registration Number:	3115517	THE ULTIMATE MUSIC MAGAZINE
Registration Number:	2738091	URBAN OPEN
Serial Number:	78316122	HOMETOWN HOTTIES
Serial Number:	77021198	HOT RIGHT NOW!
Serial Number:	78645010	MILLION DOLLAR BABES
Serial Number:	78645016	MILLION DOLLAR BABES
Serial Number:	78645018	MILLION DOLLAR BABES
Serial Number:	78926198	SWAGGER
Registration Number:	3296653	TOYS FOR BIGGER BOYS
Serial Number:	77021199	WHO'S HOT NOW?
Registration Number:	3301564	YOUR MUSIC BUDDY
Registration Number:	2685340	INSPIRED INTERACTIVE
Registration Number:	2976481	MAXIM RADIO
Registration Number:	3068330	MAXIM RADIO
Registration Number:	2600504	MAXIM BOOKS
Serial Number:	78359239	CLUB MAXIM
Serial Number:	78644665	CLUB MAXIM
Serial Number:	78495780	MAXIM
Serial Number:	76240814	MAXIM
Serial Number:	78586278	MAXIM
Serial Number:	78768015	MAXIM
Serial Number:	76468372	MAXIM
Serial Number:	78687196	MAXIM
Serial Number:	78371631	MAXIM HOTEL
Serial Number:	78363739	MAXIM HOTEL AND CASINO
Serial Number:	78341754	MAXIM LOUNGE
Serial Number:	78591364	MAXIM MILLION DOLLAR BABES
Serial Number:	78634932	MAXIM MILLION DOLLAR BABES
Serial Number:	76057667	MAXIM SPORTS BARS
Serial Number:	76341506	MEN

Serial Number:	78495784	BLENDER
Serial Number:	78927315	STUFF CASINO
Serial Number:	78873312	STUFF HOTEL
Serial Number:	77028583	STUFF LEGENDS
Serial Number:	78927313	STUFF LEGENDS
Serial Number:	77167078	STUFF LODGE
Serial Number:	77167077	STUFF LODGE
Serial Number:	78411700	IT'S BAD - REALLY, REALLY BAD!
Serial Number:	78411698	K-MAXX!
Serial Number:	78644992	ROCK & ROLL BABYLON
Serial Number:	78644999	ROCK & ROLL BABYLON
Serial Number:	78619510	THE BATHROOM TAPES

CORRESPONDENCE DATA

Fax Number: (646)728-2841

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212.596.9000

Email: tmfilings@fishneave.com

Correspondent Name: Erica M. Fischer

Address Line 1: Ropes & Gray LLP

Address Line 2: 1211 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036-8704

ATTORNEY DOCKET NUMBER:	107024-0002
NAME OF SUBMITTER:	Erica M. Fischer
Signature:	/Erica M. Fischer/
Date:	05/05/2009

Total Attachments: 5

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Credit Suisse, Cayman Islands Branch
Eleven Madison Avenue
New York, New York 10010

May 1, 2009

Wilmington Trust FSB
50 South Sixth Street, Suite 1290
Minneapolis, MN 55402
Attn: Ms. Renee Kuhl

Re: Second Lien Senior Secured Credit Agreement (as amended, supplemented, or modified from time to time, the "Credit Agreement"), dated as of August 14, 2007, by and among ALPHA MEDIA GROUP INC., (the "Borrower"), the lenders party thereto (the "Lenders"), and WILMINGTON TRUST FSB ("Wilmington Trust"), in its capacity as Administrative Agent and Collateral Agent (both as defined in the Credit Agreement) for the Lenders

Dear Ms. Kuhl:

The undersigned hereby confirms, on behalf of Credit Suisse, Cayman Islands Branch ("Credit Suisse"), that pursuant to that certain Successor Agent and Amendment Agreement (the "Successor Agent Agreement"), dated as of January 27, 2009, by and among Credit Suisse, Wilmington Trust, the Required Lenders (as defined in the Credit Agreement) party thereto, and the Borrower, Wilmington Trust has succeeded Credit Suisse as Administrative Agent and Collateral Agent for each of the trademarks listed in the Schedule attached hereto, in accordance with the terms of the Credit Agreement and the Successor Agent Agreement.

Yours truly,

Credit Suisse, Cayman Islands Branch

By: _____
Name: Bryan J. Matthews
Title: Director

By: _____
Name:
Title: MEGAN KANE
DIRECTOR

370937.2.DOC

Schedule A

Trademarks

Grantor	Country	Trademark	Reg. No.	Applic. No.	Filing Date	Reg. Date	Status
Alpha Media Group Inc.	U.S.A.	"M" Logo Device	2,922,400			02/01/2005	Registered
Alpha Media Group Inc.	U.S.A.	"M" Logo Device	3,163,953			10/24/2006	Registered
Alpha Media Group Inc.	U.S.A.	"M" Logo Device	3,228,649			04/10/2007	Registered
Alpha Media Group Inc.	U.S.A.	"M" Logo Device	3,206,793			02/06/2007	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM	2,072,696			06/17/1997	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM	3,127,276			09/08/2006	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM	3,228,647			04/10/2007	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM	2,449,119			05/08/2001	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM	3,261,379			07/10/2007	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM BOOKS	2,600,504			07/30/2002	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM CASINO	3,085,737			04/25/2006	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM GOES TO THE MOVIES	2,902,970			11/16/2004	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM LIVING	3,124,536			08/01/2006	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM LIVING	2,988,285			08/23/2005	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM MAGAZINE	2,976,807			07/26/2005	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM ONLINE	2,449,110			05/08/2001	Registered
Alpha Media Group Inc.	U.S.A.	MAXIMONLINE .COM	2,565,895			04/30/2002	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM RADIO	2,976,481			07/26/2005	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM RADIO	3,068,330			03/14/2006	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM TV	2,976,337			07/26/2005	Registered
Alpha Media Group Inc.	U.S.A.	MAXIM TV	2,983,401			08/09/2005	Registered
Alpha Media Group Inc.	U.S.A.	MISS MAXIM	3,228,883			04/10/2007	Registered
Alpha Media Group Inc.	U.S.A.	CLUB MAXIM		78/359,239	01/29/2004		Abandoned April 14, 2008
Alpha Media Group Inc.	U.S.A.	CLUB MAXIM		78/644,665	06/06/2005		Pending
Alpha Media Group Inc.	U.S.A.	FACE OF MAXIM		77/183,372	05/17/2007		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM		76/468,369	11/18/2002		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM		78/214,573	02/13/2003		Pending

Grantor	Country	Trademark	Reg. No.	Applic. No.	Filing Date	Reg. Date	Status
Alpha Media Group Inc.	U.S.A.	MAXIM		78/493,595	10/02/2004		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM		78/495,780	10/06/2004		Abandoned Oct. 27, 2008
Alpha Media Group Inc.	U.S.A.	MAXIM		76/240,814	04/16/2001		Abandoned Dec. 20, 2007
Alpha Media Group Inc.	U.S.A.	MAXIM		78/586,278	03/14/2005		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM		78/768,015	12/06/2005		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM		76/468,372	11/18/2002		Abandoned June 2, 2007
Alpha Media Group Inc.	U.S.A.	MAXIM		78/687,197	08/06/2005		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM		78/687,196	08/06/2005		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM COMEDY ALL STARS		77/152,322	04/09/2007		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM ENTERTAINMENT NETWORK		77/035,058	11/02/2006		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM FILMS		77/022,343	10/16/2006		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM GRILL		78/687,198	08/06/2005		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM GRILL		78/816,737	02/16/2006		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM HOTEL		78/371,631	02/20/2004		Abandoned April 14, 2008
Alpha Media Group Inc.	U.S.A.	MAXIM HOTEL AND CASINO		78/363,739	02/06/2004		Abandoned April 14, 2008
Alpha Media Group Inc.	U.S.A.	MAXIM LIVING		78/493,596	10/02/2004		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM LOUNGE		78/341,754	12/16/2003		Abandoned Jan. 5, 2008
Alpha Media Group Inc.	U.S.A.	MAXIM LOUNGE		78/644,668	06/06/2005		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM MILLION DOLLAR BABES		78/591,364	03/21/2005		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM MILLION DOLLAR BABES		78/634,932	05/23/2005		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM PRIME		78/820,846	02/22/2006		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM SPORTS BARS		76/057,667	05/26/2000		Abandoned June 16, 2008
Alpha Media Group Inc.	U.S.A.	MAXIM STEAK		78/797,175	01/23/2006		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM STEAKHOUSE		78/687,199	08/06/2005		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM'S MEN OF COMEDY		77/021,181	10/13/2006		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM'S MOST AWESOME AWARDS		78/940,504	07/28/2006		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM'S WOMEN OF COMEDY		77/021,183	10/13/2006		Pending
Alpha Media Group Inc.	U.S.A.	MAXIM'S WOMEN OF THE YEAR		77/002,851	09/19/2006		Pending

Grantor	Country	Trademark	Reg. No.	Applic. No.	Filing Date	Reg. Date	Status
Alpha Media Group Inc.	U.S.A.	MEN		76/341,506	11/26/2001		Abandoned May 14, 2008
Alpha Media Group Inc.	U.S.A.	BLENDER	1,957,138			02/20/1996	Registered
Alpha Media Group Inc.	U.S.A.	BLENDER	3,195,851			01/09/2007	Registered
Alpha Media Group Inc.	U.S.A.	BLENDER	3,106,578			06/20/2006	Registered
Alpha Media Group Inc.	U.S.A.	BLENDER	3,106,577			06/20/2006	Registered
Alpha Media Group Inc.	U.S.A.	BLENDER		78/495,784	10/06/2004		Abandoned Feb. 5, 2009
Alpha Media Group Inc.	U.S.A.	BLENDER THEATER	3,389,639	77/141,457	03/27/2007	02/26/2008	Registered
Alpha Media Group Inc.	U.S.A.	STUFF	2,191,323			09/22/1998	Registered
Alpha Media Group Inc.	U.S.A.	STUFF'S STARLETS	3,242,065			05/15/2007	Registered
Alpha Media Group Inc.	U.S.A.	STUFF VIP TRAVEL	3,263,008			07/10/2007	Registered
Alpha Media Group Inc.	U.S.A.	STUFF CASINO		78/927,315	07/12/2006		Abandoned May 23, 2008
Alpha Media Group Inc.	U.S.A.	STUFF HOTEL		78/873,312	05/01/2006		Abandoned April 11, 2008
Alpha Media Group Inc.	U.S.A.	STUFF LEGENDS		77/028,583	10/24/2006		Abandoned March 19, 2008
Alpha Media Group Inc.	U.S.A.	STUFF LEGENDS		78/927,313	07/12/2006		Abandoned Feb. 19, 2008
Alpha Media Group Inc.	U.S.A.	STUFF LODGE		77/167,078	04/27/2007		Abandoned Jan. 12, 2008
Alpha Media Group Inc.	U.S.A.	STUFF LODGE		77/167,077	4/27/2007		Abandoned Jan. 12, 2008
Alpha Media Group Inc.	U.S.A.	THE BEST THING TO HAPPEN TO MEN SINCE WOMEN	2,165,852			06/16/1998	Registered
Alpha Media Group Inc.	U.S.A.	DENNIS DIGITAL		78/759,007	11/22/2005		Pending
Alpha Media Group Inc.	U.S.A.	IT'S BAD-REALLY, REALLY BAD!		78/411,700	04/30/2004		Abandoned May 5, 2008
Alpha Media Group Inc.	U.S.A.	K-MAXX!		78/411,698	04/30/2004		Abandoned June 9, 2008
Dennis Publishing, Inc.	U.S.A.	CIRCUS MAXIMUS	2,270,012			08/10/1999	Registered
Dennis Publishing, Inc.	U.S.A.	FALLACY BASEBALL	2,847,369			06/01/2004	Registered
Dennis Publishing, Inc.	U.S.A.	HOMETOWN HOTTIES	2,786,595			11/25/2003	Registered
Dennis Publishing, Inc.	U.S.A.	MAN'S NATURAL HABITAT	3,016,356			11/15/2005	Registered
Dennis Publishing, Inc.	U.S.A.	THE ULTIMATE GUIDE TO MUSIC AND MORE	3,082,311			04/18/2006	Registered
Dennis Publishing, Inc.	U.S.A.	THE ULTIMATE MUSIC MAGAZINE	3,115,517			07/11/2006	Registered
Dennis Publishing, Inc.	U.S.A.	URBAN OPEN	2,738,091			07/15/2003	Registered

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Grantor	Country	Trademark	Reg. No.	Applic. No.	Filing Date	Reg. Date	Status
Dennis Publishing, Inc.	U.S.A.	HOMETOWN HOTTTES		78/316,122	10/20/2003		Pending
Dennis Publishing, Inc.	U.S.A.	HOT RIGHT NOW!		77/021,198	10/13/2006		Pending
Dennis Publishing, Inc.	U.S.A.	MILLION DOLLAR BABES		78/645,010	06/07/2005		Pending
Dennis Publishing, Inc.	U.S.A.	MILLION DOLLAR BABES		78/645,016	06/07/2005		Pending
Dennis Publishing, Inc.	U.S.A.	MILLION DOLLAR BABES		78/645,018	06/07/2005		Pending
Dennis Publishing, Inc.	U.S.A.	ROCK & ROLL BABYLON		78/644,992	06/07/2005		Abandoned May 19, 2008
Dennis Publishing, Inc.	U.S.A.	ROCK & ROLL BABYLON		78/644,999	06/07/2005		Abandoned Aug. 18, 2008
Dennis Publishing, Inc.	U.S.A.	SWAGGER		78/926,198	07/10/2006		Pending
Dennis Publishing, Inc.	U.S.A.	TOYS FOR BIGGER BOYS	3,296,653	77/063/949	12/14/2006	09/25/2007	Registered
Dennis Publishing, Inc.	U.S.A.	THE BATHROOM TAPES		78/619,510	4/28/2005		Abandoned May 2, 2008
Dennis Publishing, Inc.	U.S.A.	WHO'S HOT NOW		77/021,199	10/13/2006		Pending
Dennis Publishing, Inc.	U.S.A.	YOUR MUSIC BUDDY	3,301,564	77/107,870	04/11/2007	10/02/2007	Registered
Alpha Media Group Inc.	U.S.A.	INSPIRED INTERACTIVE	2,685,340			02/11/2003	Registered

RECORDED: 05/05/2009

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