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
Avail Media, Inc.		06/09/2009	CORPORATION: DELAWARE
TVN Entertainment Corporation		06/09/2009	CORPORATION: DELAWARE
Avail Media Holdings, Inc.		06/09/2009	CORPORATION: DELAWARE
Auroras Entertainment, Inc.		06/06/2009	CORPORATION: MONTANA
Broadstream Communications, Inc.		06/06/2009	CORPORATION: WASHINGTON
Avail on Demand, Inc.		06/06/2009	CORPORATION: DELAWARE
IBBOC, L.L.C.		06/06/2009	LIMITED LIABILITY COMPANY: MONTANA

RECEIVING PARTY DATA

Name:	Morgan Stanley Senior Funding, Inc.
Street Address:	1585 Broadway, Floor 02
Internal Address:	Attn: David Bersh
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	77141862	AVAIL MEDIA
Registration Number:	3377255	TVN
Registration Number:	2981505	KIDS UNLIMITED
Registration Number:	2813748	URBANXTRA
Registration Number:	3583972	TELECENTRAL
Serial Number:	77343632	TVUNLEASHED
Serial Number:	77544265	ADONISS

CH $240.00 77141862

Serial Number:	77691092	TVN ENTERTAINMENT
Serial Number:	77706783	PASSION ZONE

CORRESPONDENCE DATA

Fax Number: (202)408-3141

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

Phone: 800-927-9801 x2348

Email: jpaterso@cscinfo.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 2: Attn: Jean Paterson

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	032303 010
NAME OF SUBMITTER:	Jean Paterson
Signature:	/Jean Paterson/
Date:	06/10/2009

Total Attachments: 8

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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Avail Media, Inc.
TVN Entertainment Corporation

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State
☐ Other

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

2. Name and address of receiving party(ies)
Name: Morgan Stanley Senior Funding, Inc.
Internal Address: Attention: David Bersh
Street Address: 1585 Broadway, Floor 02
City: NY State: NY Zip: 10036
☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State Delaware
☐ Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ☐ Yes ☐ No

3. Nature of conveyance:
☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other
Execution Date: 06/09/09

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
77141862, see attached schedule 1
B. Trademark Registration No.(s)
3377255
Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Anna Cerda
Internal Address: Richards Kibbe & Orbe LLP
Street Address: One World Financial Center
City: New York State: NY Zip: 10281

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....$
☐ 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.

Anna Cerda — Name of Person Signing
Anna Cerda — Signature
06/09/09 — Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK COLLATERAL SECURITY AGREEMENT

THIS TRADEMARK COLLATERAL SECURITY AGREEMENT (this "**Agreement**"), is made by and between Avail Media Holdings, Inc., a Delaware corporation, Avail Media, Inc., a Delaware corporation, Avail on Demand, Inc., a Delaware corporation, Auroras Entertainment, Inc., a Montana corporation, Broadstream Communications, Inc., a Washington corporation, IBBOC, L.L.C., a Montana limited liability company, TVN Entertainment Corporation, a Delaware corporation (collectively, the "**Trademark Owner**"), and **Morgan Stanley Senior Funding, Inc.**, a Delaware corporation, as agent for itself and the Lenders referenced below (in such capacity, the "**Agent**").

WHEREAS, the Trademark Owner is the sole owner of the trademarks set forth on Schedule 1 hereof (collectively, the "**Trademarks**");

WHEREAS, the Trademark Owner, the Agent for the benefit of the lenders thereunder (the "**Lenders**") and the other parties thereto have entered into that certain Credit Agreement, dated as of June 9, 2009 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "**Credit Agreement**"; capitalized terms used but not defined herein shall have the meanings ascribed to them in the Credit Agreement or the Security Agreement, as applicable);

WHEREAS, the Trademark Owner, the other Grantors party thereto and the Agent have entered into that certain Security Agreement, dated as of June 9, 2009 (as amended, restated, supplemented or otherwise modified from time to time, the "**Security Agreement**");

WHEREAS, to secure the due and prompt payment and performance of the Secured Obligations, the Trademark Owner pledged, assigned, hypothecated and transferred, and granted to the Agent, for itself and for the benefit of the Secured Parties, a continuing security interest in all of the Trademark Owner's right, title and interest in certain collateral, including the Trademarks; and

WHEREAS, it is the purpose of this document to memorialize the aforementioned security interest in a form suitable for recordation in the United States Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trademark Owner hereby agrees with the Agent for the benefit of the Secured Parties as follows:

Section 1. Grant of Security Interest. The Trademark Owner, to secure the due and prompt payment and performance of its Secured Obligations, hereby pledges, assigns and grants to the Agent, for itself and for the benefit of the Secured Parties, a continuing valid Lien upon and security interest in the Trademark Owner's right, title and interest in and to the following (collectively, the "Trademark Collateral"):

(a) All of its Trademarks and all registrations and applications for registrations of the Trademarks, including the registrations and applications identified on Schedule 1;

(b) All the goodwill of the business symbolized by such Trademarks; and

(c) All of such Trademark Owner's right to sue and recover for infringement of the Trademarks.

Section 2. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Agent pursuant to the Security Agreement, and the Trademark Owner hereby acknowledges and affirms that the rights and remedies of the Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[*Remainder of page intentionally left blank*]

IN WITNESS WHEREOF, this Agreement has been duly executed, sealed and delivered by an authorized officer of the undersigned.

TRADEMARK OWNER:

AVAIL MEDIA, INC.

By: _____
Name: Ramu Potarazu
Title: President and CEO

AVAIL MEDIA HOLDINGS, INC.

By: _____
Name: Ramu Potarazu
Title: President and CEO

AVAIL ON DEMAND, INC.

By: _____
Name: Ramu Potarazu
Title: President and CEO

BROADSTREAM COMMUNICATIONS, INC.

By: _____
Name: Ramu Potarazu
Title: President and CEO

AURORAS ENTERTAINMENT, INC.

By: _____
Name: Ramu Potarazu
Title: President and CEO

IBBOC, L.L.C.

By: _____
Name: Ramu Potarazu
Title: President and CEO of Auroras Entertainment, Inc., Sole Manager

TVN ENTERTAINMENT CORPORATION

By: _____
Name: Ramu Potarazu
Title: President and CEO

AGENT:

MORGAN STANLEY SENIOR FUNDING, INC.

By: _____
Name: David Bersh
Title: Vice President

SCHEDULE 1

TO

TRADEMARK COLLATERAL SECURITY AGREEMENT

Trademarks and Trademark Applications

	APPLICATION/ REGISTRATION NO.	GOODS/SERVICES	CURRENT STATUS
Avail	Application No. 77141862	Class 9: computer software for use in the optimization and integration of television, satellite, broadband and wireless content delivery to network carriers Class 35: Business consulting services in the field of television, satellite, broadband and wireless content delivery to network carriers Class 38: Broadcasting services and provision of telecommunication access to television, broadband, and satellite	Filed 3/27/07 (intent-to-use) Notice of Allowance issued 6/24/08 First Request for Extension of Time filed 12/23/08 and granted Statement of Use or Second Request for Extension of Time due 6/24/09

Grantor	Trademarks	Filing Date	Status	Registration No.
TVN Entertainment Corporation	TVN		Registered	3377255
	Kids Unlimited		Registered	2981505
	Urbanxtra		Registered	2813748
	Telecentral		Registered	3583972
	TVUNLEASHED		Pending	Serial Nos.: 77343632
	ADONISS		Pending	77544265
	TVN Entertainment		Pending	77691092
	Passion Zone		Pending	77706783

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