

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Southpeak Interactive, L.L.C.		07/07/2010	LIMITED LIABILITY COMPANY: VIRGINIA

RECEIVING PARTY DATA

Name:	Rosenthal & Rosenthal Inc.
Street Address:	Attn: Alison O'Connell
Internal Address:	1370 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3509339	SOUTHPEAK GAMES
Registration Number:	3496580	SOUTHPEAK GAMES
Registration Number:	3485745	SOUTHPEAK GAMES
Registration Number:	3502382	SOUTHPEAK GAMES
Registration Number:	3502383	SOUTHPEAK GAMES
Registration Number:	3509340	SOUTHPEAK GAMES
Registration Number:	2390919	SOUTHPEAK INTERACTIVE
Registration Number:	2312135	SOUTHPEAK INTERACTIVE
Registration Number:	2390918	SOUTHPEAK INTERACTIVE

CORRESPONDENCE DATA

Fax Number: (800)494-7512
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

OP \$240.00 3509339

Phone: 800-494-5225
Email: jdougherty@nationalcorp.com
Correspondent Name: National Corporate Research
Address Line 1: Attn: Joseph Dougherty
Address Line 2: 1100 G St NW Suite 420
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F127832
NAME OF SUBMITTER:	Alison O'Connell
Signature:	/Alison O'Connell/
Date:	07/13/2010

Total Attachments: 3
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SECURITY INTEREST

WHEREAS, SOUTHPEAK INTERACTIVE, L.L.C., a limited liability company formed under the laws of Virginia located at 2900 Polo Parkway, Midlothian, VA 23113 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"), and

WHEREAS, The Company is obligated to Rosenthal & Rosenthal, Inc. (the "Factor") located at 1370 Broadway, New York, New York 10018, pursuant to a Factoring Agreement dated July 7, 2010, as amended (referred to as the "Factoring Agreement"); and

WHEREAS, the Company is seeking to increase its credit extension pursuant to the Factoring Agreement, and the Company is now granting to the Factor a security interest in the Marks, together with the good will of the business symbolized by the Marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Factor a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, which security interest shall secure all the Obligations as defined in the Factoring Agreement and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Factor with respect to the security interest granted hereby are more fully set forth in the Factoring Agreement.

Dated: July 7, 2010

SOUTHPEAK INTERACTIVE, L.L.C.


By: SOUTHPEAK INTERACTIVE CORPORATION, Sole Member/Manager

By: 
Name: Terry Phillips
Title: Chairman

STATE OF New York)
COUNTY OF New York)

ss.:

On the 7 day of July, 2010 before me, the undersigned, personally came sworn, Terry Phillips, that he is the Chairman of SOUTHPEAK INTERACTIVE CORPORATION described in and which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the corporation duly executed the instrument.


ALISON MARIE O'CONNELL
Notary Public, State of New York
No. 010C6223544
Qualified in Queens County
Commission Expires June 14, 2014

Notary Public

SCHEDULE A

	<u>Trademark</u>	<u>Date</u>	<u>Serial/Reg. No.</u>
	SOUTHPEAK GAMES	September 30, 2008	3,509,339
	SOUTHPEAK GAMES	September 02, 2008	3,496,580
	SOUTHPEAK GAMES	August 12, 2008	3,485,745
	SOUTHPEAK GAMES & DESIGN	September 16, 2008	3,502,382
	SOUTHPEAK GAMES & DESIGN	September 16, 2008	3,502,383
	SOUTHPEAK GAMES & DESIGN	September 30, 2008	3,509,340
	SOUTHPEAK INTERACTIVE	October 03, 2000	2,390,919
	SOUTHPEAK INTERACTIVE & DESIGN	January 25, 2000	2,312,135
	SOUTHPEAK INTERACTIVE & DESIGN	October 03, 2000	2,390,918