

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
TouchTunes Media Corporation		02/17/2012	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	2001 Clayton Road, 2nd Floor
Internal Address:	Mail Code CA4-702-02-25
City:	Concord
State/Country:	CALIFORNIA
Postal Code:	94520
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3688020	BARFLY
Registration Number:	3150565	BARFLY
Registration Number:	3150566	BARFLY
Registration Number:	3479741	BARFLY INTERACTIVE NETWORKS
Registration Number:	3933995	BARFLYTV
Registration Number:	3532184	

CORRESPONDENCE DATA

Fax Number: (617)574-7658
 Phone: 617-574-3518
 Email: smordas@goulstonstorrs.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Stacey Mordas
 Address Line 1: 400 Atlantic Avenue
 Address Line 4: Boston, MASSACHUSETTS 02110

OP \$165.00 3688020

TRADEMARK

NAME OF SUBMITTER:	Stacey Mordas
Signature:	/s/Stacey A. Mordas
Date:	02/17/2012
Total Attachments: 5 source=touchtunes media corporation#page1.tif source=touchtunes media corporation#page2.tif source=touchtunes media corporation#page3.tif source=touchtunes media corporation#page4.tif source=touchtunes media corporation#page5.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

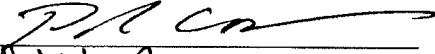
Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of February 17, 2012 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as administrative agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

TOUCHTUNES MEDIA CORPORATION

By: 
Name: Patrick Barry
Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

Very truly yours,

TOUCHTUNES MEDIA CORPORATION

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: Roberto Salazar
Title: Vice President

Schedule 1

See attached.

TOUCHTUNES MEDIA CORPORATION

ACTIVE U.S. TRADEMARK LIST (ALPHABETICAL BY MARK)

<u>Docket No.</u>	<u>Mark Name</u>	<u>Classes</u>	<u>Filing No./ Filing Date</u>	<u>Reg. No./ Reg. Date</u>	<u>Status</u>	<u>Renewal Date</u>
2302-105	BARFLY	35	77/335,563 21 Nov 2007	3,688,020 29 Sep 2009	Registered	29 Sept 2019
2302-157	BARFLY	41	78/562015 2 Jul 2005	3,150,565 3 Oct 2006	Registered	3 Oct 2016
2302-156	BARFLY & Design	41	78/562110 2 Jul 2005	3,150,566 3 Oct 2006	Registered	3 Oct 2016
2302-104	BARFLY INTERACTIVE NETWORKS	35	77/335,565 21 Nov 2007	3,479,741 5 Aug 2008	Registered	5 Aug 2018
2302-128	BARFLY TV & Design	35	85/024106 27 Apr 2010	3,933,995 22 Mar 2011	Registered	22 Mar 2021
2302-103	MISCELLANEOUS (Design of Fly)	35	77/335,569 21 Nov 2007	3,532,184 11 Nov 2008	Registered	11 Nov 2018