TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Change of Administrative Agent

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bear Stearns Corporate Lending Inc.		09/10/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A.
Street Address:	1111 Fannin Street, Floor 10
City:	Houston
State/Country:	TEXAS
Postal Code:	77002
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	2196850	LODGENET
Registration Number:	2306099	LODGENET
Registration Number:	3099790	SIGNETURE HDTV
Registration Number:	3141942	ENTERTAINMENT2GO
Registration Number:	3550694	LODGENET RX
Registration Number:	3709084	LAUNCHPAD
Registration Number:	2957984	SIGNETURE PC
Registration Number:	2245482	ON COMMAND
Registration Number:	2085475	ON COMMAND VIDEO
Registration Number:	1597838	ON COMMAND VIDEO
Registration Number:	2971061	SPEEDBROWSE
Registration Number:	2692462	INSTANT MEDIA NETWORK
Registration Number:	1277396	SPECTRAVISION
Serial Number:	77063360	EASY HD

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Serial Number:	76628266	POWERPLAY
Registration Number:	2942948	POWERSTATION
Registration Number:	2297881	
Registration Number:	2294348	
Registration Number:	2299736	
Registration Number:	2476200	ONLINE BY LODGENET
Registration Number:	2681619	MY STAY. MY WAY.
Registration Number:	2936834	SIGNETURE TV
Registration Number:	2665968	STAYONLINE
Registration Number:	2343942	@HOTEL
Registration Number:	2786625	MINIMATE
Registration Number:	2930512	MINIMATE
Registration Number:	2854238	MUSIC ONCOMMAND
Registration Number:	2147019	OCV
Registration Number:	2349986	OCX
Registration Number:	2488539	OCX
Registration Number:	2795666	ROOMMATE
Registration Number:	2525750	SCREEN GENIE
Registration Number:	2715325	TURN ON SOMETHING GOOD

CORRESPONDENCE DATA

Fax Number: 2124552502

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

Phone: (212) 455-3605

Email: ksolomon@stblaw.com

Correspondent Name: Genevieve Dorment, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1543
NAME OF SUBMITTER:	Genevieve Dorment
Signature:	/gd/
Date:	09/21/2012

Total Attachments: 3

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NOTICE OF CHANGE OF ADMINISTRATIVE AGENT

WHEREAS, LodgeNet Interactive Corporation (formerly LodgeNet Entertainment Corporation), a Delaware corporation ("LodgeNet") or its subsidiaries (together with LodgeNet, the "Grantors"), owns all right, title and interest in and to the trademarks and trademark applications listed in Schedule A hereto (the "Trademarks");

WHEREAS, pursuant to the Credit Agreement dated as of April 4, 2007, (as amended by the First Amendment, dated as of March 17, 2011 (the "Amendment"), and as further amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among LodgeNet, the several lenders from time to time parties thereto (the "Lenders"), the Syndication Agent and Documentation Agent party thereto and JPMorgan Chase Bank, N.A. (as the successor agent to Bear Stearns Corporate Lending Inc.) as Administrative Agent for the Lenders (together with successors and assigns in such capacity, the "Administrative Agent"), the Secured Parties severally agreed to extend credit to the LodgeNet upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Grantors executed and delivered a Guarantee and Collateral Agreement, dated as of April 4, 2007, in favor of the Administrative Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Collateral Agreement");

WHEREAS, pursuant to the Collateral Agreement, the Grantors pledged and granted to the Administrative Agent a security interest in all Intellectual Property, including the Trademarks, on terms and conditions set out in the Collateral Agreement;

WHEREAS, the security interest in the Trademarks granted to the Administrative Agent was recorded by means of the Trademark Security Agreement with the Trademark Division of the United States Patent and Trademark Office at Reel 3514 Frame 0647 on April 4, 2007;

WHEREAS, the Administrative Agent wishes to update the U.S. Patent and Trademark Office records to accurately reflect that it is the current Administrative Agent for the above Collateral Agreement, which includes the security interest granted by the Grantors in the trademarks and trademark applications listed on Schedule A hereto;

NOW, THEREFORE, the Administrative Agent hereby states and confirms as follows:

1. Bear Stearns Corporate Lending Inc. has ceased to be the Administrative Agent for the Lenders under the Credit Agreement, the Collateral Agreement and the other Loan Documents;

2. JPMorgan Chase Bank, N.A. is now the Collateral Agent for the Lenders under the Credit Agreement, the Collateral Agreement and other Loan Documents; and

3. JPMorgan Chase Bank, N.A., is the authorized representative of Bear Stearns Corporate Lending Inc.

All other terms and conditions are more fully set out in the Credit Agreement and the Amendment, which are hereby incorporated by reference. Unless otherwise defined herein or the context otherwise requires, the terms used in this agreement shall have the meanings provided or provided by reference in the Credit Agreement, the Amendment, the Collateral Agreement or other Loan Documents.

IN WITNESS WHEREOF, the Administrative Agent has caused this agreement to be duly executed and delivered by its officer thereunto duly authorized as of September 10, 2012.

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

By: _____
Name: Douglas A. Kravitz
Title: Vice President

AGREED:

BEAR STEARNS CORPORATE LENDING INC.
By JPMorgan Chase Bank, N.A., its authorized representative

By: _____
Name: Douglas A. Kravitz
Title: Vice President

TRADEMARK
REEL: 004865 FRAME: 0594

SCHEDULE A

U.S. Trademarks and Trademark Applications

Title	App. No./ Reg. No.
LODGENET	2,196,850
LODGENET	2,306,099
SIGNETURE HDTV	3,099,790
ENTERTAINMENT2GO AND DESIGN	3,141,942
LODGENET RX	3,550,694
LAUNCHPAD	3,709,084
SIGNETURE PC	2,957,984
ON COMMAND	2,245,482
ON COMMAND VIDEO	2,085,475
ON COMMAND VIDEO	1,597,838
SPEEDBROWSE	2,971,061
INSTANT MEDIA NETWORK	2,692,462
SPECTRAVISION	1,277,396
EASY HD	77/063,360
POWERPLAY	76/628,266
POWERSTATION	2,942,948
DESIGN ONLY	2,297,881
DESIGN ONLY	2,294,348
DESIGN ONLY	2,299,736
ONLINE BY LODGENET	2,476,200
MY STAY. MY WAY.	2,681,619
SIGNETURE TV	2,936,834
STAYONLINE	2,665,968
@HOTEL AND DESIGN	2,343,942
MINIMATE	2,786,625
MINIMATE	2,930,512
MUSIC ONCOMMAND	2,854,238
OCV	2,147,019
OCX	2,349,986
OCX	2,488,539
ROOMMATE	2,795,666
SCREEN GENIE	2,525,750
TURN ON SOMETHING GOOD	2,715,325