

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 Music Corporation		05/23/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
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: 1			
Property Type	Number	Word Mark	
Serial Number:	85910864	TOUCHTUNES	
CORRESPONDENCE DATA			
Fax Number:	6175747658		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	617-574-3518		
Email:	smordas@goulstonstorr.com		
Correspondent Name:	Stacey Mordas		
Address Line 1:	400 Atlantic Avenue		
Address Line 4:	Boston, MASSACHUSETTS 02110-3333		
NAME OF SUBMITTER:	Stacey Mordas		
Signature:	/s/ Stacey A. Mordas		
Date:	05/23/2013		

OP \$40.00 85910864

Total Attachments: 4

source=Executed Trademark Security Agreement#page1.tif

source=Executed Trademark Security Agreement#page2.tif

source=Executed Trademark Security Agreement#page3.tif

source=Executed Trademark Security Agreement#page4.tif

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

May 23, 2013


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 MUSIC CORPORATION

By: 
Name: Patrick Barry
Title: CFO

Acknowledged and Accepted:

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

By: _____
Name: _____
Title: _____

Very truly yours,

TOUCHTUNES MUSIC CORPORATION

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

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

By: *Laura Call*

Name: Laura Call

Title: Assistant Vice President

Schedule 1

Owner	Mark	Filing No.	Filing Date
TouchTunes Music Corporation	TOUCHTUNES	85/910864	4/22/2013