

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
INTERACTIVE NETWORK, INC.		06/19/2013	CORPORATION: NEVADA
FRIENDFINDER NETWORKS INC.		06/19/2013	CORPORATION: NEVADA
GENERAL MEDIA ART HOLDING, INC.		06/19/2013	CORPORATION:
GENERAL MEDIA COMMUNICATIONS, INC.		06/19/2013	CORPORATION:
GENERAL MEDIA ENTERTAINMENT, INC.		06/19/2013	CORPORATION:
GMCI INTERNET OPERATIONS, INC.		06/19/2013	CORPORATION:
GMI ON-LINE VENTURES, LTD.		06/19/2013	CORPORATION:
PENTHOUSE IMAGES ACQUISITIONS, LTD.		06/19/2013	COMPANY:
WEST COAST FACILITIES INC.		06/19/2013	CORPORATION:
PMGI HOLDINGS INC.		06/19/2013	CORPORATION:
PURE ENTERTAINMENT TELECOMMUNICATIONS, INC.		06/19/2013	CORPORATION:
PENTHOUSE DIGITAL MEDIA PRODUCTIONS INC.		06/19/2013	CORPORATION:
VIDEO BLISS, INC.		06/19/2013	CORPORATION:
DANNI ASHE, INC.		06/19/2013	CORPORATION:
SNAPSHOT PRODUCTIONS, LLC		06/19/2013	LIMITED LIABILITY COMPANY:
VARIOUS, INC.		06/19/2013	CORPORATION:
GLOBAL ALPHABET, INC.		06/19/2013	CORPORATION:
SHARK.FISH, INC.		06/19/2013	CORPORATION:
TRAFFIC CAT, INC.		06/19/2013	CORPORATION:
BIG ISLAND TECHNOLOGY GROUP, INC.		06/19/2013	CORPORATION:
FASTCUPID, INC.		06/19/2013	CORPORATION:
MEDLEY.COM INCORPORATED		06/19/2013	CORPORATION:
PPM TECHNOLOGY GROUP,		06/19/2013	CORPORATION:

CH \$40.00 85979239

INC.			
FRIENDFINDER CALIFORNIA INC.		06/19/2013	CORPORATION:
STREAMRAY INC.		06/19/2013	CORPORATION:
CONFIRM ID, INC.		06/19/2013	CORPORATION:
FRNK TECHNOLOGY GROUP		06/19/2013	COMPANY:
TRANSBLOOM, INC.		06/19/2013	CORPORATION:
STREAMRAY STUDIOS INC.		06/19/2013	CORPORATION:
TAN DOOR MEDIA INC.		06/19/2013	CORPORATION:
FIERCE WOMBAT GAMES (f/k/a BIG EGO GAMES INC.)		06/19/2013	CORPORATION:
NAFT NEWS CORPORATION		06/19/2013	CORPORATION:
PLAYTIME GAMING INC.		06/19/2013	CORPORATION:
ARGUS PAYMENTS INC.		06/19/2013	CORPORATION:
BLUE HEN GROUP INC.		06/19/2013	CORPORATION:
FRIENDFINDER VENTURES INC.		06/19/2013	CORPORATION:
XVHUB GROUP INC. (f/k/a GIANT SWALLOWTAIL INC.)		06/19/2013	CORPORATION:
PERFECTMATCH INC. (f/k/a GOLDENROD SPEAR INC.)		06/19/2013	CORPORATION:
MAGNOLIA BLOSSOM INC.		06/19/2013	CORPORATION:

RECEIVING PARTY DATA

Name:	U.S. BANK NATIONAL ASSOCIATION
Street Address:	255 ASYLUM STREET, 23RD FLOOR
Internal Address:	CORPORATION TRUST SERVICES
City:	HARTFORD
State/Country:	CONNECTICUT
Postal Code:	06103
Entity Type:	ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	85979239	JILL KELLY PRODUCTIONS

CORRESPONDENCE DATA

Fax Number: 2138924753
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 213-892-4000
 Email: lrizzo@milbank.com

TRADEMARK
REEL: 005061 FRAME: 0221

Correspondent Name: Milbank, Tweed, Hadley & McCloy
Address Line 1: 601 S. Figueroa Street, 30th Floor
Address Line 4: Los Angeles, CALIFORNIA 90017

ATTORNEY DOCKET NUMBER: 39479.00100

NAME OF SUBMITTER: Chris L. Holm

Signature: /Chris L. Holm/

Date: 07/01/2013

Total Attachments: 5

source=TRADEMARK SECURITY AGREEMENT (FFN INI and subsidiaries) Q2 2013 (1)#page1.tif

source=TRADEMARK SECURITY AGREEMENT (FFN INI and subsidiaries) Q2 2013 (1)#page2.tif

source=TRADEMARK SECURITY AGREEMENT (FFN INI and subsidiaries) Q2 2013 (1)#page3.tif

source=TRADEMARK SECURITY AGREEMENT (FFN INI and subsidiaries) Q2 2013 (1)#page4.tif

source=TRADEMARK SECURITY AGREEMENT (FFN INI and subsidiaries) Q2 2013 (1)#page5.tif

TRADEMARK SECURITY AGREEMENT

This **TRADEMARK SECURITY AGREEMENT** (as it may be amended, supplemented or otherwise modified from time to time, this "Agreement") is dated as of June 19, 2013 and is made by Interactive Network, Inc., a Nevada corporation ("INI"), FriendFinder Networks Inc., a Nevada corporation ("FFN," and together with INI, the "Issuers"), and each direct and indirect subsidiary of FFN (other than INI) listed on the signature pages hereto (together with any other direct or indirect subsidiary of FFN that hereafter becomes a party to this Agreement, collectively, the "Subsidiary Grantors"; the Subsidiary Grantors together with the Issuers and any other Person agreeing to be bound hereby as a "Grantor" are collectively referred to herein as the "Grantors") in favor of U.S. Bank National Association, having an address at Corporate Trust Services, 225 Asylum Street, 23rd Floor, Hartford, CT 06103 in its capacity as collateral agent (in such capacity, together with its successors in such capacity, the "Collateral Agent") for the benefit of the Collateral Agent, the Trustee (as defined below) and the Holders (as defined in the Indenture referred to below).

WHEREAS, pursuant to that certain Indenture (as such Indenture may be amended, supplemented or otherwise modified from time to time, the "Indenture") dated as of October 27, 2010, by and among the Issuers, the Guarantors party thereto and U.S. Bank National Association, as trustee (in such capacity, together with its successors in such capacity, the "Trustee"), the Holders have agreed to purchase the Issuers' 14% Senior Secured Notes due 2013 in the initial aggregate principal amount of \$305,000,000 (the "Securities");

WHEREAS, pursuant to the Indenture, each of the Subsidiary Grantors has guaranteed the obligations of the Issuers in respect of the Indenture, the Securities and the other Note Documents;

WHEREAS, pursuant to the Indenture each Grantor has granted to the Collateral Agent, for the Collateral Agent's benefit and for the benefit of the Trustee and the Holders, a security interest in certain assets of such Grantor, including all right, title and interest of such Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security and Pledge Agreement dated as of October 27, 2010, by and between the Issuers, the Subsidiary Grantors and the Collateral Agent (the "Security and Pledge Agreement") and Trademark Licenses (as defined in the Security and Pledge Agreement), to secure such Grantor's obligations under the Indenture and, in the case of the Issuers, the Securities; and

WHEREAS, each Grantor owns the Trademarks listed beneath such Grantor's name on Schedule I annexed hereto;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby grant to the Collateral Agent, for the Collateral Agent's benefit and for the benefit of the Trustee and for the ratable benefit of the Holders, a continuing security interest in all of such Grantor's right, title and interest in, to and under the following, in each case whether presently existing or hereafter created or acquired (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), to secure the Obligations of such Grantor each Trademark referred to in the Schedule I annexed.

This security interest is granted in conjunction with the security interests granted to the Collateral Agent pursuant and subject to the Indenture. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Indenture, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature Page(s) Follow]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be duly executed and delivered by their respective undersigned duly authorized officer as of the date first written above.

ISSUERS:

INTERACTIVE NETWORK, INC., a Nevada corporation

By: 
Name: Ezra Shashoua
Title: Chief Financial Officer

FRIENDFINDER NETWORKS INC., a Nevada corporation

By: 
Name: Ezra Shashoua
Title: Chief Financial Officer

SUBSIDIARY GRANTORS:

GENERAL MEDIA ART HOLDING, INC.
GENERAL MEDIA COMMUNICATIONS, INC.
GENERAL MEDIA ENTERTAINMENT, INC.
GMCI INTERNET OPERATIONS, INC.
GMI ON-LINE VENTURES, LTD.
PENTHOUSE IMAGES ACQUISITIONS, LTD.
WEST COAST FACILITIES INC.
PMGI HOLDINGS INC.
PURE ENTERTAINMENT TELECOMMUNICATIONS, INC.
PENTHOUSE DIGITAL MEDIA PRODUCTIONS INC.
VIDEO BLISS, INC.
DANNI ASHE, INC.
SNAPSHOT PRODUCTIONS, LLC
VARIOUS, INC.
GLOBAL ALPHABET, INC.
SHARKFISH, INC.
TRAFFIC CAT, INC.
BIG ISLAND TECHNOLOGY GROUP, INC.
FASTCUPID, INC.
MEDLEY.COM INCORPORATED
PPM TECHNOLOGY GROUP, INC.
FRIENDFINDER CALIFORNIA INC.
STREAMRAY INC.

CONFIRM ID, INC.
FRNK TECHNOLOGY GROUP
TRANSBLOOM, INC.
STREAMRAY STUDIOS INC.
TAN DOOR MEDIA INC.
FIERCE WOMBAT GAMES (f/k/a BIG EGO GAMES INC.)
NAFT NEWS CORPORATION
PLAYTIME GAMING INC.
ARGUS PAYMENTS INC.
BLUE HEN GROUP INC.
FRIENDFINDER VENTURES INC.
XVHUB GROUP INC. (f/k/a GIANT SWALLOWTAIL INC.)
PERFECTMATCH INC. (f/k/a GOLDENROD SPEAR INC.)
MAGNOLIA BLOSSOM INC.

By: 
Name: Ezra Shashoua
Title: Chief Financial Officer

Schedule I

FriendFinder Networks Inc.
Interactive Network, Inc.

U.S. Trademark Registrations and Applications Updated Since March 22, 2013

As of June 19, 2013

Claimant: Penthouse Digital Media Productions Inc.

MARK

SERIAL NO.

REG. NO.

JILL KELLY PRODUCTIONS

85/979239

Pending