

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

06/28/2013
 900259422

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	COMPANY:
PENTHOUSES 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.	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:

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PPM TECHNOLOGY GROUP, INC.		06/19/2013	CORPORATION:
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	COMPANY:
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.)	PERFECTMATCH 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: 16

Property Type	Number	Word Mark
Serial Number:	85859216	PENTHOUSE
Serial Number:	85847201	PENTHOUSE
Serial Number:	85820066	THE INTERNATIONAL MEN'S MAGAZINE
Serial Number:	85815464	
Serial Number:	85978517	PENTHOUSE
Serial Number:	85978433	PENTHOUSE

Serial Number:	85978536	
Serial Number:	85978463	
Serial Number:	85978464	
Serial Number:	85978559	PENTHOUSE
Serial Number:	85978532	PENTHOUSE
Serial Number:	85976195	PENTHOUSE 3D
Serial Number:	77983118	PENTHOUSE
Serial Number:	85977778	PENTHOUSE
Serial Number:	77983029	FRIENDFINDER NETWORKS
Registration Number:	4029545	FRIENDFINDER NETWORKS

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: 2138924000
Email: lrizzo@milbank.com
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:	06/28/2013

Total Attachments: 6

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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 March 21, 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]

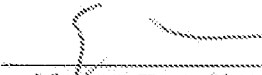
IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be duly executed and delivered by their respective undersigned duly authorized officer as of the date first written above.

ISSUERS:

INTERACTIVE NETWORK, INC., a Nevada corporation

By: 
Name: Ezra Shashoua
Title: Chief Financial Officer

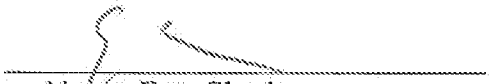
FRIENDFINDER NETWORKS INC., a Nevada corporation

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.
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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 December 20, 2012

As of March 21, 2013

Claimant: General Media Communications, Inc.

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>
PENTHOUSE	85/859216	Pending
PENTHOUSE	85/847201	Pending
THE INTERNATIONAL MEN'S MAGAZINE	85/820066	Pending
One Key Logo	85/815464	Pending
PENTHOUSE	85/978517	Pending
PENTHOUSE	85/978433	Pending
One Key Logo	85/978536	Pending
One Key Logo	85/978463	Pending
One Key Logo	85/978464	Pending
PENTHOUSE	85/978559	Pending
PENTHOUSE	85/978532	Pending
PENTHOUSE 3D	85/976195	4,255,423
PENTHOUSE	77/983118	4,154,587
PENTHOUSE	85/977778	4,259,336

Claimant: Various, Inc.

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>
FRIENDFINDER NETWORKS	77/382383	4,029,545
FRIENDFINDER NETWORKS	77/983029	4,150,655