

219107

02-05-2007

FORM PTO-1595 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)



COVER SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Y

Tab settings

To the Honorable Commissioner

103369670

the attached original documents or copy thereof.

1. Name of conveying party(ies):

TouchTunes Music Corporation

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: National Bank of Canada

Internal Address:

Street Address: 600 de la Gauchetiere Street West Ground Floor

City: Montreal State: Canada ZIP: H3B 4L2

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 29, 2007

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

See Schedule A attached

B. Patent No.(s)

See Schedule A attached

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Judy Radoccia

Internal Address: Edwards Angell Palmer & Dodge LLP

Street Address: 111 Huntington Avenue

City: Boston State: MA ZIP: 02199

6. Total number of applications and patents involved:

15

7. Total fee (37 CFR 3.41).....\$ 600.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Judy Radoccia

Name of Person Signing

Signature

February 1, 2007

Date

Total number of pages including cover sheet, attachments, and document:

111

Mall documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20221

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SCHEDULE A

TO

SECURITY AGREEMENT (PATENTS)

Inventions	Patent Application Serial N°	Filing Date	Country	Publication Date	Publication N°	Deliverance N°	Procedure Status
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Inventions	Patent Application Serial N°	Filing Date	Country	Publication Date	Publication N°	Deliverance N°	Procedure Status
Continuation-in-part Application	10/244,031	09/16/02	U.S.A.				Examination
Continuation-in-part Application	09/642,928	08/22/00	U.S.A.				Examination
Audiovisual Distribution System for Playing an Audiovisual piece among a plurality of audiovisual devices connected to a central server through a network	10/195,476	07/16/02	U.S.A.		20060293773	7,124,194	Granted on 10/17/06
Continuation-in-part Application	11/493,574	27/07/06	U.S.A.				Publication 12/23/06
Audiovisual Reproduction System	09/621,677	07/24/00	U.S.A.				Examination
Audiovisual Reproduction System	09/621,675	07/24/00	U.S.A.				Examination
Audiovisual Reproduction System	09/621,674	07/24/00	U.S.A.				Examination
Process for Adjusting the Sound Volume of a Digital Sound Recording	09/583,864	06/01/00	U.S.A.		20060265513	7,107,109	Granted on 12/09/06
Remote Management System For At Least One Audiovisual Information Reproduction Device	09/584,797	06/01/00	U.S.A.				Examination Office Action not yet received
File Reception Process at the time of a Down loading	09/583,863	06/01/00	U.S.A.				Examination
Entertainment Process Based on Competition Games with Multiple Choices	09/688,698	10/17/00	U.S.A.				Examination
Continuation-in-part Application	11/267,303	07/11/05	U.S.A.				Filed

Inventions	Patent Application Serial N°	Filing Date	Country	Publication Date	Publication N°	Deliverance N°	Procedure Status
Digital Downloading Jukebox System with Central and Local Music Servers	10/661,811	09/15/03	U.S.A.				Examination
Process for Adjusting the Sound Volume of a Digital Sound Recording	11/513,018	08/31/06	U.S.A.				
Process for Adjusting the Sound Volume of a Digital Sound Recording	11/495,620	07/31/06	U.S.A.				

SECURITY AGREEMENT (PATENTS)

WHEREAS, TOUCHTUNES MUSIC CORPORATION, a Delaware corporation, with a registered office at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801 in the County of New Castle, State of Delaware, United States of America, and a principal place of business at 3 Place du Commerce, 4th Floor, Ile-des-Soeurs, in the City of Montreal, Province of Quebec, Canada (H3E 1H7) (the "Company") and NATIONAL BANK OF CANADA, with a place of business at 600 de la Gauchetiere Street West, Ground Floor, Montreal, Canada H3B 4L2 (the "Bank") have entered into a Movable Hypothec dated as of January 29, 2007 and a Third Amended and Restated Security Agreement dated as of January 29, 2007 (collectively, the "Security Agreements"); and

WHEREAS, the Company is the owner of the registered United States Patents ("U.S. Patents") and United States Patent Applications ("U.S. Applications") listed on Schedule A hereto; and

WHEREAS, among the security interests granted by the Company to the Bank pursuant to the Security Agreements is a security interest in the U.S. Patents and U.S. Applications listed on Schedule A hereto and in any registered patents which may hereafter issue in respect of such U.S. Applications; and

WHEREAS, the parties to the Security Agreements contemplate and intend that, if an Event of Default (as defined therein) shall occur and be continuing, the Bank shall have all rights of a foreclosing secured party in and to the U.S. Patents and U.S. Applications and any registered patents which may hereafter issue in respect of such U.S. Applications and any proceeds thereof, including, without limitation, the right, following such foreclosure, to transfer to a purchaser all of the Company's right, title and interest in and to the U.S. Patents and U.S. Applications and any registered patents which may hereafter issue in respect of such U.S. Applications;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties (i) reconfirm the terms of the Security Agreements, each as if set forth fully herein, (ii) reconfirm the terms of any Security Agreement (Patents) by and between the Company and the Bank recorded prior to the date hereof by the Commissioner of Patents and Trademarks with respect to the Company's registered United States Patents and United States Patent Applications, and (iii) acknowledge that the Bank has a security interest in the U.S. Patents and U.S. Applications listed on Schedule A hereto and in any registered patents which may hereafter issue in respect of such U.S. Applications; as security for the Obligations (as defined in the Security Agreements) the Company hereby collaterally assigns to the Bank, and grants a security interest to the Bank in and to, all of the Company's right, title and interest in and to said U.S. Patents and U.S. Applications and any registered patents which may hereafter issue in respect of such U.S. Applications; the Company agrees that it will not sell or assign any of the U.S. Patents, any of the U.S. Applications or any registered patents which may hereafter issue in respect of such U.S. Applications without the prior written consent of the Bank; and the

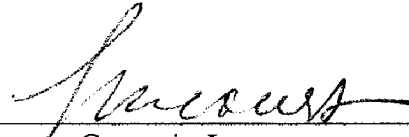
Company and the Bank request that the Commissioner of Patents and Trademarks record this document with respect to the U.S. Patents and U.S. Applications.

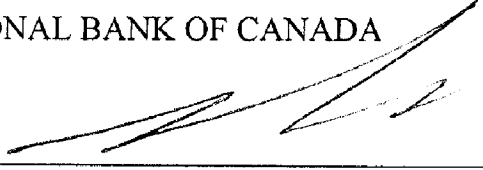
The Company hereby appoints the Bank as the Company's attorney-in-fact (with full power of substitution and resubstitution) with the power and authority, after the occurrence of any Event of Default (as defined in the Security Agreements), to execute and deliver, in the name and on behalf of the Company, and to cause the recording of all such further assignments and other instruments as the Bank may reasonably deem necessary or desirable in order to carry out the intent of the Security Agreements and this Security Agreement (Patents). The Company agrees that all third parties may conclusively rely on any such further assignment or other instrument, so executed, delivered and recorded by the Bank (or the Bank's designee in accordance with the terms hereof) and on the statements made therein.

*****The next page is the signature page*****

IN WITNESS WHEREOF, the Company has duly executed and delivered this Security Agreement (Patents) as of January 29, 2007.

TOUCHTUNES MUSIC CORPORATION

By: 
Name: Germain Lecours
Title: Authorized Signatory


NATIONAL BANK OF CANADA
By: 

Name: Eric St-Louis
Title: Manager, Commercial Banking Technology

STATE OF Province of Quebec) ss.
COUNTY OF _____)

Then personally appeared before me the above-named Germain Lecours, the Authorized Signatory of TouchTunes Music Corporation, and stated that he/she executed the foregoing instrument under the authority of said corporation's Board of Directors and acknowledged the foregoing instrument to be the free act and deed of said corporation.

WITNESS my hand and seal this 29 day of January, 2007.


Notary Public
My commission expires:

SCHEDULE A

TO

SECURITY AGREEMENT (PATENTS)

Inventions	Patent Application Serial N°	Filing Date	Country	Publication Date	Publication N°	Deliverance N°	Procedure Status
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PATENT

REEL: 018866 FRAME: 0493

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