

PATENT 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	Execution Date
Bear Stearns Corporate Lending Inc.	09/05/2012
RECEIVING PARTY DATA	
Name:	JPMorgan Chase Bank, N.A.
Street Address:	1111 Fannin Street, Floor 10
City:	Houston
State/Country:	TEXAS
Postal Code:	77002
PROPERTY NUMBERS Total: 35	
Property Type	Number
Patent Number:	5455619
Patent Number:	5506572
Patent Number:	5641319
Patent Number:	5675828
Patent Number:	5905942
Patent Number:	5907715
Patent Number:	6240533
Patent Number:	6343315
Patent Number:	7272844
Patent Number:	7930721
Patent Number:	7984114
Application Number:	11709581
Patent Number:	7895630
Patent Number:	7000243
Patent Number:	7444663

Patent Number:	RE34611
Patent Number:	5521631
Patent Number:	5818512
Patent Number:	5625864
Patent Number:	6256554
Patent Number:	6438450
Patent Number:	6650963
Patent Number:	6876901
Patent Number:	8014717
Patent Number:	6377990
Application Number:	09597376
Application Number:	10885328
Application Number:	10946752
Application Number:	10444694
Application Number:	10625412
Application Number:	10847784
Patent Number:	5729279
Patent Number:	5767894
Patent Number:	5072333
Application Number:	09223237

CORRESPONDENCE DATA

Fax Number: 2124552502

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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Correspondent Name: Genevieve Dorment, Esq.

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Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1543
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NAME OF SUBMITTER:	Genevieve Dorment
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Total Attachments: 4

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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 patents and patent applications listed in Schedule A hereto (the "Patents");

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 Patents, on terms and conditions set out in the Collateral Agreement;

WHEREAS, the security interest in the Patents granted to the Administrative Agent was recorded by means of the Patent Security Agreement with the Patent Division of the United States Patent and Trademark Office at Reel 19111 Frame 0157 on April 7, 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 patents and patent 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 5, 2012.

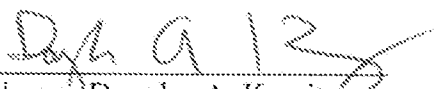
JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

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

SCHEDULE A

U.S. Patents and Patent Applications

Title	Reg. No.
Video distribution system addressing device for identifying remote locations	5455619
Low battery detection system	5506572
Entertainment system for providing interactive video game responses to the game interrogations to the video game engines without being processed by the host computer	5641319
Entertainment system and method for controlling connections between terminals and game generators and providing video game responses to game controls through a distributed system	5675828
Multiple dwelling unit interactive audio/video distribution system	5905942
Entertainment system for collecting user inputs by periodically interleaving game collection interrogations into series of system interrogations during interruption of system interrogations	5907715
Method and apparatus for providing uninterrupted communication over a network link	6240533
Entertainment/Information system having disparate interactive devices	6343315
Lodging entertainment system with guest-selected time shifting	7272844
Method and system for offering interactive controls in a lodging entertainment system	7930721
Direct access to content and services available on an entertainment system	7984114
Connection interface for personal electronic devices with a television	11/709,581
System and method for content delivery to lodging entertainment systems	7895630
Allocating computer resources within a video distribution system	7000243
Menuing system for controlling content delivery within a video distribution system	7444663
Video selection and distribution system	RE34,611
Interactive digital video services system with store and forward capabilities	5521631
Video distribution system	5818512
Interactive digital video services system with store and forward capabilities	5625864
Multi-room entertainment system with in-room media	6256554

Title	Reg. No.
player/dispenser	
Multi-room entertainment system with in-room media player	6438450
Multi-room entertainment system with in-room media player	6650963
Electronic media distribution system with media purchase interface	6876901
Media content distribution system and method	8014717
System for providing internet access from locations different from those for which the user's software was configured	6377990
Hotel video check out with account statement delivery	09597376
Lodging entertainment system with payment options for guest-selected time shifting	10885328
Hotel video check out with email account statement	10946752
Item selection systems and methods of displaying same	10444694
Techniques conducting a survey using an item selection system	10625412
Lodging entertainment system with guest controlled integrated receiver decoder	10847784
Video distribution system	5729279
Video distribution system	5767894
Switching apparatus for high frequency signals with plural parallel printed circuit boards interconnected by alternating input and isolation lines	5072333
Video distribution system	09223237