

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Notice of Grant of Security Interest in Trademarks	
CONVEYING PARTY DATA			
Name		Formerly	Execution Date
Entity Type			
SN Holdco, LLC			02/14/2008
		LIMITED LIABILITY COMPANY: DELAWARE	
RECEIVING PARTY DATA			
Name:		Bank of America, N.A., as Administrative Agent	
Street Address:		800 Fifth Avenue	
Internal Address:		Floor 32, Mailcode: WA1-501-32-37	
City:		Seattle	
State/Country:		WASHINGTON	
Postal Code:		98104	
Entity Type:		national banking association: UNITED STATES	
PROPERTY NUMBERS Total: 1			
Property Type		Number	Word Mark
Registration Number:		3313722	ENGAGE
CORRESPONDENCE DATA			
Fax Number:		(919)416-8328	
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:		9192868041	
Email:		pto_tmconfirmation@mvalaw.com	
Correspondent Name:		Moore & Van Allen PLLC	
Address Line 1:		430 Davis Drive	
Address Line 2:		Suite 500	
Address Line 4:		Morrisville, NORTH CAROLINA 27560	
ATTORNEY DOCKET NUMBER:		327000.011272 EAR	
NAME OF SUBMITTER:		Ellen A. Rubel	
Signature:		/Ellen A. Rubel/	

OP \$40.00 3313722

Date:

11/03/2009

**Total Attachments: 3**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Collateral Agreement dated as of February 14, 2008 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the ratable benefit of 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 below to the Administrative Agent for the ratable benefit of the Secured Parties:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
	See Schedule 1.	

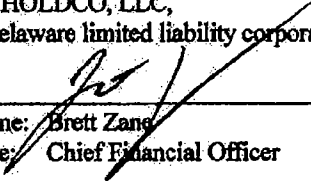
TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
	See Schedule 1.	

The Grantors 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 (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

SN HOLDCO, LLC,  
a Delaware limited liability corporation

By:   
Name: Brett Zang  
Title: Chief Financial Officer

Acknowledged and Accepted:

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

By:   
Name: Elaine E. Colegate  
Title: SVP

**Schedule 1**

**SN Holdco, LLC  
(Delaware Limited Liability Company)**

**U.S. Trademarks**

**Registered Marks**

[REDACTED]		
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