

## 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
InnerWorkings, Inc.		08/02/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	901 Main Street		
Internal Address:	Mailcode: TX1-492-14-06		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75202		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2834801	INKCHASER.COM	
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:	327000-011390 JES		
NAME OF SUBMITTER:	John E. Slaughter		
Signature:	/John E. Slaughter/		

900169331

TRADEMARK  
REEL: 004260 FRAME: 0455

OP \$40.00 2834801

Date:

08/13/2010

Total Attachments: 4

source=NGSI-T#page1.tif

source=NGSI-T#page2.tif

source=NGSI-T#page3.tif

source=NGSI-T#page4.tif

**TRADEMARK**

**REEL: 004260 FRAME: 0456**

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of August 2, 2010 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor 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 holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
----------------------	--	--------------------------

See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
-----------------------------------	---	---

See Schedule 1 attached hereto

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, 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,

INNERWORKINGS, INC.,  
a Delaware corporation

By: Joseph M. Busky  
Name: Joseph M. Busky  
Title: CEO

Acknowledged and Accepted:

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

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, 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,

INNERWORKINGS, INC.,  
a Delaware corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

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

By: Linda Lov  
Name: Linda Lov  
Title: AVP

**Schedule 1**

**InnerWorkings, Inc.  
(Delaware Corporation)**

**U.S. Trademark**

**Registered Mark**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
INKCHASER.COM	2834801	04/20/04