

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ValueClick, Inc.		12/31/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, N.A., as Administrative Agent		
Street Address:	3 Palo Alto Square, Suite 150		
Internal Address:	Attn: L. Jamie Riggs		
City:	Palo Alto		
State/Country:	CALIFORNIA		
Postal Code:	94306		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85153182	GROCERY CONNECT	
CORRESPONDENCE DATA			
Fax Number:	(213)612-2499		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	213-612-2020		
Email:	lpartmann@orrick.com		
Correspondent Name:	Ramon Galvan		
Address Line 1:	777 South Figueroa Street, Suite 3200		
Address Line 2:	Orrick, Herrington & Sutcliffe LLP		
Address Line 4:	Los Angeles, CALIFORNIA 90017-5855		
ATTORNEY DOCKET NUMBER:	1696-439/1640		
NAME OF SUBMITTER:	Ramon Galvan		
Signature:	/Ramon Galvan/		

900188232

TRADEMARK
 REEL: 004513 FRAME: 0452

CH \$40.00 85153182

Date:

04/01/2011

Total Attachments: 5

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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of **December 31, 2010** is executed by VALUECLICK, INC., a Delaware corporation (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain Credit Agreement, dated as of November 14, 2008 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among ValueClick, Inc., as the Borrower, the Lenders and Administrative Agent, the Lenders have agreed to extend loans and other financial accommodations to the Grantor upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantor and other entities that are a party thereto from time to time have entered into an Intellectual Property Security Agreement dated as of November 14, 2008 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent (for the ratable benefit of the Administrative Agent, the Lenders, and any Affiliate of a Lender party to a Lender Rate Contract (as defined in the Credit Agreement or providing Lender Bank Products (as defined in the Credit Agreement))).

D. Pursuant to the Security Agreement, the Grantor has granted to the Administrative Agent (for the ratable benefit of the Administrative Agent, the Lenders, and any Affiliate of a Lender party to a Lender Rate Contract (as defined in the Credit Agreement) or providing Lender Bank Products (as defined in the Credit Agreement)) a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

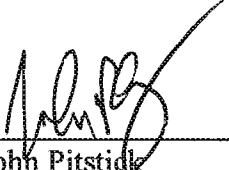
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is:

Wells Fargo Bank, National Association
3 Palo Alto Square Suite 150
Palo Alto, California 94306
Attention: L. Jamie Riggs
Tel. No. (650) 846-2423
Fax No. (650) 493-2053

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

VALUECLICK, INC.

By: 
Name: John Pitstick
Title: Chief Financial Officer

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

On 3-30-2011

Date

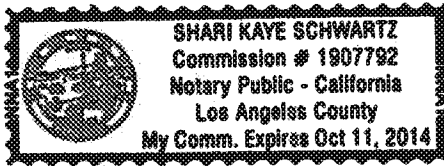
, before me, SHARI KAYE SCHWARTZ, NOTARY PUBLIC

Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared JOHN PITBICK

Name of Signer(s)

" personally known to me -- OR -- " proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Shari Kaye Schwartz
Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)

DESCRIPTION OF ATTACHED DOCUMENT

- Individual
- Corporate Officer

Title(s)

Title or Type of Document

- Partner(s)
- Limited
- General

Number of Pages

- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other:

Date of Document

Signer is Representing:
Name of Person(s) or Entity(ies)

Signer(s) Other Than Named Above

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS & COPYRIGHTS

NAME	OWNER	COUNTRY	STATUS	REG. NO.	REG. DATE
GROCERY CONNECT	ValueClick, Inc.	U.S.A.	Pending	85/153182	10/14/2010

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

NAME	OWNER	COUNTRY	STATUS	REG. NO.	REG. DATE
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