

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
Pep Direct, LLC		03/23/2011	LIMITED LIABILITY COMPANY: NEW HAMPSHIRE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	135 South LaSalle Street		
Internal Address:	Mail Code: IL1-135-05-41		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2948457	PEP DIRECT	
Registration Number:	2952076	PEP DIRECT	
Registration Number:	3238579	PEP DIRECT	
Registration Number:	3322065	PEP DIRECT	
Registration Number:	3773848	PEP DIRECT	
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		

OP \$140.00 2948457

900191481

TRADEMARK
 REEL: 004538 FRAME: 0360

ATTORNEY DOCKET NUMBER:	017625-4664
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	05/09/2011
<p>Total Attachments: 4</p> <p>source=Grant TM - Pep Direct#page1.tif</p> <p>source=Grant TM - Pep Direct#page2.tif</p> <p>source=Grant TM - Pep Direct#page3.tif</p> <p>source=Grant TM - Pep Direct#page4.tif</p>	

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 March 23, 2011 (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 set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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,

PEP DIRECT, LLC,
a New Hampshire limited liability company

By: 

Name: Anthony Cherichella

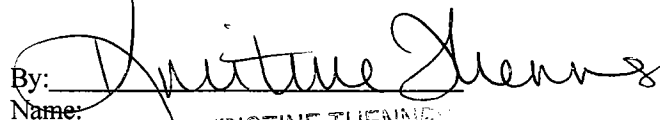
Title: Chief Financial Officer

PEP DIRECT, LLC
NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS

TRADEMARK
REEL: 004538 FRAME: 0363

Acknowledged and Accepted:

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

By: 
Name: KRISTINE THENNEY
Title: Vice President

PEP DIRECT, LLC
NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS

TRADEMARK
REEL: 004538 FRAME: 0364

Schedule 1

PEP Direct, LLC
(New Hampshire Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
PEP DIRECT	2948457	5/10/2005
PEP DIRECT AND DESIGN	2952076	5/17/2005
PEP DIRECT (and Design)	3238579	5/8/2007
PEP DIRECT	3322065	10/30/2007
PEP DIRECT (and Design)	3773848	4/13/2010