

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
THINKDIRECT MARKETING GROUP, INC.		08/05/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Manufacturers and Traders Trust Company
Street Address:	One M&T Plaza
Internal Address:	3rd Floor
City:	Buffalo
State/Country:	NEW YORK
Postal Code:	14203
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	85188143	WELLNESS4LIFE
Serial Number:	85043794	NATIONAL RENEWAL EXCHANGE
Registration Number:	3085401	"STRIKE IT RICH"
Registration Number:	3932546	THINKDIRECT
Registration Number:	3932545	THINKDIRECT
Registration Number:	3779287	STRIKE IT RICH
Registration Number:	2589815	NATIONAL PUBLISHERS EXCHANGE
Registration Number:	2241994	MILLION DOLLAR "STRIKE IT RICH" SWEEPSTAKES
Registration Number:	1985495	
Registration Number:	1973076	NPE
Registration Number:	2042719	NATIONAL MAGAZINE EXCHANGE

CORRESPONDENCE DATA

900199082

**TRADEMARK
 REEL: 004599 FRAME: 0695**

CH \$290.00 85188143

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Address Line 2: 8th Floor
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	1419-196
NAME OF SUBMITTER:	Anne M. Sterba
Signature:	/Anne M. Sterba/
Date:	08/08/2011

Total Attachments: 3
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of August 5, 2011 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and **MANUFACTURERS AND TRADERS TRUST COMPANY**, as a "Secured Party", whose address is located at One M&T Plaza, 3rd Floor, Buffalo, New York, 14203, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, and hereby grants to the "Secured Party" as defined therein a continuing security interest in and to, the trademarks shown below:

REGISTERED TRADEMARKS

<u>Trademark Serial No.</u>	<u>Trademark Registration No.</u>	<u>Description of Trademark</u>	<u>Date of Registration</u>
78628348	3085401	"STRIKE IT RICH"	04/25/2006
77950322	3932546	THINKDIRECT (stylized)	03/15/2011
77950307	3932545	THINKDIRECT	03/15/2011
77692487	3779287	STRIKE IT RICH	04/20/2010
76194852	2589815	NATIONAL PUBLISHERS EXCHANGE	07/02/2002
75320669	2241994	MILLION DOLLAR "STRIKE IT RICH" SWEEPSTAKES	04/27/1999
74694733	1985495	[design only]	07/09/1996
74694732	1973076	NPE	05/07/1996
74674841	2042719	NATIONAL MAGAZINE EXCHANGE	03/11/1997

TRADEMARK APPLICATIONS

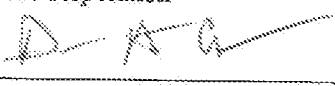
<u>Trademark Application/ Serial No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
85188143	WELLNESS4LIFE	12/01/2010
85043794	NATIONAL RENEWAL EXCHANGE	05/20/2010

The Obligors and the Secured Party 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, (ii) is not to be construed as an assignment of any trademark or trademark application, and (iii) the rights and remedies of the Secured Parties with respect thereto are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Very truly yours,

THINKDIRECT MARKETING GROUP, INC.,
a Delaware corporation

By: _____


Daniel A. Cahill,
Chairman and Chief Executive Officer

Address:
8285 Bryan Dairy Road
Largo, Florida 33777

Acknowledged and Accepted:

MANUFACTURERS AND TRADERS TRUST COMPANY,
as Secured Party

By: _____

Robert F. Topper, Vice President

TRADEMARK APPLICATIONS

<u>Trademark Application/ Serial No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
85188143	WELLNESS4LIFE	12/01/2010
85043794	NATIONAL RENEWAL EXCHANGE	05/20/2010

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as Secured Party

By:  _____
Robert F. Topper, Vice President