

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Microedge, LLC		11/30/2011	LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	Silicon Valley Bank, as Administrative Agent		
Street Address:	3003 Tasman Drive, HG 150		
City:	Santa Clara		
State/Country:	CALIFORNIA		
Postal Code:	95054		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85412721	GIFTS ALTA	
Serial Number:	85412729	GIFTS ONLINE	
CORRESPONDENCE DATA			
Fax Number:	(302)636-5454		
Phone:	800-927-9801 x2348		
Email:	jpatero@cscinfo.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Corporation Service Company		
Address Line 1:	1090 Vermont Avenue NW, Suite 430		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
NAME OF SUBMITTER:	Jean Paterson		
Signature:	/jep/		
Date:	11/30/2011		

TRADEMARK

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**Total Attachments: 6**

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**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

MICROEDGE, LLC

- ☐ Individual(s)      ☐ Association  
☐ General Partnership      ☐ Limited Partnership  
☐ Corporation- State: \_\_\_\_\_  
☒ Other LIMITED LIABILITY COMPANY

Citizenship (see guidelines) NEW YORK

Additional names of conveying parties attached? ☐ Yes ☒ No

**3. Nature of conveyance /Execution Date(s) :**

Execution Date(s) NOVEMBER 30, 2011

- ☐ Assignment      ☐ Merger  
☒ Security Agreement      ☐ Change of Name  
☐ Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached? ☐ Yes  
☒ No

Name: SILICON VALLEY BANK, AS ADMINISTRATIVE AGENT

Internal

Address: \_\_\_\_\_

Street Address: 3003 TASMAN DRIVE, HG 150

City: SANTA CLARA

State: CALIFORNIA

Country: UNITED STATES Zip: 95054

- ☐ Association      Citizenship \_\_\_\_\_  
☐ General Partnership      Citizenship \_\_\_\_\_  
☐ Limited Partnership      Citizenship \_\_\_\_\_  
☒ Corporation      Citizenship CALIFORNIA  
☐ Other \_\_\_\_\_      Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

85/412,721

85/412,729

B. Trademark Registration No.(s)

Additional sheet(s) attached? ☐ Yes ☒ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: CORPORATION SERVICE COMPANY

Internal Address: \_\_\_\_\_

Street Address: 1180 AVENUE OF THE AMERICAS

City: NEW YORK

State: NEW YORK Zip: 10036

Phone Number: 212-299-5600

Fax Number: 212-299-5656

Email Address: \_\_\_\_\_

**6. Total number of applications and registrations involved:**

2

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$**

- ☐ Authorized to be charged to deposit account  
☐ Enclosed

**8. Payment Information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

Signature

NOVEMBER 30, 2011

Date

ANDREW NASH

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**TRADEMARK  
REEL: 004668 FRAME: 0811**

## **AMENDMENT TO TRADEMARK SECURITY AGREEMENT**

This AMENDMENT TO PATENT AND TRADEMARK SECURITY AGREEMENT (the "Amendment") dated as of November 30, 2011, is entered into by and between MICROEDGE HOLDINGS, LLC, a Delaware limited liability company ("Holdings"), MICROEDGE, LLC, a New York limited liability company (the "Grantor") and SILICON VALLEY BANK (the "Assignee"), as Administrative Agent pursuant to that certain Guarantee and Collateral Agreement, dated as of October 1, 2009, among the Assignee, the Grantor and the other parties thereto (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement"), and pursuant to that certain Credit Agreement, dated as of October 1, 2009, as amended by that certain First Amendment, dated as of May 24, 2011, and as further amended by that certain Second Amendment dated as of the date hereof, each among Grantor, Holdings, Administrative Agent and certain Lenders party thereto (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

### **WITNESSETH:**

WHEREAS, the Company executed and delivered a Trademark Security Agreement dated as of October 1, 2009 (as amended from time to time, the "Security Agreement"), pursuant to which the Grantor pledged, assigned and granted a security interest in favor of the Assignee in certain Trademarks (as defined therein); and

WHEREAS, the Grantor has acquired additional Trademarks and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Trademarks in favor of the Assignee.

NOW, THEREFORE, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the Security Agreement.
2. Amendment to Exhibit A. Schedule A to the Security Agreement is hereby amended by adding thereto, the Trademarks set forth on Schedule A, annexed hereto and incorporated herein by reference. Company hereby ratifies the grant of a security interest in and to such Trademarks as provided for in the Security Agreement.
3. Miscellaneous:
  - A. Except as provided herein, all terms and conditions of the Security Agreement remain in full force and effect. The Company hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants therein contained.
  - B. This Amendment may be executed by one or more of the parties to this Amendment on any number of separate counterparts (including by telecopy), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.
  - C. THIS AMENDMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE

CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS  
OF THE STATE OF NEW YORK.

- D. This Amendment covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.

IN WITNESS WHEREOF, each of the undersigned has caused this Agreement to be duly executed and delivered as of the date first above written.

GRANTOR:

MICROEDGE, LLC

By: 

Name: Todd Laddusaw

Title: CFO

ASSIGNEE:

SILICON VALLEY BANK,  
as Administrative Agent

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address of Grantor:

MICROEDGE, LLC

619 West 54<sup>th</sup> Street, 10<sup>th</sup> Floor

New York, New York 10019

Attention: Chief Financial Officer

Facsimile No.: 952 380 0945

E-mail: tladdusaw@microedge.com

Address of Assignee:

SILICON VALLEY BANK,

275 Grove Street, Suite 2-200

Newton, MA 02466

Attention: Mr. Michael Fell

Facsimile No.: (617) 969-4395

E-mail: mfell@svb.com

[Signature page to Amendment to Trademark Security Agreement]

TRADEMARK  
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IN WITNESS WHEREOF, each of the undersigned has caused this Agreement to be duly executed and delivered as of the date first above written.


GRANTOR:

ASSIGNEE:

MICROEDGE, LLC

SILICON VALLEY BANK,  
as Administrative Agent

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

By:   
Name: Michael J. Fell  
Title: Director

Address of Grantor:  
MICROEDGE, LLC  
619 West 54<sup>th</sup> Street, 10<sup>th</sup> Floor  
New York, New York 10019  
Attention: Chief Financial Officer  
Facsimile No.: \_\_\_\_\_  
E-mail: \_\_\_\_\_

Address of Assignee:  
SILICON VALLEY BANK,  
275 Grove Street, Suite 2-200  
Newton, MA 02466  
Attention: Mr. Michael Fell  
Facsimile No.: (617) 969-4395  
E-mail: mfell@svb.com

## SCHEDULE A

### Applications of Registration of Trademarks

Registrant	Trademark	Application No.	Application Date
Microedge, LLC.	GIFTS ONLINE	85/412729	09/01/11
Microedge, LLC.	GIFTS ALTA	85/412721	09/01/11