

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Intellectual Property Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TriplePoint Capital LLC, as agent		01/24/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Gilt Groupe, Inc.
Street Address:	2 Park Avenue, 4th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	CORPORATION: DELAWARE

Name:	Gilt City, Inc.
Street Address:	2 Park Avenue, 4th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	77694996	GILT FRESH
Registration Number:	3680404	GILT GROUPE
Serial Number:	77843981	GILT MAN
Serial Number:	77843986	GILT MAN
Serial Number:	85104903	GILT MANUAL
Serial Number:	77917880	SHOP LIKE A GUY DRESS LIKE A MAN
Serial Number:	85106319	GILT CITY
Serial Number:	77757742	GILT FUSE

CH \$240.00 77694996

Serial Number:	77843988	GILT[MAN]UAL
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CORRESPONDENCE DATA

Fax Number: (202)739-3001

Phone: 2027393000

Email: fgordon@morganlewis.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Morgan, Lewis & Bockius LLP

Address Line 1: 1111 Pennsylvania Avenue, NW

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	Felicia D. Gordon
Signature:	/Felicia D. Gordon/
Date:	01/25/2012

Total Attachments: 7

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TERMINATION AND RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

This TERMINATION AND RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Termination"), dated as of January 24, 2012, is executed by TriplePoint Capital LLC, as agent (in such capacity, "Agent") for the Lenders (as defined in the Loan Agreement referred to below), in favor of Gilt Groupe, Inc., a Delaware corporation and Gilt City, Inc., a Delaware corporation (collectively, the "Grantor" or "Grantors"). Capitalized terms used herein have the respective meanings specified in the Loan Agreement referred to below.

RECITALS

WHEREAS, in connection with that certain Amended and Restated Loan and Security Agreement dated as of October 26, 2010 (as amended, amended and restated, supplemented or otherwise modified and in effect as of the date hereof, the "Loan Agreement"), by and among Gilt Groupe, Inc., a Delaware corporation ("Borrower"), the other Loan Parties, Agent and Lenders, and that certain Intellectual Property Security Agreement dated as of October 22, 2010 (as amended, amended and restated, supplemented or otherwise modified and in effect as of the date hereof, the "Security Agreement"), by the Grantors, in favor of Agent, the Grantors had granted to Agent a security interest in its Collateral, which included all of the Grantor's Intellectual Property.

WHEREAS, the Security Agreement was recorded with the Trademark Division of the United States Patent and Trademark Office on October 25, 2010 at Reel/Frame 004303/0546 to evidence the security interest granted under the Security Agreement.

WHEREAS, Agent has agreed to terminate and release its security interest in the Collateral owned by the Grantors, which includes all of the Intellectual Property owned by the Grantors.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Agent expressly terminates and releases its security interest in the Grantor's Intellectual Property Collateral, now or hereafter owned, existing, created, acquired or held, including:

(a) all of the Grantors' Copyrights and all Licenses providing for grant by or to the Grantors of any right under any Copyright, including, without limitation, those referred to on

Schedule I attached hereto and made a part hereof, together with any and all renewals, reversions and extensions thereof;


(b) all of the Grantors' Patents and all Licenses providing for grant by or to the Grantors of any right under any Patent, including, without limitation, those referred to on Schedule I attached hereto and made a part hereof, together with all income, royalties, proceeds and liabilities at any time due or payable or asserted under and with respect thereto, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof;

(c) all of the Grantors' Trademarks and all Licenses providing for grant by or to the Grantors of any right under any Trademark, including, without limitation, those referred to on Schedule I attached hereto and made a part hereof, together with any and all renewals and extensions thereof, and all goodwill of the business connection with the use of, and symbolized by, each such Trademark; and

(d) all income, royalties, Proceeds and liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

IN WITNESS WHEREOF, Agent has executed and delivered this Termination as of the date first set forth above.

TRIPLEPOINT CAPITAL LLC, as Agent

By: 
Name: KEVIN W. THORNE
Title: SVP LEGAL


**SCHEDULE I
TO
TERMINATION AND RELEASE OF
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

(SEE ATTACHED)

Country	Mark	App./Reg. No.	Goods/Services	Status	Our Ref. No.
Australia	GILT GROUPE	1376392	On-line retail store services featuring luxury and fashion clothing, apparel, footwear, belts, clothing accessories, cosmetics, linens, electronics, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewellery, sports equipment, wine, liquor, and art and related goods sold at discount prices	Filed 8/6/10	26277/388367
Canada	GILT GROUPE	1491422	On-line retail store services featuring luxury and fashion clothing, apparel, footwear, belts, clothing accessories, cosmetics, linens, electronics, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewellery, sports equipment, wine, liquor, and art and related goods sold at discount prices	Filed 8/6/10	26277/388368
China	GILT GROUPE		Presentation of goods on communication media, for retail purposes; on-line advertising on a computer network; administrative processing of purchase orders; outsourcing services (business assistance)	Filed	26277/388369
EU	GILT GROUPE	9301052	On-line retail store services featuring luxury and fashion clothing, apparel, footwear, belts, clothing accessories, cosmetics, linens, electronics, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewelry, sports equipment, wine, liquor, and art and related goods sold at discount prices	Filed 8/6/10	26277/388370
India	GILT GROUPE		On-line retail store services featuring luxury and fashion clothing, apparel, footwear, belts, clothing accessories, cosmetics, linens, electronics, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewellery, sports equipment, wine, liquor, and art and related goods sold at discount prices	Filed 8/10/10	26277/388371
Japan	GILT GROUPE	TW080013-JP	On-line retail store services featuring luxury and fashion clothing, apparel, clothing accessories, cosmetics, linens, electronics, and related goods sold at discount prices	Filed 9/1/08	26277/373594
Mexico	GILT GROUPE	1110121	On-line retail store services featuring luxury and	Filed 8/5/10	26277/388372

Russia	GILT GROUPE	2010725558	fashion clothing, apparel, footwear, belts, clothing accessories, cosmetics, linens, electronics, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewellery, sports equipment, wine, liquor, and art and related goods sold at discount prices	Filed 8/6/10	26277/388373
South Korea	GILT GROUPE	41-2010-20263	On-line retail store services featuring luxury and fashion clothing, apparel, footwear, belts, clothing accessories, cosmetics, linens, electronics, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewellery, sports equipment, wine, liquor, and art and related goods sold at discount prices On-line retail store services featuring clothing; on-line retail store services featuring footwear; on-line retail store services featuring headwear; on-line retail store services featuring socks; on-line retail store services featuring belts; on-line retail store services featuring handbags; on-line retail store services featuring umbrellas; on-line retail store services featuring cosmetics; on-line retail store services featuring fabrics; on-line retail store services featuring bed linens; on-line retail store services featuring computers; on-line retail store services featuring computer peripherals; on-line retail store services featuring computer software; on-line retail store services featuring audio/video receivers; on-line retail store services featuring tv sets; on-line retail store services featuring mp3 players; on-line retail store services featuring cd players; on-line retail store services featuring dvd players; on-line retail store services featuring telecommunication machines and implements; on-line retail store services featuring cellular phones; on-line retail store services featuring pens; on-line retail store services featuring lighters; on-line retail store services featuring stationery; on-line retail store services featuring tie clips; on-line retail store services featuring cuff links; on-line retail store services	Filed 8/10/10	26277/388374

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Taiwan	GILT GROUPE		featuring skin care products; on-line retail store services featuring jewelry; on-line retail store services featuring earrings; on-line retail store services featuring rings; on-line retail store services featuring necklaces; on-line retail store services featuring bracelets; on-line retail store services featuring accessories of precious metal; on-line retail store services featuring sporting articles; on-line retail store services featuring liquers; wine; on-line retail store services featuring art pictures on-line retail store services featuring art pictures	Filed	26277/388375
United States	GILT FRESH	77694996	On-line shopping; electronic shopping. As the cross-search will enlarge the risk if goods are specified, it is not recommended to have the goods listed	Allowed 10/13/09; extension or Statement of Use due 10/13/10	26277/379378
United States	GILT FUSE	77757742	On-line retail store services featuring clothing, apparel, footwear, clothing accessories, cosmetics, linens, electronics, and related goods sold at discount prices	Allowed 1/19/10; extension or Statement of Use due 1/19/11	26277/380948
United States	GILT GROUPE	3680404	On-line retail store services featuring luxury and fashion clothing, apparel, footwear, clothing accessories, cosmetics, linens, electronics, and related goods sold at discount prices	Registered 9/8/09; Declaration of Use due 9/8/15	26277/365041
United States	GILT MAN	77843981	On-line retail store services featuring luxury and fashion clothing, apparel, shoes, belts, clothing accessories, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewelry, sports equipment, wine, liquor, and art sold at discount prices	Allowed 6/1/10; Statement of Use or extension due 12/1/10	26277/382794
United States		77843986	On-line retail store services featuring luxury and fashion clothing, apparel, shoes, belts, clothing accessories, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewelry, sports equipment, wine, liquor, and art sold at discount prices	Allowed 6/1/10; Statement of Use or extension due 12/1/10	26277/382795
United States	GILT[MAN]UAL	77843988	On-line retail store services featuring luxury and	Allowed 6/1/10;	26277/382836

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United States	GILT MANUAL	85104903	fashion clothing, apparel, shoes, belts, clothing accessories, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewelry, sports equipment, wine, liquor, and art sold at discount prices	Statement of Use or extension due 12/1/10	26277/388469
United States	SHOP LIKE A GUY, DRESS LIKE A MAN	77917880	On-line retail store services featuring luxury and fashion clothing, apparel, shoes, belts, clothing accessories, pens, lighters, desk sets, tie clips, cuff links, skin care products, jewelry, sports equipment, wine, liquor, and art sold at discount prices	Filed 8/11/10	26277/3884761
United States	GILT CITY	85106319	On-line retail store services featuring DJ services, bar services, restaurant services, wine tastings, health and beauty spa services, beauty salon services, dry cleaning services, medical, dental, and cosmetic surgery services, florist services, bakery services, car rental services, laundry services, dry cleaning services, personal shopping services for others, concierge services and tickets for concerts, sports, shows and other entertainment events sold at discount prices	Allowed 8/3/10; Statement of Use or extension due 2/3/11	26277/388376

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