

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
Eprize, Inc.		08/20/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	RBS Citizens, N.A, as Administrative Agent
Street Address:	28 State Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2918479	EPRIZE
Registration Number:	4157194	CELLIT
Serial Number:	85337463	EPRIZE

**CORRESPONDENCE DATA**

Fax Number: 4045725134  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 404.572.4600  
 Email: ssexton@kslaw.com  
 Correspondent Name: Sally Sexton  
 Address Line 1: 1180 Peachtree St.  
 Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	18588.015036
NAME OF SUBMITTER:	Sally Sexton

Signature:	/sallysexton/
Date:	09/10/2012
Total Attachments: 4 source=ePrize#page1.tif source=ePrize#page2.tif source=ePrize#page3.tif source=ePrize#page4.tif	

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that (a) pursuant to the Security Agreement dated as of August 20, 2012 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement"), by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and RBS Citizens, N.A., as Administrative Agent (the "Administrative Agent") for the secured parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto (the "Trademarks") to the Administrative Agent for the ratable benefit of the Secured Parties and (b) the undersigned hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the Trademarks.

The Obligors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the Trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Very truly yours,

EPRIZE, INC., a Delaware corporation

By:   
Name: Matthew Wise  
Title: Chief Executive Officer

ePrize, Inc.  
Notice of Grant of Security Interest in Trademarks

**TRADEMARK**  
**REEL: 004857 FRAME: 0904**


Acknowledged and Accepted:

**RBS CITIZENS, N.A.,**  
as Administrative Agent

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

Name: *Jeff Bigbee*  
Title: *Director*

**Schedule 1**

Trademarks/Trade Names	Application/Registration Number	Date Filed/Issued	Jurisdiction
EPRIZE	85/337,463	June 3, 2011	United States
	2,918,479	January 18, 2005	United States
CELLIT	4,157,194	June 12, 2012	United States