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
Rearden Commerce, Inc.		09/07/2012	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	LabMorgan Investment Corporation
Street Address:	270 Park Avenue, 4th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	85431063	COMMERCE PERFECTED
Registration Number:	3912663	LIFE'S OPERATING SYSTEM
Serial Number:	76632929	REARDEN COMMERCE
Serial Number:	76632927	REARDEN COMMERCE
Serial Number:	85431045	ABSOLUTE RELEVANCE
Registration Number:	3482826	TOTAL TRAVEL EXPERIENCE
Registration Number:	3390633	LIFE. ONLY EASIER.
Registration Number:	3376861	LIFE. ONLY EASIER.
Registration Number:	3376860	LIFE. ONLY EASIER.
Registration Number:	3313058	SAVINGS NOT SOFTWARE
Registration Number:	3303145	LIFE ON DEMAND
Serial Number:	85487657	DEEM
Serial Number:	85485492	DEEM @WORK
Serial Number:	85431079	DEEM

CH $415.00   85431063

Serial Number:	85397562	DEEM
Serial Number:	85595113	THE IDENTITY-BASED, LOCATION-AWARE, CONTEXT-SENSITIVE COMMERCE PLATFORM

CORRESPONDENCE DATA

Fax Number: 2124552502

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

Phone: (212) 455-7976

Email: ksolomon@stblaw.com

Correspondent Name: Mindy M. Lok, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	505800/0200
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/mml/
Date:	11/07/2012

Total Attachments: 12
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This GRANT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY RIGHTS ("Agreement"), effective as of September 7, 2012 is made by REARDEN COMMERCE, INC., a California corporation formerly known as Talaris Corporation, located at 1051 E. Hillsdale Blvd., 6th Floor, Foster City, CA 94404 (the "Borrower"), in favor of LABMORGAN INVESTMENT CORPORATION, a Delaware corporation, as security agent (the "Security Agent") for the Lenders parties to the Term Loan and Security Agreement, dated as of May 25, 2012 by and among Borrower, Rearden Acquisition Corporation, a Delaware corporation, Expensewire, LLC, a Ohio limited liability company, Global Ground Automation, Inc., a Delaware corporation, Ketera Technologies, Inc., a Delaware corporation, Ketera Software India Private Limited, an Indian corporation, Deem Offers, Inc., a Delaware corporation, and the Lenders (as amended, supplemented or otherwise modified from time to time, the "Term Loan and Security Agreement").

W I T N E S S E T H:

WHEREAS, pursuant to the Term Loan and Security Agreement, the Lenders have agreed to make Loans and certain financial accommodations for the direct or indirect benefit of the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, pursuant to the Term Loan and Security Agreement, the Borrower pledged and granted to the Lenders a first priority, continuing security interest in all Intellectual Property; and

WHEREAS, the Borrower has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Term Loan and Security Agreement, the Borrower agrees, for the benefit of the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Term Loan and Security Agreement.

SECTION 2. Grant of Security Interest. The Borrower hereby pledges and grants to the Security Agent for the benefit of the Lenders to secure payment, performance and observance of Borrower's Secured Obligations a first priority, continuing security interest in and Lien upon all of the Borrower's right, title and interest in and to the following (the "Collateral"):

(a) the United States registered Trademarks (as defined in the Term Loan and Security Agreement) and Trademarks for which United States applications are pending set forth in Schedule A hereto; and

(b) the United States Patents (as defined in the Term Loan and Security Agreement) set forth in Schedule B hereto;

SECTION 3. <u>Purpose</u>. This Agreement has been executed and delivered by the Borrower for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Security Agent for the benefit of the Lenders in connection with the Term Loan and Security Agreement and is expressly subject to the terms and conditions thereof. The Term Loan and Security Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. <u>Acknowledgment</u>. The Borrower does hereby further acknowledge and affirm that the rights and remedies of the Security Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Term Loan and Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Term Loan and Security Agreement, the terms of the Term Loan and Security Agreement shall govern.

SECTION 5. <u>Counterparts</u>. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

REARDEN COMMERCE, INC.

By: _____

Name: Patrick Grady

Title: Chief Executive Officer

LABMORGAN INVESTMENT CORPORATION, as Security Agent

By: _____

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

REARDEN COMMERCE, INC.

By:_____
Name:
Title:

LABMORGAN INVESTMENT CORPORATION, as Security Agent

By:_____
Name:
Title:

ACKNOWLEDGMENT OF BORROWER

STATE OF California)
) ss
COUNTY OF San Mateo)

On the 15 day of August, 2012, before me, B Oligher, notary public personally appeared Patrick Grady, the Chief Executive Officer of Rearden Commerce, Inc., a California corporation, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

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║   B. OLIGHER              ║
║   COMM. # 1900302         ║
║   NOTARY PUBLIC · CALIFORNIA ║
║   SAN MATEO COUNTY        ║
║   MY COMM. EXP. AUG. 28, 2014 ║
╚═══════════════════════════╝
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_____
Notary Public

(PLACE STAMP AND SEAL ABOVE)

ACKNOWLEDGMENT OF SECURITY AGENT

STATE OF   )

COUNTY OF   ) ss

On the 6th day of September, 2012, before me personally came Vincent D'Agostino, who is personally known to me to be the Senior Vice President of LABMORGAN INVESTMENT CORPORATION, a Delaware corporation; who, being duly sworn, did depose and say that she/he is the Senior Vice President in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said.

Notary Public, State of New York
No. 01SA6061513
Qualified in Suffolk County
Commission Expires July 16, 2015
Certificate Filed in New York County
(PLACE STAMP AND SEAL ABOVE)

SCHEDULE A

U.S. Trademark Registrations and Applications

Title	App./Reg. No.
COMMERCE PERFECTED	85/431,063
LIFE'S OPERATING SYSTEM	3,912,663
REARDEN COMMERCE (w/Logo)	76/632,929
REARDEN COMMERCE	76/632,927
ABSOLUTE RELEVANCE	85/431,045
TOTAL TRAVEL EXPERIENCE	3,482,826
LIFE. ONLY EASIER.	3,390,633
LIFE. ONLY EASIER.	3,376,861
LIFE. ONLY EASIER.	3,376,860
SAVINGS NOT SOFTWARE	3,313,058
LIFE ON DEMAND	3,303,145
DEEM (Stylized)	85/487,657
DEEM @WORK	85/485,492
DEEM	85/431,079
DEEM	85/397,562
THE IDENTITY-BASED, LOCATION-AWARE, CONTEXT-SENSITIVE COMMERCE PLATFORM	85/595,113

SCHEDULE B

United States Patents and Patent Applications

Patent Title	Patent No. or Application No.
COORDINATION FOR GROUP PROCUREMENT OF SERVICES	10/855,269
SYSTEM AND METHOD FOR AVAILABILITY-BASED LIMITED-TIME OFFERINGS AND TRANSACTIONS	7,599,858
CUSTOMER SATISFACTION IN BOOKING PROCESS	10/960,408
PLATFORM FOR MULTI-SERVICE PROCUREMENT	11/067,537
METHOD AND SYSTEM FOR DELEGATION OF TRAVEL ARRANGEMENTS BY A TEMPORARY AGENT	8,117,073
METHOD AND SYSTEM FOR AN AUTOMATED TRIP PLANNER	7,925,540
SYSTEM FOR OPTIMIZATION OF COST MANAGEMENT	7,660,743
INTELLIGENT MEETING PLANNER	8,121,953
APPARATUS AND METHOD TO PROVIDE COMMUNITY PRICING	11/027,115
COST MODEL ANALYSIS AND BREAKDOWN FOR COST BUILDUP	11/093,615
SYSTEM AND METHOD FOR FLEXIBLE HANDLING OF RULES AND REGULATIONS IN TEMPORARY LABOR HIRING	7,596,566
METHOD AND SYSTEM FOR ANONYMOUS RESALE OF INVENTORY AND PROFIT-MAKING FROM SALE OF UNUSED INVENTORY	11/093,353
SUPPLIER INTEGRATION WITH SERVICES BUSINESS LANGUAGE	8,180,796
METHOD AND SYSTEM FOR ANONYMOUS RESALE OF INVENTORY AND PROFIT-MAKING FROM SALE OF UNUSED INVENTORY	11/096,635
METHOD AND SYSTEM FOR AUTOMATIC SCHEDULING OF MULTIPLE SUBGROUP MEETINGS	11/121,863

AGGREGATE COLLECTION OF TRAVEL DATA	7,970,666
METHOD AND APPARATUS FOR REPORTING WORK HOURS BY PHONE OR OTHER E-MEDIA	11/121,861
METHOD AND SYSTEM FOR BOOKING AN OPEN RETURN TICKET ONLINE	11/178,032
SYSTEM AND METHOD FOR OPTIMIZATION OF GROUP SHIPMENTS TO REDUCE SHIPPING COSTS	7,496,520
ASYNCHRONOUS, LOCATION-INDEPENDENT WEB SERVICE INVOCATION	11/178,107
METHOD AND SYSTEM FOR AN ENHANCED PORTAL FOR SERVICES SUPPLIERS	7,742,954
ONE-CLICK SERVICE STATUS TRACKING AND UPDATES	7,706,808
CHANCE MEETING ADDITION TO TRIP PLANNER OR MEETING PLANNER	8,090,707
SYSTEM FOR TRAVEL SERVICES RESOURCE SHARING	11/178,007
METHOD AND SYSTEM FOR CAPTURING AND CALCULATING COMPLEX CONSUMER RATINGS OF GOODS AND SERVICES	7,801,760
METHOD AND SYSTEM FOR TESTING OF POLICIES TO DETERMINE COST SAVINGS	7,743,002
METHOD AND SYSTEM FOR UNUSED TICKET MANAGEMENT	7,711,586
FRAUDULENT ADDRESS DATABASE	7,797,199
AUTOMATED REFUND PROCESS	11/292,849
AGGREGATE TRANSIT TIMES	11/293,316
SERVICE DESIGNER SOLUTION	7,962,381
METHOD AND SYSTEM FOR INTERACTING VIA MESSAGES WITH A TRAVEL SERVICES SYSTEM	11/315,421

METHOD AND SYSTEM FOR PREDICTION AND DELIVERY OF TIME- AND CONTEXT-SENSITIVE SERVICES	11/321,769
METHOD AND SYSTEM TO PROVIDE CUMULATIVE BUDGET AND PROBABILITIES FOR A RETURN ON EXPENDITURE FOR POLICY ENFORCEMENT	11/324,083
METHOD AND SYSTEM FOR DYNAMIC EVENT ADJUSTMENT	11/323,135
METHOD AND SYSTEM FOR RESOURCE PLANNING FOR SERVICE PROVIDER	11/388,540
METHOD AND SYSTEM FOR TRAFFIC TRACKING AND CONVERSION TRACKING	11/388,360
SYSTEM AND METHOD FOR VIRAL DISTRIBUTION OF SHORT-TERM LOCATION ORIENTED OFFERS	11/395,413
SYSTEM AND METHOD FOR IMPROVED TREATMENT OF ERROR CONDITIONS IN TRANSACTIONS SYSTEMS	7,681,786
METHOD AND SYSTEM FOR UNIFIED PRESENTATION OF EVENT BOOKING SYSTEMS	7,506,805
EVENT AND SERVICES INVENTORY MANAGEMENT SYSTEM	8,175,926
SYSTEM AND METHOD FOR REGULATING SUPPLIER ACCEPTANCE OF SERVICE REQUESTS	11/479,603
SYSTEM AND METHOD FOR AUTOMATICALLY REBOOKING RESERVATIONS	11/479,055
SYSTEM AND METHOD FOR CORE IDENTITY WITH PERSONAS ACROSS MULTIPLE DOMAINS WITH PERMISSIONS ON PROFILE DATA BASED ON RIGHTS OF DOMAIN	8,073,719
AUTOMATED KNOWLEDGE BASE OF FEED TAGS	11/478,799
TRIGGERED TRANSACTIONS BASED ON PROFILE	11/479,598
METHOD AND SYSTEM FOR CULLING STAR PERFORMERS, TRENDSETTERS, AND CONNECTORS FROM A POOL OF USERS	11/479,097
METHOD AND SYSTEMS FOR PERSONAL RESTAURANT ASSISTANT	8,126,776
DERIVATION OF RELATIONSHIP BETWEEN DATA SETS USING	7,865,513

STRUCTURED TAGS OR SCHEMAS	
SYSTEM AND METHOD FOR CHANGING A PERSONAL PROFILE OR CONTEXT DURING A TRANSACTION	7,941,374
SYSTEM AND METHOD FOR TRANSFERRING A SERVICE POLICY BETWEEN DOMAINS	8,095,402
METHOD AND SYSTEM FOR FINE AND COURSE-GRAINED AUTHORIZATION OF PERSONAL FEED CONTENTS	11/549,950
METHOD AND SYSTEM FOR DYNAMIC SOCIAL NETWORKING BASED ON SIMILAR TRAVEL ITINERARIES	11/549,961
SYSTEM AND METHOD FOR CONTEXTUALIZED INTERACTIVE MAPS FOR FINDING AND BOOKING SERVICES	13/190,418
SYSTEM AND METHOD FOR PREDICTIVE BOOKING OF RESERVATIONS BASED ON HISTORICAL AGGREGATION AND EVENTS	7,765,119
SYSTEM AND METHOD FOR AUTOMATIC REVIEW OF TRAVEL CHANGES AND IMPROVED SUGGESTIONS AND RULES SET	7,966,213
METHOD AND SYSTEM FOR PREFERRED VENDOR PRE-TRANSACTION BIDDING	7,734,486
METHOD AND SYSTEM FOR PREFERRED VENDOR PRE-TRANSACTION BIDDING	7,739,134
SYSTEM AND METHOD FOR PEER PERSON-AND SITUATION-BASED RECOMMENDATIONS	11/625,145
SYSTEM AND METHOD FOR FACILITATING TRANSFER OF EXPERIENCE DATA IN TO GENERATE NEW MEMBER PROFILE FOR A ONLINE SERVICE PORTAL	11/625,168
SYSTEM AND METHOD FOR VIEW OF TRANSACTIONS AND EVENTS WITH DYNAMIC UPDATES	7,752,328
SYSTEM AND METHOD FOR INTERACTIVE NATURAL LANGUAGE REBOOKING OR RESCHEDULING OF CALENDAR ACTIVITIES	11/768,884
SYSTEM AND METHOD FOR PROACTIVE AGENDA MANAGEMENT	11/829,816

SYSTEM AND METHOD FOR LATENCY MANAGEMENT ASSISTANT	11/829,823
SYSTEM AND METHOD FOR TENTATIVE BOOKING WHEN SERVICE PROVIDERS ARE TEMPORARILY UNAVAILABLE	11/829,824
SYSTEM AND METHOD FOR MULTI-MODAL TRAVEL SHOPPING	12/034,424
SYSTEM AND METHOD FOR PROVIDING TRAVEL SCHEDULE OF CONTACTS	12/059,947
METHOD AND SYSTEM FOR UNIFIED PRESENTATION OF EVENT BOOKING SYSTEMS	7,806,328
SYSTEMS AND METHODS TO USE RULES AND CONSTRAINTS FOR SERVICE CONSOLIDATION	12/360,040
SYSTEM AND METHOD FOR OPTIMIZATION OF GROUP SHIPMENTS TO REDUCE SHIPPING COSTS	7,937,330
SYSTEMS AND METHODS TO PRESENT TRAVEL OPTIONS	12/371,548
SYSTEM AND METHOD FOR OFFERING, TRACKING AND PROMOTING LOYALTY REWARDS INCLUDING GEOGRAPHIC FOCUS	61/174,445
SYSTEMS AND METHODS FOR A GRAPHICAL PERSONAL ASSISTANT WITH CONTEXT-SENSITIVE ADVERTISING	12/477,864
SYSTEM AND METHOD FOR AVAILABILITY-BASED LIMITED-TIME OFFERINGS AND TRANSACTIONS	12/573,844
SYSTEM AND METHOD FOR OFFERING, TRACKING AND PROMOTING LOYALTY REWARDS	12/771,919
SYSTEM AND METHOD FOR CONTEXTUALIZED INTERACTIVE MAPS FOR FINDING AND BOOKING SERVICES	13/190,418
PERSONALIZED FLIGHT SEARCH/SMART FLIGHT SEARCH	61/488,567