

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
RealAge, Inc.		03/08/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Harbert Mezzanine Partners III SBIC, LP
Street Address:	2100 Third Avenue North, Suite 600
City:	Birmingham
State/Country:	ALABAMA
Postal Code:	35203-3371
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	3216403	REALAGE
Registration Number:	2801158	DOGAGE
Registration Number:	2913939	REALAGE
Registration Number:	2916425	REALAGE
Registration Number:	2926612	DOG AGE
Registration Number:	3002679	CATAGE
Registration Number:	3014990	YOUR DOG'S 2ND BEST FRIEND
Registration Number:	3057167	BODYAGE
Registration Number:	3838485	JOINTAGE
Registration Number:	4157653	SEXAGE
Registration Number:	2155113	REALAGE
Registration Number:	4187046	MOUTHAGE
Registration Number:	4187047	PAINAGE
Registration Number:	4187048	SKIN'S REALAGE

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Registration Number:	2261318	REAL AGE
Registration Number:	2305201	REALAGE
Registration Number:	2506643	LIVE LIFE TO THE YOUNGEST
Registration Number:	2797572	MOTIVATING HEALTHY BEHAVIOR
Serial Number:	85071892	BRAINAGE
Serial Number:	85453397	REALAGE
Serial Number:	85453405	REALAGE
Serial Number:	85468553	EATINGAGE
Serial Number:	85468586	ORALHEALTHAGE
Serial Number:	85468574	PROSTATEAGE
Serial Number:	85468598	REALMANAGE
Serial Number:	85468609	REALWOMANAGE
Serial Number:	77923177	RISKAGE
Serial Number:	77897907	STRESSAGE

**CORRESPONDENCE DATA**

Fax Number: 4237858480  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 4237858295  
Email: pliner@millermartin.com  
Correspondent Name: Patricia P. Liner  
Address Line 1: 832 Georgia Avenue  
Address Line 2: Suite 1000 Volunteer Building  
Address Line 4: Chattanooga, TENNESSEE 37402-2289

ATTORNEY DOCKET NUMBER:	25385-0005
NAME OF SUBMITTER:	Patricia P. Liner
Signature:	/Patricia P. Liner/
Date:	03/11/2013

Total Attachments: 3  
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**MEMORANDUM OF SECURITY AGREEMENT**

**(TRADEMARKS)**

Pursuant to a Loan and Security Agreement of even date herewith (the "Loan Agreement"), RealAge, Inc., a Delaware corporation (the "Pledgor"), has granted to Harbert Mezzanine Partners III SBIC, LP, a Delaware limited partnership (the "Secured Party"), a continuing security interest in, and a continuing lien upon, the Collateral (as that term is defined in the Loan Agreement), including the trademarks listed on the annexed Schedule 1, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Secured Party's security interest in the Trademarks can be terminated only in accordance with the terms of the Loan Agreement.

Dated: March 8, 2013

REALAGE, INC.

By: Colm B Daniel  
Name: Colm B Daniel  
Title: Vice President

Schedule 1

<u>TRADEMARK</u>	<u>OWNER</u>	<u>STATUS</u>	<u>SERIAL NO.</u>
BRAINAGE	RealAge, Inc.	Application	85/071892
REALAGE	RealAge, Inc.	Registered	3216403
REALAGE	RealAge, Inc.	Application	85/453397
REALAGE	RealAge, Inc.	Application	85/453405
EATINGAGE	RealAge, Inc.	Application	85/468553
ORALHEALTHAGE	RealAge, Inc.	Application	85/468586
PROSTATEAGE	RealAge, Inc.	Application	85/468574
REALMANAGE	RealAge, Inc.	Application	85/468598
REALWOMANAGE	RealAge, Inc.	Application	85/468609
RISKAGE	RealAge, Inc.	Application	77/923177
STRESSAGE	RealAge, Inc.	Application	77/897907
DOGAGE	RealAge, Inc.	Registered	2801158
REALAGE	RealAge, Inc.	Registered	2913939
REALAGE	RealAge, Inc.	Registered	2916425
DOG AGE	RealAge, Inc.	Registered	2926612
CATAGE	RealAge, Inc.	Registered	3002679
YOUR DOG'S 2ND BEST FRIEND	RealAge, Inc.	Registered	3014990
BODYAGE	RealAge, Inc.	Registered	3057167
JOINTAGE	RealAge, Inc.	Registered	3838485
SEXAGE	RealAge, Inc.	Registered	4157653
REALAGE	RealAge, Inc.	Registered	2155113
MOUTHAGE	RealAge, Inc.	Registered	4187046
PAINAGE	RealAge, Inc.	Registered	4187047
SKIN'S REALAGE	RealAge, Inc.	Registered	4187048

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REAL AGE	RealAge, Inc.	Registered	2261318
REALAGE	RealAge, Inc.	Registered	2305201
LIVE LIFE TO THE YOUNGEST	RealAge, Inc.	Registered	2506643
BONEAGE	RealAge, Inc.	Application	77/575897
HAIRAGE	RealAge, Inc.	Application	77/575889
REALAGE	RealAge, Inc.	Application	77/719776
MOTIVATING HEALTHY BEHAVIOR	RealAge, Inc.	Registered	2797572