

## 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
X PLUS ONE SOLUTIONS, INC.		04/01/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Ares Capital Corporation		
Street Address:	2 North LaSalle Street, Suite 925		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60602		
Entity Type:	CORPORATION: MARYLAND		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3200544	SMARTSERVE	
Registration Number:	3334039	POE	
Registration Number:	3791604	[X+1]	
Serial Number:	77968462	MAKE EVERY INTERACTION COUNT	
Registration Number:	4214387	NEXTARGETING SUMMIT	
Registration Number:	4154575	OPEN DATA BRIDGE	
Registration Number:	4202754	POE PREDICTIVE OPTIMIZATION ENGINE	
CORRESPONDENCE DATA			
Fax Number:	9495676710		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	949-852-7792		
Email:	ipprosecution@orrick.com		
Correspondent Name:	Victor Santos		
Address Line 1:	2050 Main Street, Suite 1100		
Address Line 4:	IRVINE, CALIFORNIA 92614-8255		

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ATTORNEY DOCKET NUMBER:	28633-1
NAME OF SUBMITTER:	Victor Santos
Signature:	/Victor Santos/
Date:	04/11/2013
<p>Total Attachments: 3 source=X + 1 Grant - Trademarks#page1.tif source=X + 1 Grant - Trademarks#page2.tif source=X + 1 Grant - Trademarks#page3.tif</p>	

## **GRANT OF SECURITY INTEREST**

### **TRADEMARKS**

This GRANT OF SECURITY INTEREST, dated as of April 1, 2013, is executed by X Plus One Solutions, Inc., a Delaware corporation ("Grantor"), in favor of Ares Capital Corporation ("Lender").

A. Pursuant to that certain Loan and Security Agreement, dated as of April 1, 2013 (as amended, supplemented or otherwise modified from time to time, the "Loan Agreement"), between Grantor and Lender, Lender agreed to extend loans and other financial accommodations to Grantor upon the terms and subject to the conditions set forth therein.

B. Grantor has adopted, used and is using the trademarks, more particularly described on Schedule 1-A annexed hereto and made a part hereof, which trademarks are registered in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. Grantor and other entities party thereto from time to time have entered into a Security Agreement (Intellectual Property) dated as of April 1, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of Lender.

D. Pursuant to the Security Agreement, Grantor has granted to Lender a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Lender a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Lender with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Lender's address is:

Ares Capital Corporation  
2 North LaSalle Street, Suite 925  
Chicago, IL 60602  
Attention: Legal Department

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

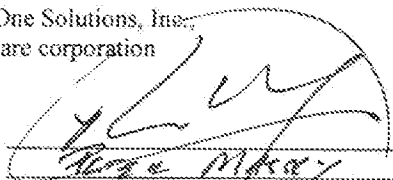
GRANTOR

X Plus One Solutions, Inc.,  
a Delaware corporation

By:

Name:

Title:

  
\_\_\_\_\_  
Rose May  
\_\_\_\_\_  
Secretary

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST  
TRADEMARKS

<b><u>Mark</u></b>	<b><u>Reg. Date</u></b>	<b><u>Description</u></b>
SMARTSERVE	1/23/2007	U.S. Registration No. 3,200,544
POE	11/13/2007	U.S. Registration No. 3,334,039
[X+1]	5/18/2010	U.S. Registration No. 3,791,604
Make Every Interaction Count		U.S. Application no. 77/968,462, PENDING
NexTargeting Summit	9/25/2012	U.S. Registration No. 4,214,387
Open Data Bridge	6/5/2012	U.S. Registration No. 4,154,575
POE	9/4/2012	U.S. Registration No. 4,202,754;