

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
	Gilt City, Inc.		05/20/2013
	Gilt Groupe, Inc.		05/20/2013
			Entity Type
			CORPORATION: DELAWARE
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Pinnacle Ventures, L.L.C., as Agent		
Street Address:	1600 El Camino Real, Suite 250		
City:	Menlo Park		
State/Country:	CALIFORNIA		
Postal Code:	94025		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
	Property Type	Number	Word Mark
	Serial Number:	85620301	GILT TRAVEL
	Serial Number:	85620300	GILT TRAVEL
	Serial Number:	85620299	GILT TRAVEL
CORRESPONDENCE DATA			
Fax Number:	6504936811		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	650-461-6125		
Email:	qlu@wsgr.com		
Correspondent Name:	WSGR, c/o Qui Lu		
Address Line 1:	650 Page Mill Road		
Address Line 4:	Palo Alto, CALIFORNIA 94304		
NAME OF SUBMITTER:	Qui Lu		
Signature:	/s/ Qui Lu		

CH \$90.00 85620301

Date:

05/22/2013

Total Attachments: 3

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FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Amendment") is entered into as of May 20, 2013, by and among PINNACLE VENTURES, L.L.C., as agent (in such capacity, "Agent") for Lenders, Gilt City, Inc., a Delaware corporation ("City") and Gilt Groupe, Inc., a Delaware corporation ("Groupe"), and together with City, the "Grantors", and each individually, a "Grantor"), in connection with that certain Intellectual Property Security Agreement dated as of June 29, 2012, by and among Grantors and Agent, as affected by that certain Termination of Security Interest in Trademarks dated as of April 9, 2013 (as the same may have been amended, amended and restated, supplemented or otherwise modified from time to time, the "IP Security Agreement").

WITNESSETH:

WHEREAS, pursuant to the IP Security Agreement, Grantor pledged, assigned and granted a security interest in favor of the Agent in certain Intellectual Property Collateral (as defined therein); and

WHEREAS, Grantor has acquired additional Intellectual Property Collateral and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Intellectual Property Collateral in favor of the Agent.

NOW, THEREFORE, it is hereby agreed as follows:

1. Definitions. All capitalized terms used herein and not otherwise defined shall have the same meaning herein as in the IP Security Agreement.
2. Amendment to Schedule I. Schedule I to the IP Security Agreement is hereby amended by adding thereto the Intellectual Property Collateral set forth on Exhibit A, annexed hereto and incorporated herein by reference.
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the IP Security Agreement remain in full force and effect. Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants therein contained.
 - b. This Amendment covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.
 - c. As required by the Amended Loan Agreement, Grantor shall reimburse the Agent for the reasonable legal fees and expenses incurred in connection with the preparation and filing of this Amendment.

[Signature Page Follows]

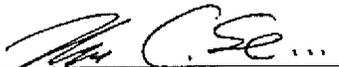
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by its officers thereunto duly authorized as of the first date written above.

GILT CITY, INC., as a Grantor

By: 
Name: Thomas C. Sansone
Title: Treasurer

Address: 2 Park Avenue, 4th Floor
New York, New York 10016
Attention: General Counsel

GILT GROUPE, INC., as a Grantor

By: 
Name: Thomas C. Sansone
Title: Treasurer

Address: 2 Park Avenue, 4th Floor
New York, New York 10016
Attention: General Counsel

PINNACLE VENTURES, L.L.C., as Agent

By: 
Name: Robert N. Savoie
Title: Chief Operating Officer

EXHIBIT A

OWNER	COUNTRY	TRADEMARK	APPLICATION NO.	APPLICATION DATE	REGISTRATION NO.	REGISTRATION DATE	CLASSES
Gilt Groupe, Inc.	USA	GILT TRAVEL	85620301	May-9-2012			39
Gilt Groupe, Inc.	USA	GILT TRAVEL	85620300	May-9-2012			41
Gilt Groupe, Inc.	USA	GILT TRAVEL	85620299	May-9-2012			43