

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	Security Agreement			
<b>CONVEYING PARTY DATA</b>				
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
	Gilt City, Inc.		05/20/2013	CORPORATION: DELAWARE
	Gilt Groupe, Inc.		05/20/2013	CORPORATION: DELAWARE
	Gilt Global Trading & Procurement Company		05/20/2013	Private Unlimited Company: IRELAND
	Gilt City		05/20/2013	Private Unlimited Company: IRELAND
<b>RECEIVING PARTY DATA</b>				
<b>Name:</b>	Silicon Valley Bank			
<b>Street Address:</b>	3003 Tasman Drive, HG 150			
<b>City:</b>	Santa Clara			
<b>State/Country:</b>	CALIFORNIA			
<b>Postal Code:</b>	95054			
<b>Entity Type:</b>	CORPORATION: CALIFORNIA			
<b>PROPERTY NUMBERS Total: 3</b>				
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
	Serial Number:	85620301	GILT TRAVEL	
	Serial Number:	85620300	GILT TRAVEL	
	Serial Number:	85620299	GILT TRAVEL	
<b>CORRESPONDENCE DATA</b>				
<b>Fax Number:</b>	8004947512			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>				
<b>Phone:</b>	2023704761			
<b>Email:</b>	tfahey@nationalcorp.com			
<b>Correspondent Name:</b>	Thomas Fahey			
<b>Address Line 1:</b>	1025 Vermont Avenue NW, Suite 1130			
<b>Address Line 2:</b>	National Corporate Research, Ltd.			

OP \$90.00 85620301

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER: F145199

NAME OF SUBMITTER: Laura A. Kenerson

Signature: /Laura A. Kenerson/

Date: 06/19/2013

**Total Attachments: 6**

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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, among SILICON VALLEY BANK ("Bank"), Gilt City, Inc., a Delaware corporation ("City"), Gilt Groupe, Inc., a Delaware corporation ("Groupe"), Gilt Global Trading & Procurement Company, a private unlimited company incorporated under the laws of Ireland ("GGTP"), and Gilt City, a private unlimited company incorporated under the laws of Ireland ("GC", and together with City, Groupe and GGTP, collectively, the "Grantors", and each individually, a "Grantor"), in connection with that certain Intellectual Property Security Agreement dated as of June 29, 2012, among Grantors and Bank, 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 Bank 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 Bank.

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 Exhibit C. Exhibit C 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 Loan Agreement, Grantor shall reimburse the Bank 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

**GILT GLOBAL TRADING &  
PROCUREMENT COMPANY, as a  
Grantor**

PRESENT when the common seal of GILT  
GLOBAL TRADING & PROCUREMENT  
COMPANY was hereunto affixed:-

  
Director

  
Director/Secretary\*

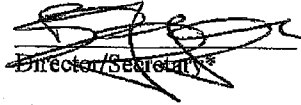
Address: Hamilton House  
Block 1  
National Technological Park  
Plassey, County Limerick,  
Ireland  
Attention: General Counsel

**GILT CITY, as a Grantor**

PRESENT when the common seal of GILT  
CITY  
was hereunto affixed:-



Director

  
~~Director/Secretary~~

Address: Hamilton House  
Block 1  
National Technological Park  
Plassey, County Limerick,  
Ireland  
Attention: General Counsel

**SILICON VALLEY BANK, as Bank**

By: \_\_\_\_\_  
Name:  
Title:

Address: 505 Fifth Avenue, 11th Floor  
New York, New York 10017  
Attention: Mr. Michael Moretti

**GILT CITY, as a Grantor**

PRESENT when the common seal of GILT  
CITY


was hereunto affixed:-

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director/Secretary\*

Address: Hamilton House  
Block 1  
National Technological Park  
Plassey, County Limerick,  
Ireland  
Attention: General Counsel

**SILICON VALLEY BANK, as Bank**

By:   
\_\_\_\_\_  
Name: Melissa Eudtaw  
Title: Managing Director

Address: 505 Fifth Avenue, 11th Floor  
New York, New York 10017  
Attention: Mr. Michael Moretti

TRADEMARK

REEL: 005052 FRAME: 0127

**EXHIBIT A**

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

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