

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
RueLaLa, Inc.		06/24/2013	CORPORATION: DELAWARE
Retail Convergence.com, LP		06/24/2013	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	One Boston Place
Internal Address:	18th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	3725482	GET IN AND GET FABULOUS.
Registration Number:	3755157	METRO COLLECTION
Registration Number:	3484376	RUE LA LA
Registration Number:	3484374	SHARE THE LA LA
Registration Number:	3484375	RUE LA LA
Registration Number:	3637003	RETAIL CONVERGENCE
Registration Number:	4175980	RUE LA LA
Registration Number:	3929584	QUICK! BUY IT
Registration Number:	4236986	THE RUE 30
Serial Number:	85684367	THE RUE 365
Serial Number:	85809076	CYBERTHON
Serial Number:	85815365	LITTLE RUE

OP \$340.00 3725482

Serial Number:

85823616

TODAY'S FIX

CORRESPONDENCE DATA

Fax Number:

6172484000

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

Email:

tadmin@choate.com

Correspondent Name:

Elizabeth A. Walker

Address Line 1:

Two International Place

Address Line 2:

Choate Hall & Stewart LLP

Address Line 4:

Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:

2009985-0051

NAME OF SUBMITTER:

Elizabeth A. Walker

Signature:

/Elizabeth A. Walker/

Date:

06/25/2013

Total Attachments: 5

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GRANT OF SECURITY INTEREST
IN TRADEMARKS

June 24, 2013

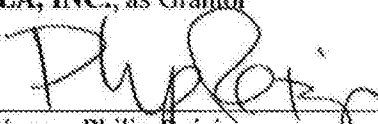
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of RUELALA, INC., a Delaware corporation, and RETAIL CONVERGENCE.COM, LP, a Delaware limited partnership (collectively, the “Grantor”), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as the collateral agent for the credit parties under the Security Agreement referred to below (in such capacity, the “Grantee”), a continuing security interest in (i) all of the Grantor’s right, title and interest in, to and under the trademarks, trademark registrations and use based trademark applications (the “Marks”) set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of June 24, 2013 (as amended, restated, supplemented or otherwise modified and in effect from time to time, the “Security Agreement”). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

RUELALA, INC., as Grantor

By: 
Name: Philip Roizin
Title: Chief Financial Officer
and Treasurer

**RETAIL CONVERGENCE.COM, LP,
as Grantor**

By: **SB.com, Inc., its general partner**

By: 
Name: Philip Roizin
Title: Chief Financial Officer
and Treasurer

**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee**

By: _____
Name: Cory Loftus
Title: Director

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

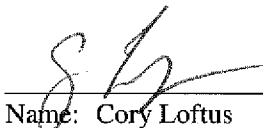
RUELALA, INC., as Grantor

By: _____
Name:
Title:

**RETAIL CONVERGENCE.COM, LP,
as Grantor**

By: _____
Name:
Title:

**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee**

By:  _____
Name: Cory Loftus
Title: Director


[Signature Page to Grant of Security Interest in United States Trademarks]

**TRADEMARK
REEL: 005055 FRAME: 0956**



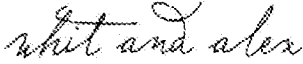
SCHEDULE A

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

MARK	REG. DATE	REG. NO.	OWNER
GET IN AND GET FABULOUS	12/15/2009	3,725,482	RueLaLa, Inc.
METRO COLLECTION	3/2/2010	3,755,157	RueLaLa, Inc.
RUE LA LA	8/12/2008	3,484,376	RueLaLa, Inc.
SHARE THE LA LA	8/12/2008	3,484,374	RueLaLa, Inc.
	8/12/2008	3,484,375	RueLaLa, Inc.
RETAIL CONVERGENCE	6/9/2009	3,637,003	RueLaLa, Inc.
RUE LA LA	7/17/2012	4,175,980	RueLaLa, Inc.
QUICK! BUY IT	3/8/2011	3,929,584	RueLaLa, Inc.
THE RUE 30	11/6/2012	4,236,986	RueLaLa, Inc.

U.S. TRADEMARK APPLICATIONS

MARK	FILING DATE	SERIAL NO.	OWNER
	4/12/2012	85/595,641	RueLaLa, Inc.
	4/12/2012	85/595,633	RueLaLa, Inc.
	4/12/2012	85/595,630	RueLaLa, Inc.
THE RUE 365	7/23/2012	85/684,367	RueLaLa, Inc.
CYBERTHON	12/21/2012	85/809,076	RueLaLa, Inc.
LITTLE RUE	1/4/2013	85/815,365	RueLaLa, Inc.
TODAY'S FIX	1/15/2013	85/823,616	RueLaLa, Inc.

FOREIGN TRADEMARK REGISTRATIONS

MARK	COUNTRY	REG. DATE	REG. NO.	OWNER
RETAIL CONVERGENCE	EU	6/5/2009	7051592	Retail Convergence.com, LP
RUE LA LA	Australia	10/17/2011	1352223	Retail Convergence, Inc.
RUE LA LA	EU	9/14/2010	8970394	Retail Convergence, Inc.
RUE LA LA	Japan	10/29/2010	5364392	Retail Convergence, Inc.
RUE LA LA	South Korea	12/7/2011	41-0222609	Retail Convergence, Inc.
RUE LA LA	Russian Federation	2/4/2011	429483	Retail Convergence, Inc.
RUE LA LA	Singapore	11/10/2011	T1003451D	Retail Convergence, Inc.
RUE LA LA	Taiwan	11/16/2010	1440136	Retail Convergence, Inc.

FOREIGN TRADEMARK APPLICATIONS

MARK	COUNTRY	FILING DATE	SERIAL NO.	OWNER
RETAIL CONVERGENCE	Canada	1/10/2008	1,402,612	RueLaLa, Inc.
RUE LA LA	Brazil	3/23/2010	830569316	Retail Convergence, Inc.
RUE LA LA	Canada	3/22/2010	1474038	Retail Convergence, Inc.
RUE LA LA	India	4/8/2010	1947946	Retail Convergence, Inc.
RUE LA LA	Mexico	8/20/2012	1301635	RueLaLa, Inc.