

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
LinkOffers, Inc.		08/07/2013	CORPORATION: DELAWARE
Bankrate, Inc.		08/07/2013	CORPORATION: DELAWARE
NetQuote Inc		08/07/2013	CORPORATION: COLORADO

**RECEIVING PARTY DATA**

Name:	Royal Bank of Canada
Street Address:	20 King Street West, 4th Floor
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5H1C4
Entity Type:	Bank: CANADA

**PROPERTY NUMBERS Total: 58**

Property Type	Number	Word Mark
Registration Number:	3601976	REVOLEAD
Registration Number:	4101930	THE POINTS GUY
Registration Number:	3660696	INSURANCEAGENTS.COM
Registration Number:	4080061	CREDITCARDFORUM
Registration Number:	3301501	BUILDOFFERS.COM
Registration Number:	3303548	AGENTINSIDER
Registration Number:	3505124	\$ BANKAHOLIC
Registration Number:	3365466	BANKAHOLIC
Registration Number:	3744336	BANKRATE
Registration Number:	2572346	BANKRATE
Registration Number:	4212678	BANKRATE INSURANCE VERIFIED
Registration Number:	3425281	BANKRATE MONITOR
Registration Number:	2935521	BANKRATE PRO

**TRADEMARK**

Registration Number:	3884812	BANKRATE SELECT
Registration Number:	2413258	BANKRATE.COM
Registration Number:	3507979	BRINGING YOU THE BEST IN BANKING
Registration Number:	4121733	CLICKRATE
Registration Number:	3364021	CONSUMER DEMAND MARKETING
Registration Number:	2686990	COVERAGEASSIST
Registration Number:	4124514	
Registration Number:	1937719	FASTFIND
Registration Number:	3747772	FASTFIND
Registration Number:	2438414	I
Registration Number:	3915582	INSUREME
Registration Number:	2953684	INSUREME
Registration Number:	2511490	INSWEB
Registration Number:	2753394	INSWEB
Registration Number:	2015117	INSWEB
Registration Number:	2467027	INSWEB
Registration Number:	2800575	INSWEB
Registration Number:	2458957	INSWEB
Registration Number:	2577005	INTEREST.COM
Registration Number:	3824454	JUMBO FLASH REPORT
Registration Number:	3653251	MEDHEALTHINSURANCE
Registration Number:	3625622	POTRERO MEDIA
Registration Number:	3629727	POTREROMEDIA
Registration Number:	3760401	PP PRODUCER PIPELINE
Registration Number:	3760402	PRODUCER PIPELINE
Registration Number:	2386942	SAFE & SOUND
Registration Number:	2277191	SIMPLIFYING YOUR INSURANCE DECISIONS
Registration Number:	3251689	CREDITCARDS.COM
Registration Number:	3251690	NETFINITI
Registration Number:	2194532	AUTO INSURANCE SHOPPER
Registration Number:	3753807	AUTOINSURANCEQUOTES.COM SHOP SMART & SAV
Registration Number:	2301426	INSURANCE SHOPPER
Registration Number:	1984758	INSURANCE SHOPPER SERVICES
Registration Number:	2786610	INSURANCE4USA.COM
Registration Number:	2638123	MOSTCHOICE

**TRADEMARK**

**REEL: 005089 FRAME: 0613**

	2247258	NETQUOTE
Registration Number:	3089892	NETQUOTE
Registration Number:	3484438	NETQUOTE
Registration Number:	3464014	NQ
Serial Number:	85752511	CARDOFFERS.COM THE CREDIT CARD DIRECTORY
Serial Number:	85400443	LIVELEAD
Serial Number:	85680796	BANKRATE
Serial Number:	85551070	BANKRATE ADVANTAGE
Serial Number:	85947956	CARDMATCH
Serial Number:	85962005	REWARDSCENTRAL

**CORRESPONDENCE DATA**

Fax Number: 2124466460  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 2124464800  
Email: hayley.smith@kirkland.com  
Correspondent Name: Hayley Smith, Senior Legal Assistant  
Address Line 1: Kirkland & Ellis LLP  
Address Line 2: 601 Lexington Avenue  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 35526-7 (HS)

**DOMESTIC REPRESENTATIVE**

Name:  
Address Line 1:  
Address Line 2:  
Address Line 3:  
Address Line 4:

NAME OF SUBMITTER: Hayley Smith

Signature: //Hayley Smith//

Date: 08/14/2013

**Total Attachments: 8**

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**TRADEMARK**

**REEL: 005089 FRAME: 0614**

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GRANT OF  
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of August 7, 2013, is made by (i) LinkOffers, Inc., a Delaware corporation, located at 9430 Research Blvd., Austin, Texas 78759, (ii) Bankrate, Inc., a Delaware corporation, located at 11760 U.S. Highway One, Suite 200, North Palm Beach, Florida 33408, and (iii) NetQuote Inc, a Colorado corporation, located at 1960 Blake Street, Suite 900, Denver, Colorado 80202, (each a "Grantor" and collectively the "Grantors"), in favor of Royal Bank of Canada, a bank organized under the laws of Canada, located at 20 King Street West, 4th Floor, Toronto, Ontario M5H1C4, Attention: Manager, Agency Services Group, as Administrative Agent (the "Agent") for the Secured Parties (as defined in the Security Agreement).

W I T N E S S E T H:

WHEREAS, the Borrower and certain subsidiaries of the Borrower have entered into the Revolving Credit Agreement dated as of August 7, 2013 (as it may hereafter be amended, amended and restated, supplemented, waived or otherwise modified from time to time, the "Revolving Credit Agreement") with Royal Bank of Canada, as joint lead arranger, joint bookrunner and joint syndication agent and as administrative agent for the Lenders and Goldman Sachs Bank USA joint lead arranger, joint bookrunner and joint syndication agent;

WHEREAS, in connection with the Revolving Credit Agreement, the Grantors have executed and delivered a Security Agreement, dated as of August 7, 2013, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, each Grantor collaterally granted to the Agent for the benefit of the Secured Parties a security interest in all of such Grantor's right, title and interest in the Intellectual Property, including, without limitation, the Trademarks, Patents, and Copyrights of such Grantor; and

WHEREAS, the Grantors have duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Grantors agree, for the benefit of the Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Security Agreement, as applicable.

SECTION 2. Grant of Security Interest. Each Grantor hereby collaterally grants to the Agent (for the benefit of the Secured Parties) a security interest in (a) all of such Grantor's right, title and interest in the Trademarks of such Grantor (including, without limitation, those items listed on Schedule A hereto), (b) all goodwill of the business associated with the Trademarks, and (c) all rights to sue at law or in equity for any infringement other violation or impairment thereof arising prior to or after the date hereof (collectively, the "Collateral").

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantors for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Secured Parties in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.


SECTION 4. Acknowledgment. The Grantors do hereby further acknowledge and affirm that the rights and remedies of the Secured Parties 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 (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 5. Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.


SECTION 6. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.


BANKRATE, INC.

By:   
Name: Edward J. DiMaria  
Title: Senior Vice President and Chief  
Financial Officer

NETQUOTE INC.

By:   
Name: Edward J. DiMaria  
Title: Secretary

LINKOFFERS, INC.

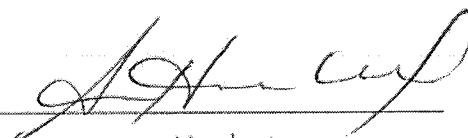
By:   
Name: Edward J. DiMaria  
Title: Vice President and Secretary

[Signature Page to the Grant of Security Interest in Trademark Rights]

**TRADEMARK**  
**REEL: 005089 FRAME: 0618**

ROYAL BANK OF CANADA,

as Administrative Agent

By: 

Name: Ann Hurley  
Manager, Agency

Title:

Date:



Schedule A

U.S. Trademark Registrations

Trademark	Country	Status	Reg. No./ Date	Owner
REVOLEAD	US Federal	Registered	3601976 4/7/2009	Bankrate, Inc.
THE POINTS GUY	US Federal	Registered	4101930 2/21/2012	Bankrate, Inc.
A INSURANCEAGENTS.COM (AND DESIGN)	US Federal	Registered	3660696 / 7/28/2009	Bankrate, Inc.
CREDITCARDFORUM	US Federal	Registered	4080061 1/3/2012	Bankrate, Inc.
BUILDOFFERS.COM (AND DESIGN)	US Federal	Registered	3301501 10/2/2007	Bankrate, Inc.
AGENTINSIDER	US Federal	Registered	3303548 10/2/2007	Bankrate, Inc.
BANKAHOLIC	US Federal	Registered	3505124 9/23/2008	Bankrate, Inc.
BANKAHOLIC	US Federal	Registered	3365466 1/8/2008	Bankrate, Inc.
BANKRATE	US Federal	Registered	3744336 2/2/2010	Bankrate, Inc.
BANKRATE	US Federal	Registered	2572346 5/21/2002	Bankrate, Inc.
BANKRATE INSURANCE VERIFIED	US Federal	Registered	4212678 9/25/2012	Bankrate, Inc.
BANKRATE MONITOR	US Federal	Registered	3425281 5/13/2008	Bankrate, Inc.
BANKRATE PRO	US Federal	Registered	2935521 3/22/2005	Bankrate, Inc.
BANKRATE SELECT	US Federal	Registered	3884812 12/7/2010	Bankrate, Inc.
BANKRATE.COM	US Federal	Registered	2413258 12/12/2000	Bankrate, Inc.
BRINGING YOU THE BEST IN BANKING	US Federal	Registered	3507979 9/20/2008	Bankrate, Inc.
CLICKRATE	US Federal	Registered	4121733 4/3/2012	Bankrate, Inc.
CONSUMER DEMAND MARKETING	US Federal	Registered	3364021 1/1/2008	Bankrate, Inc.
COVERAGEASSIST	US Federal	Registered	2686990 2/11/2003	Bankrate, Inc.
DESIGN ONLY	US Federal	Registered	4124514 4/10/2012	Bankrate, Inc.

Trademark	Country	Status	Reg. No./ Date	Owner
FASTFIND	US Federal	Registered	1937719 11/28/2005	Bankrate, Inc.
FASTFIND (AND DESIGN)	US Federal	Registered	3747772 2/9/2010	Bankrate, Inc.
I (AND DESIGN)	US Federal	Registered	2438414 3/27/2001	Bankrate, Inc.
INSUREME	US Federal	Registered	3915582 2/8/2011	Bankrate, Inc.
INSUREME (AND DESIGN)	US Federal	Registered	2953684 5/17/2005	Bankrate, Inc.
INSWEB	US Federal	Registered	2511490 11/27/2001	Bankrate, Inc.
INSWEB	US Federal	Registered	2753394 8/19/2003	Bankrate, Inc.
INSWEB	US Federal	Registered	2015117 11/12/1996	Bankrate, Inc.
INSWEB (AND DESIGN)	US Federal	Registered	2467027 7/10/2001	Bankrate, Inc.
INSWEB (AND DESIGN)	US Federal	Registered	2800575 12/30/2003	Bankrate, Inc.
INSWEB (AND DESIGN)	US Federal	Registered	2458957 6/12/2001	Bankrate, Inc.
INTEREST.COM	US Federal	Registered	2577005 6/11/2002	Bankrate, Inc.
JUMBO FLASH REPORT	US Federal	Registered	3824454 7/27/2010	Bankrate, Inc.
MEDHEALTHINSURANCE	US Federal	Registered	3653251 7/14/2009	Bankrate, Inc.
POTRERO MEDIA	US Federal	Registered	3625622 5/26/2009	Bankrate, Inc.
POTREROMEDIA	US Federal	Registered	3629727 6/2/2009	Bankrate, Inc.
PP PRODUCER PIPELINE	US Federal	Registered	3760401 3/16/2010	Bankrate, Inc.
PRODUCER PIPELINE	US Federal	Registered	3760402 3/16/2010	Bankrate, Inc.
SAFE & SOUND	US Federal	Registered	2386942 9/19/2000	Bankrate, Inc.
SIMPLIFYING YOUR INSURANCE DECISIONS	US Federal	Registered	2277191 9/14/1999	Bankrate, Inc.
CREDITCARDS.COM	European Community	Registered	6050769 8/7/2008	LinkOffers, Inc.
CREDITCARDS.COM (AND DESIGN)	US Federal	Registered	3251689 6/12/2007	LinkOffers, Inc.
NETFINITI (AND DESIGN)	US Federal	Registered	3251690 6/12/2007	LinkOffers, Inc.

Trademark	Country	Status	Reg. No./ Date	Owner
AUTO INSURANCE SHOPPER	US Federal	Registered	2194532 10/13/1998	NetQuote Inc
AUTO INSURANCE SHOPPER	US State Colorado	Registered	19931009252 1/26/1993	NetQuote Inc
AUTO INSURANCE SHOPPPER	US State Colorado	Registered	19931009251 1/26/1993	NetQuote Inc
AUTOINSURANCEQUOTES. COM SHOP SMART & SAVE	US Federal	Registered	3753807 3/2/2010	NetQuote Inc
INSURANCE SHOPPER	US Federal	Registered	2301426 12/21/1999	NetQuote Inc
INSURANCE SHOPPER SERVICES	US Federal	Registered	1984758 7/2/1996	NetQuote Inc
INSURANCE4USA.COM	US Federal	Registered	2786610 11/25/2003	NetQuote Inc
MOSTCHOICE	US Federal	Registered	2638123 10/22/2002	NetQuote Inc
NETQUOTE	US Federal	Registered	2247258 5/25/1999	NetQuote Inc
NETQUOTE (AND DESIGN)	US Federal	Registered	3089892 5/09/2006	NetQuote Inc
NETQUOTE (STYLIZED Q)	US Federal	Registered	3484438 8/12/2008	NetQuote Inc
NQ (AND DESIGN)	US Federal	Registered	3464014 7/8/2008	NetQuote Inc
ONE CALL = 5 QUOTES	US State Colorado	Registered	19931009253 1/26/1993	NetQuote Inc
ONE CALL SHOPS THEM ALL	US State Colorado	Registered	19931009254 1/26/1993	NetQuote Inc
MOSTCHOICE	US Federal	Registered	2638123 10/22/2002	Netquote, Inc.

U.S. Trademark Applications for Registration

Trademark	Country	Status	App. No./ Date	Owner
CARDOFFERS.COM THE CREDIT CARD DIRECTORY (AND DESIGN)	US Federal	Pending	85752511 / 10/12/2012	Bankrate, Inc.
LIVELEAD	US Federal	Pending	85400443 / 8/17/2011	Bankrate, Inc.
BANKRATE	US Federal	Pending	85680796 / 7/18/2012	Bankrate, Inc.
BANKRATE ADVANTAGE	US Federal	Pending	85551070 / 2/23/2012	Bankrate, Inc.

Trademark	Country	Status	App. No./ Date	Owner
CARDOFFERS.COM THE CREDIT CARD DIRECTORY (AND DESIGN)	US Federal	Pending	85752511 / 10/12/2012	Bankrate, Inc.
LIVELEAD	US Federal	Pending	85400443 / 8/17/2011	Bankrate, Inc.
BANKRATE	US Federal	Pending	58680796 / 7/18/2012	Bankrate, Inc.
BANKRATE ADVANTAGE	US Federal	Pending	85551070 / 2/23/2012	Bankrate, Inc.
CARDMATCH	US Federal	Pending	85947956 5/31/2013	Bankrate, Inc.
REWARDSCENTRAL	US Federal	Pending	85962005 6/17/2013	LinkOffers, Inc.