

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
Leaf Holdings, Inc.		10/23/2013	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	135 S. LaSalle Street
Internal Address:	Mail Code: IL4-135-09-61
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	4339233	LEAF
Serial Number:	85565339	LEAFBUSINESS
Serial Number:	85565414	LEAFPRESENTER
Serial Number:	85548197	LIVE PAPERLESS
Serial Number:	85583543	POINT OF SMART
Serial Number:	85583554	POINT OF SMART

**CORRESPONDENCE DATA**

Fax Number: 7043507800  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Phone: (704) 350-7790  
 Email: trademarkny@winston.com  
 Correspondent Name: Patrick Strubbe  
 Address Line 1: 100 North Tryon Street  
 Address Line 2: Winston & Strawn LLP

CH \$165.00 4339233

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER: 3165.7103

NAME OF SUBMITTER: Patrick Strubbe

Signature: /W&S/

Date: 10/24/2013

**Total Attachments: 4**

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**NOTICE OF GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS**

October 23, 2013

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Collateral Agreement dated as of October 23, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among Leaf Holdings, Inc., a Delaware corporation (the "Grantor"), the other grantors party thereto and Bank of America, N.A., as administrative agent (in such capacity, including any successors and assigns, the "Administrative Agent") for the Secured Parties referenced in the Agreement, the Grantor has granted a continuing security interest in and continuing lien upon the Trademarks, including the United States Trademarks identified on Schedule 1 hereto (the "Trademark Collateral") to the Administrative Agent for the ratable benefit of the Secured Parties. Terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

The Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the grant of a security interest in the Trademark Collateral (a) may only be terminated in accordance with the terms of the Loan Documents and (b) is not to be construed as an assignment of any Trademark or Trademark application.

This Notice of Grant of Security Interest in Trademarks has been entered into in conjunction with the provisions of the Agreement. The Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

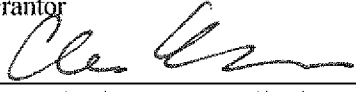
*[Remainder of Page Intentionally Left Blank;  
Signature Page Follows]*

Address of Grantor:

222 Third Street  
Fourth Floor  
Cambridge, MA 02142

Very truly yours,

LEAF HOLDINGS, INC.,  
as Grantor

By:   
Name: Charles H. N. Kallenbach  
Title: Secretary

Address of Administrative Agent:

Bank of America, N.A., as Administrative Agent  
135 S. LaSalle St.  
Mail Code: IL4-135-09-61  
Chicago, IL 60603

Acknowledged and accepted:

BANK OF AMERICA, N.A.,  
as Administrative Agent

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

*[Signature Page to Notice of Grant of Security Interest in Trademarks –  
Leaf Holdings, Inc.]*

**TRADEMARK**  
**REEL: 005138 FRAME: 0412**

Address of Grantor:

222 Third Street  
Fourth Floor  
Cambridge, MA 02142

Very truly yours,

LEAF HOLDINGS, INC.,  
as Grantor

By: \_\_\_\_\_  
Name: Charles H. N. Kallenbach  
Title: Secretary

Address of Administrative Agent:


Bank of America, N.A., as Administrative Agent  
135 S. LaSalle St.  
Mail Code: IL4-135-09-61  
Chicago, IL 60603

Acknowledged and accepted:

BANK OF AMERICA, N.A.,  
as Administrative Agent

By:  \_\_\_\_\_  
Name: Denise Jones  
Title: Assistant Vice President

SCHEDULE 1

<u>TRADEMARKS</u>		
<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
4339233		5/21/2013
<u>TRADEMARK APPLICATIONS</u>		
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
85565339	LEAFBUSINESS	3/9/2012
85565414	LEAFPRESENTER	3/9/2012
85548197	LIVE PAPERLESS	2/21/2012
85583543	POINT OF SMART	3/29/2012
85583554	POINT OF SMART	3/29/2012