

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM327717

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sincerely Incorporated		07/17/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	1455 Market Street		
Internal Address:	5th Floor		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94103		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4606099	SESAME	
Registration Number:	4180560	POPBOOTH	
CORRESPONDENCE DATA			
Fax Number:	9192868199		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	919 286-8000		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	MOORE & VAN ALLEN PLLC		
Address Line 1:	3015 CARRINGTON MILL BOULEVARD		
Address Line 2:	SUITE 400		
Address Line 4:	MORRISVILLE, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	017625-4833		
NAME OF SUBMITTER:	John E. Slaughter		
SIGNATURE:	/John E. Slaughter/		
DATE SIGNED:	12/31/2014		
Total Attachments: 4			
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of July 17, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the benefit of the holders of the Secured Obligations referenced therein, to secure the prompt payment and performance in full when due, whether by lapse of time, acceleration, mandatory prepayment or otherwise, of the Secured Obligations, the undersigned Obligor has granted to the Administrative Agent, for the benefit of the holders of the Secured Obligations, a continuing security interest in any and all right, title and interest of such Obligor in and to the Trademarks (as defined in the Agreement) whether now owned or existing or owned, acquired, or arising hereafter, including the United States registered trademarks and trademark applications shown below. Capitalized terms used and not otherwise herein shall have the meanings ascribed to such terms in the Agreement.

TRADEMARKS

<u>Trademark No.</u>	<u>Trademark</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Trademark Applied for</u>	<u>Date of Trademark Application</u>
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See Schedule 1 attached hereto

[signature pages follow]

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application. This Notice of Grant of Security Interest in Trademarks is made in conjunction with the security interest granted to the Administrative Agent pursuant to the Agreement.

Very truly yours,

SINCERELY INCORPORATED,
a Delaware corporation

By: Becky A. Sheehan

Name: Becky A. Sheehan

Title: Executive Vice President and Chief Financial
Officer

Acknowledged and Accepted:

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

By: Anthea Del Bianco

Name: Anthea Del Bianco

Title: Vice President

IP NOTICE FILING (TRADEMARKS)

TRADEMARK
REEL: 005433 FRAME: 0011

Schedule 1

**Sincerely Incorporated
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
SESAME	4606099	09/16/14
POPBOOTH	4180560	07/24/12