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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM327719

SUBMISSION TYPE:	VEW ASSIGNMENT
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NATURE OF CONVEYANCE: Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Giftco, LLC		07/17/2013	LIMITED LIABILITY COMPANY: 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: 3

Property Type	Number	Word Mark
Registration Number:	4260260	THE GIFTEES
Registration Number:	3243130	GIFTS.COM
Serial Number:	85925444	GIFTS.COM

CORRESPONDENCE DATA

Fax Number: 9192868199

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.

Phone: 919 286-8000

Email: PTO TMconfirmation@mvalaw.com

Correspondent Name: MOORE & VAN ALLEN PLLC

Address Line 1: 3015 CARRINGTON MILL BOULEVARD

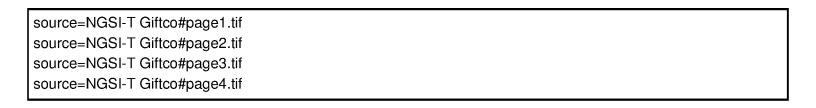
Address Line 2: SUITE 400

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

TRADEMARK REEL: 005433 FRAME: 0013



TRADEMARK REEL: 005433 FRAME: 0014

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>

See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

Trademark Applications No.

Date of

Trademark Applied for

Trademark Application

See <u>Schedule 1</u> attached hereto

[signature pages follow]

TRADEMARK REEL: 005433 FRAME: 0015 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,

GIFTCO, LLC,

a Delaware limited liability company

By: Bully A. Shullan Name: Becky A. Sheehan

Title: Executive Vice President and Chief Financial

Officer

Acknowledged and Accepted:

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

By: Guther Del t

Name: Anthea Del Bianco Title: Vice President

IP NOTICE FILING (TRADEMARKS)

TRADEMARK REEL: 005433 FRAME: 0017

Schedule 1

Giftco, LLC (Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Dag Na	Reg. Date
THE GIFTEES	4260260	12/18/12
GIFTS.COM	3243130	05/15/07

Pending Application

Mark		Filing Date
GIFTS.COM	85925444	05/07/13

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RECORDED: 12/31/2014

TRADEMARK REEL: 005433 FRAME: 0018