

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM334219

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NJOY, INC.		03/03/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Victory Park Management, LLC, as Agent		
Street Address:	227 W. Monroe Street, Suite 3900		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Serial Number:	85785672	NJOY	
Serial Number:	86072249	NJOY	
Serial Number:	86202066	NJOY	
Serial Number:	86202041	NJOY	
Serial Number:	86320279	THINK TANK	
Serial Number:	86351559	NJOY YOURSELF	
Serial Number:	86412078	ARTIST COLLECTION	
Serial Number:	86412091	DRAGON SCAPE	
Serial Number:	86412103	HEDON'S BITE	
Serial Number:	86412107	PARA MOUR	
Serial Number:	86412111	SACRÉ COEUR	
Serial Number:	86412117	SAMBA SUN	
CORRESPONDENCE DATA			
Fax Number:	6508494619		
<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>			
Email:	jenny.zhang@morganlewis.com		
Correspondent Name:	jenny zhang		
Address Line 1:	1117 s. california ave		
Address Line 4:	palo alto, CALIFORNIA 94304		
TRADEMARK			

CH \$315.00 85785672

ATTORNEY DOCKET NUMBER:	113013-0002
NAME OF SUBMITTER:	Jenny Zhang
SIGNATURE:	/Jenny Zhang/
DATE SIGNED:	03/05/2015

Total Attachments: 8

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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 Pledge and Security Agreement dated as of March 3, 2015 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Victory Park Management, LLC, as administrative agent and collateral agent (the "Agent") for the Secured Parties referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto to the Agent for the ratable benefit of the Secured Parties.

The undersigned Obligor and the Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

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Very truly yours,

NJOY, INC.,
a Delaware corporation

By: 
Name: John Bax
Title: Chief Financial Officer

[Signature Page to Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005472 FRAME: 0519

Acknowledged and Accepted:

VICTORY PARK MANAGEMENT, LLC,
as the Agent

By: _____

Name: Scott R. Zemnick
Title: Authorized Signatory

Handwritten signature of Scott R. Zemnick, consisting of a stylized 'S' and 'Z' followed by a dot.

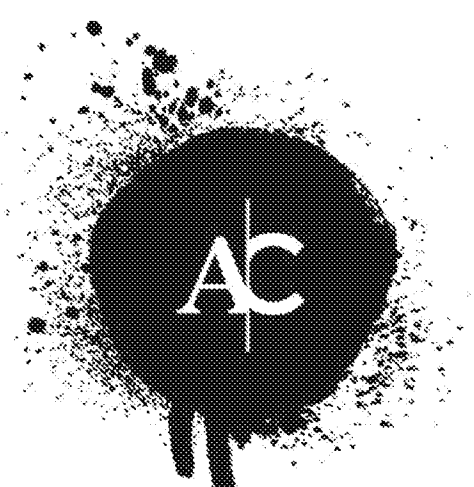



Schedule 1

U.S. Trademarks and Trademark Applications

Trademarks and Trademark Applications

U.S. Marks

Mark	Issue	Ser. No. Filing Date	Reg. No. Reg. Date
NJOY	Registered	85/785,672 11/21/12	4,395,179 09/03/13
NJOY	Registered	86/072,249 09/23/13	4,650,214 12/02/14
NJOY	Pending	86/202,066 02/24/14	
NJOY	Pending	86/202,041 02/24/14	
THINK TANK	Application	86/320,279 6/25/14	
NJOY YOURSELF	Application	86/351,559 7/29/14	
ARTIST COLLECTION	Application	86/412,078 10/1/14	
DRAGON SCAPE	Application	86/412,091 10/1/14	
HEDON'S BITE	Application	86/412,103 10/1/14	
PARA MOUR	Application	86/412,107 10/1/14	
SACRÉ COEUR	Application	86/412,111 10/1/14	
SAMBA SUN	Application	86/412,117 10/1/14	

Mark	Issue	Ser. No. Filing Date	Reg. No. Reg. Date
<p>A C Design</p> 	Application	86/440,186 10/30/14	
NJOY DAILY	Application	86/454,450 11/14/14	
FRUIT CRISP	Application	86/454,458 11/14/14	
NJOY KING	Registered	85/694,403 08/03/2012	4419653 10/15/2013
NJOY	Registered	85/394,927 08/10/2011	4091150 01/24/2012
NJOY	Registered	77/125,612 03/08/2007	3427769 05/13/2008
	Registered	85/840,932 02/05/2013	4428152 11/05/2013
	Registered	85/841,103 02/05/2013	4392292 08/27/2013
	Registered	85/723,548 09/07/2012	4377700 07/30/2013
CIGARETTES, YOU'VE MET YOUR MATCH	Registered	85/694,390 08/03/2012	4632824 11/04/2014

Mark	Issue	Ser. No. Filing Date	Reg. No. Reg. Date
NJOY 100'S	Application	86/030,441 08/06/13	
NJOY SLIMS	Application	85/563,209 03/06/2012	
THE LAST MATCHES YOU WILL EVER NEED	Registered	85/498,981 12/19/2011	4396923 09/03/2013
ONEJOY	Registered	85/358,710 01/28/2011	4159085 06/12/2012
ONEJOY Design Only	Registered	85/352,013 06/28/2011	4159073 06/12/2012
NROBO	Registered	77/670,120 02/13/2009	3672836 08/25/2009
NPRO	Registered	77/563,414 09/05/2008	3605693 04/14/2009
NJOY	Registered	77/125,612 03/08/2007	3427769 05/13/2008
NRGY	Application	77/670,134 02/13/2009	

Domain Names

NJOYECIGARETTES.AG
NJOYECIGARETTES.AM
NJOYECIGARETTES.AT
NJOYECIGARETTES.BE
NJOYECIGARETTES.BIZ
NJOYECIGARETTES.BZ
NJOYECIGARETTES.CA
NJOYECIGARETTES.CC
NJOYECIGARETTES.CO
NJOYECIGARETTES.CO.IN
NJOYECIGARETTES.CO.NZ
NJOYECIGARETTES.CO.UK
NJOYECIGARETTES.COM
NJOYECIGARETTES.COM.AG
NJOYECIGARETTES.COM.BR
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NJOYECIGARETTES.COM.ES
NJOYECIGARETTES.COM.MX
NJOYECIGARETTES.DE
NJOYECIGARETTES.ES
NJOYECIGARETTES.FIRM.IN
NJOYECIGARETTES.FM
NJOYECIGARETTES.FR

NJOYECIGARETTES.GEN.IN
NJOYECIGARETTES.GS
NJOYECIGARETTES.IN
NJOYECIGARETTES.IND.IN
NJOYECIGARETTES.INFO
NJOYECIGARETTES.IT
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NJOYECIGARETTES.XXX
NJOY.COM
NJOYCIG.COM
NJOYCIGAR.COM
REFILLMYNJOY.COM
NJOYSMOKES.COM
ILOVENJOY.COM
NJOYCARTRIDGE.COM
REFILLYOURNJOY.COM
REFILLSFORNJOY.COM
PURCHASENJOY.COM
NJOYRETAIL.COM
NJOYREFILL.COM
NJOYITNOW.COM
SOTTERA.COM
NJOYCIGARETTE.COM
NJOYTHEFREEDOM.COM
REFILLMYNJOY.COM
NJOYVAPOR.COM
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