

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM345560

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Interactions LLC		06/16/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Ares Venture Finance, L.P.		
Street Address:	245 Park Avenue, 44th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10167		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4248289	HUMANTOUCH	
Registration Number:	3965227	UNDERSTANDING ENABLED	
CORRESPONDENCE DATA			
Fax Number:	4157735759		
<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:	4157735697		
Email:	tgore@orrick.com		
Correspondent Name:	Daniel C. Lopez		
Address Line 1:	The Orrick Building, 405 Howard Street		
Address Line 2:	Orrick, Herrington & Sutcliffe LLP		
Address Line 4:	San Francisco, CALIFORNIA 94105		
ATTORNEY DOCKET NUMBER:	28633-21		
NAME OF SUBMITTER:	Daniel C. Lopez		
SIGNATURE:	/Daniel C. Lopez/		
DATE SIGNED:	06/23/2015		
Total Attachments: 3			
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ATTACHMENT 2
TO SECURITY AGREEMENT

GRANT OF SECURITY INTEREST

TRADEMARKS

This GRANT OF SECURITY INTEREST, dated as of June 16, 2015, is executed by Interactions LLC, a Delaware limited liability company (“Grantor”), in favor of Ares Venture Finance, L.P., as administrative agent for the benefit of the Lenders (as defined below) (in such capacity, “Agent”).

A. Pursuant to that certain Loan and Security Agreement, No. V15103 dated as of June 16, 2015 (as amended, supplemented or otherwise modified from time to time, the “Loan Agreement”), between Ares Capital Corporation and Ares Venture Finance, L.P., as lenders (in such capacity, “Lenders”) and Grantor and Interactions Corporation, a Delaware corporation and parent of Grantor, as borrowers, Lenders agreed to extend loans and other financial accommodations to Grantor upon the terms and subject to the conditions set forth therein.

B. Grantor has adopted, used and is using the trademarks, more particularly described on Schedule 1-A annexed hereto and made a part hereof, which trademarks are registered in the United States Patent and Trademark Office (collectively, the “Trademarks”).

C. Grantor and other entities party thereto from time to time have entered into a Security Agreement (Intellectual Property) dated as of June 6, 2015 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”) in favor of Agent.

D. Pursuant to the Security Agreement, Grantor has granted to Agent a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the “Collateral”), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Agent 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 are hereby incorporated herein by reference as if fully set forth herein.


The Agent’s address is:

Ares Venture Finance, L.P.
245 Park Avenue, 44th Floor
New York, NY 10167

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

GRANTOR

Interactions LLC,
a Delaware limited liability company

By: 
Name: Michael B. Jacobucci
Title: CEO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST
TRADEMARKS AND TRADEMARK APPLICATIONS

US TRADEMARKS AND TRADEMARK APPLICATIONS

Mark	Serial No.	Registration No.	Status
HUMANTOUCH	85251857	4248289	Registered
UNDERSTANDING ENABLED	85122573	3965227	Registered