

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM350563

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Priority Fulfillment Services, Inc.		08/05/2015	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Regions Bank, as Collateral Agent
<b>Street Address:</b>	3050 Peachtree Road NW
<b>Internal Address:</b>	Suite 400
<b>City:</b>	ATLANTA
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30305
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 24**

Property Type	Number	Word Mark
Registration Number:	4771946	LIVEAREA LABS A PFSWEB COMPANY
Registration Number:	4767703	LIVEAREA LABS A PFSWEB COMPANY
Registration Number:	4767702	LIVEAREA LABS A PFSWEB COMPANY
Registration Number:	4618221	PFSWEB INFINITE COMMERCE
Registration Number:	4435948	PFSWEB ICOMMERCE AGENCY SERVICES
Registration Number:	4435946	PFSWEB ICOMMERCE CENTERS OF EXCELLENCE
Registration Number:	4435944	PFSWEB ICOMMERCE CENTERS OF EXCELLENCE
Registration Number:	4435943	PFSWEB ICOMMERCE CENTERS OF EXCELLENCE
Registration Number:	4435942	PFSWEB ICOMMERCE HUB
Registration Number:	4435941	PFSWEB ICOMMERCE HUB
Registration Number:	4435940	PFSWEB ICOMMERCE HUB
Registration Number:	4435938	PFSWEB ICOMMERCE HUB
Registration Number:	4310591	ICOMMERCE
Registration Number:	4310034	ICOMMERCE
Registration Number:	3708302	GLOBALMERCHANT PARTNERCONNECT
Registration Number:	3708225	PFSWEB'S END2END ECOMMERCE
Registration Number:	3708224	PFSWEB'S END2END ECOMMERCE
Registration Number:	2748162	PFSWEB

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2740739	THE EVOLUTION OF OUTSOURCING
Registration Number:	2345487	PFSWEB
Serial Number:	86618658	LIVEAREA
Serial Number:	86618657	LIVEAREA
Serial Number:	86618654	LIVEAREA
Serial Number:	86420293	REV A PFSWEB COMPANY

**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:	029925.465
NAME OF SUBMITTER:	John E. Slaughter, III
SIGNATURE:	/jes/
DATE SIGNED:	08/06/2015

**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 Agreement dated as of August 5, 2015 (as amended and modified, the "*Security Agreement*") by and among the Grantors party thereto (each an "*Grantor*" and collectively, the "*Grantors*") and Regions Bank, as Collateral Agent (the "*Collateral Agent*") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted to the Collateral Agent, for the benefit of the holders of the Secured Obligations, a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto.

The Grantors and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

PRIORITY FULFILLMENT SERVICES, INC.,  
a Delaware corporation

By: Thomas J. Madden  
Name: Thomas J. Madden  
Title: CFO

IP NOTICE - TRADEMARKS

**TRADEMARK**  
**REEL: 005594 FRAME: 0366**

Acknowledged and Accepted:

REGIONS BANK,  
as Collateral Agent

By: \_\_\_\_\_

Name: Gregory H. Jones

Title: Senior Vice President

IP NOTICE - TRADEMARKS

**TRADEMARK**  
**REEL: 005594 FRAME: 0367**

**Schedule 1**

**Priority Fulfillment Services, Inc.  
(Delaware Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
LIVEAREA LABS A PFSWEB COMPANY and Design	4771946	07/14/15
LIVEAREA LABS A PFSWEB COMPANY and Design	4767703	07/07/15
LIVEAREA LABS A PFSWEB COMPANY and Design	4767702	07/07/15
PFSWEB INFINITE COMMERCE	4618221	10/07/14
PFSWEB ICOMMERCE AGENCY SERVICES	4435948	11/19/13
PFSWEB ICOMMERCE CENTERS OF EXCELLENCE	4435946	11/19/13
PFSWEB ICOMMERCE CENTERS OF EXCELLENCE	4435944	11/19/13
PFSWEB ICOMMERCE CENTERS OF EXCELLENCE	4435943	11/19/13
PFSWEB ICOMMERCE HUB	4435942	11/19/13
PFSWEB ICOMMERCE HUB	4435941	11/19/13
PFSWEB ICOMMERCE HUB	4435940	11/19/13
PFSWEB ICOMMERCE HUB	4435938	11/19/13
ICOMMERCE and Design	4310591	03/26/13
ICOMMERCE and Design	4310034	03/26/13
GLOBALMERCHANT PARTNERCONNECT	3708302	11/10/09
PFSWEB'S END2END ECOMMERCE	3708225	11/10/09
PFSWEB'S END2END ECOMMERCE and Design	3708224	11/10/09
PFSWEB and Design	2748162	08/05/03
THE EVOLUTION OF OUTSOURCING	2740739	07/22/03
PFSWEB	2345487	04/25/00

**Pending Applications**

<b>Mark</b>	<b>Appl. No.</b>	<b>Filing Date</b>
LIVEAREA	86618658	05/04/15
LIVEAREA	86618657	05/04/15
LIVEAREA	86618654	05/04/15
REV A PFSWEB COMPANY and Design	86420293	10/10/14

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