

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM351372

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECOND AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT (Senior Subordinated Debt)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FIFTH THIRD BANK		08/06/2015	BANKING CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	BLUESPIRE, INC.
Street Address:	7650 EDINBOROUGH WAY
Internal Address:	SUITE 500
City:	EDINA
State/Country:	MINNESOTA
Postal Code:	55435
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	4407781	BLUESPIRE
Registration Number:	2928078	MONEY CLIPS
Registration Number:	2946334	TODAY'S HEALTHY OUTLOOK
Registration Number:	3724705	PRIORITY PUBLISHING MARKETING INTERACTIV
Registration Number:	4188850	PRIORITY INTEGRATED MARKETING
Registration Number:	4447809	REAL MONEY
Registration Number:	3237742	REAL MONEY

CORRESPONDENCE DATA

Fax Number: 2025339099

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: 202-467-8800

Email: jspiantanida@vorys.com

Correspondent Name: Vorys, Sater, Seymour and Pease LLP

Address Line 1: P.O. Box 2255 -- IPLAW@Vorys

Address Line 2: Attn: Tanya Marie Curcio

Address Line 4: Columbus, OHIO 43216-2255

CH \$190.00 4407781

ATTORNEY DOCKET NUMBER:	005252-1055/1707/RELEASE
NAME OF SUBMITTER:	JULIE S. PIANTANIDA
SIGNATURE:	/julie piantanida/
DATE SIGNED:	08/13/2015

Total Attachments: 6

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RELEASE OF TRADEMARK SECURITY AGREEMENT

(Senior Subordinated Debt)

THIS RELEASE OF TRADEMARK SECURITY AGREEMENT ("Release"), dated as of August 6, 2015, is made by FIFTH THIRD BANK, an Ohio banking corporation, as Secured Party, solely through its Mezzanine Finance Group ("Secured Party"), and is as follows:

WHEREAS, Secured Party and BLUESPIRE, INC., a Minnesota corporation ("Debtor"), are parties to that certain Second Amended and Restated Trademark Security Agreement (Senior Subordinated Debt), dated as of February 21, 2014 (the "Agreement"), which was recorded with The United States Patent and Trademark Office on March 7, 2014 in its records at Reel 5232, Frame 0654. Capitalized terms used, but not defined, herein shall have the meanings given to them in the Agreement;

WHEREAS, the Agreement granted to Secured Party a continuing security interest in and to, and Lien on, all of the Trademark Collateral, including each mark, registration, and application listed on Schedule I attached hereto and made a part hereof;

WHEREAS, Fifth Third Bank, an Ohio banking corporation, as Secured Party (as defined in the Senior Agreement) through its Structured Finance Group ("Senior Secured Party"), and Debtor are parties to that certain Second Amended and Restated Trademark Security Agreement, dated as of February 21, 2014 (the "Senior Agreement"), which was recorded with The United States Patent and Trademark Office on March 6, 2014 at Reel 5232, Frame 0343;

WHEREAS, the Agreement granted to Secured Party a continuing security interest in and to, and Lien on, (a) all of Debtor's right, title and interest in and to all of its now or in the future owned or existing trademarks, service marks, trademark or service mark registrations, trade names, and trademark or service mark applications (except as provided in the Agreement), including each mark, registration, and application listed on Schedule I attached hereto and made a part hereof (the property in this item (a) being, collectively, the "Trademarks"); (b) all renewals of each of the Trademarks; (c) all income, royalties, damages and payments now and in the future due or payable under or with respect to any and all of the Trademarks, including damages and payments for past or future infringements of any and all of the Trademarks; (d) all rights to sue for past, present and future infringements of any and all of the Trademarks; (e) all rights corresponding to any and all of the Trademarks throughout the world; (f) all rights of Debtor as licensor or licensee under, and with respect to, trademarks, service marks, trade names, and trademark and service mark registrations and applications; and (g) together in each case with the goodwill of Debtor's business connected with the use of, and symbolized by, the foregoing; and

WHEREAS, Secured Party desires to release its rights and security interests in the Trademark Collateral solely as granted under the Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Secured Party hereby fully and finally releases and terminates its security interest in, Liens on, and all other rights in, to and under the Trademark Collateral solely

as granted under the Agreement (including, but not limited to, as recorded at Reel/Frame 5232/0654); *provided*, however, that nothing in this Release shall be construed as terminating, releasing, decreasing, diminishing, or in any other way altering any Lien or security interest for the benefit of the Senior Secured Party under the Senior Agreement (including, but not limited to, as recorded as Reel/Frame 5232/0343), which remains in full force and effect.

[Signature Page Follows]

FIFTH THIRD BANK,
an Ohio banking corporation, as Secured Party,
through its Mezzanine Finance Group

By: *Clayton A. Bruce*
Name: ~~Brooke A. Balcom~~ *Clayton A. Bruce*
Title: Vice President

SIGNATURE PAGE TO
RELEASE OF TRADEMARK SECURITY AGREEMENT
(SENIOR SUBORDINATED DEBT- BLUESPIRE, INC.)

TRADEMARK
REEL: 005599 FRAME: 0405


SCHEDULE I
TRADEMARKS

See attached.

SCHEDULE I

TRADEMARKS AND LICENSES

U.S. Federally-Registered Trademarks


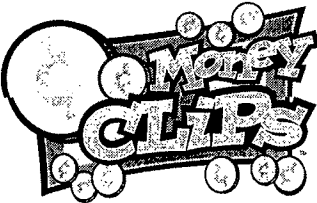
Trademark	Registration Number	Registration Date
BLUESPIRE	Registration # 4,407,781	Registered Sept. 24, 2013
Money Clips	Registration #2,928,078	Registered -Feb. 22, 2005
Real Money	Registration #3,237,742	Registered –May 1, 2007
Today's Healthy Outlook	Registration #2,946,334	Registered -May 3, 2005
PRIORITY PUBLISHING MARKETING INTERACTIVE AND DESIGN	Registration #3,724,705	Registered –Dec. 15, 2009
 PRIORITY INTEGRATED MARKETING	Serial # 85257397 Registration #4,188,850	Registered – Aug. 14, 2012
REAL MONEY	Registration #4,447,809	Registered – Dec. 10, 2013

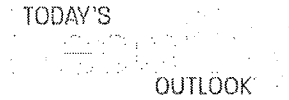
Internationally Registered Trademarks

None.

Common-law Trade Names and Trademarks

Priority Integrated Marketing
Net Dynasty

	Unregistered	
	Unregistered	

	Unregistered	
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Trademark License Rights

None.