

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM355184

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MERKLE INC.		08/25/2015	CORPORATION: MARYLAND
MERKLE GROUP INC.		08/25/2015	CORPORATION: MARYLAND
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MANUFACTURERS AND TRADERS TRUST COMPANY, as US Administrative Agent		
<b>Street Address:</b>	25 S. Charles street		
<b>Internal Address:</b>	12th floor		
<b>City:</b>	baltimore		
<b>State/Country:</b>	MARYLAND		
<b>Postal Code:</b>	21201		
<b>Entity Type:</b>	COMPANY: NEW YORK		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4315672	MERKLE	
<b>Serial Number:</b>	86061638	CONNECTED CRM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4439571917		
<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>			
<b>Phone:</b>	410-385-5081		
<b>Email:</b>	lbell@gebsmith.com		
<b>Correspondent Name:</b>	Laura Bell, legal asst		
<b>Address Line 1:</b>	1 south street		
<b>Address Line 2:</b>	suite 2200, gebhardt & smith llp		
<b>Address Line 4:</b>	baltimore, MARYLAND 21202		
<b>ATTORNEY DOCKET NUMBER:</b>	JMS 29517		
<b>NAME OF SUBMITTER:</b>	Jean S. Bilodeau		
<b>SIGNATURE:</b>	/Jean S. Bilodeau/		
<b>DATE SIGNED:</b>	09/16/2015		
<b>Total Attachments: 3</b>			

OP \$65.00 4315672

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of August 25, 2015 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and **MANUFACTURERS AND TRADERS TRUST COMPANY**, as US Administrative Agent (the "US Administrative Agent") for the "Secured Parties" referenced therein, whose address is located at 25 S. Charles Street, 12th Floor, Baltimore, Maryland 21201, Attention: Ajibola Fadahunsi, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, and hereby grants to the US Administrative Agent for the ratable benefit of the Secured Parties a continuing security interest in and to, the trademarks and trademark applications shown below:

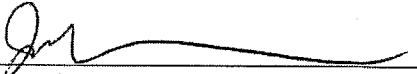
Name	Trademark Reg. No.	Jurisdiction	Status	Registered Date	Owner
Merkle	4,315,672	United States	Registered	04-09-2013	Merkle Group Inc./ Merkle Inc.
Connected CRM	86061638	United States	Registered	09-11-2013	Merkle Group Inc./ Merkle Inc.

**Signature Page to Notice of Grant of Security Interest in Trademarks:**

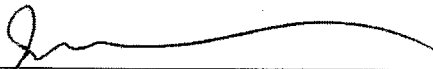
The Obligors and the US Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that (A) the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement, and (ii) is not to be construed as an assignment of any trademark or trademark application, and (B) the rights and remedies of the Secured Parties with respect thereto are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Very truly yours,

MERKLE GROUP INC.,  
A Maryland Corporation

By:  (SEAL)  
Jean Gilmore Holder, Executive Vice President,  
Chief Financial Officer and Treasurer

MERKLE INC.,  
A Maryland Corporation

By:  (SEAL)  
Jean Gilmore Holder, Treasurer

Address:  
7001 Columbia Gateway Drive  
Columbia, Maryland 21046

Acknowledged and Accepted:

Manufacturers and Traders Trust Company,  
as US Administrative Agent

By: \_\_\_\_\_  
Brendan Mahoney, Vice President

**Signature Page to Notice of Grant of Security Interest in Trademarks:**

The Obligors and the US Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that (A) 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, and (B) the rights and remedies of the Secured Parties with respect thereto are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Very truly yours,

MERKLE GROUP INC.,  
A Maryland Corporation

By: \_\_\_\_\_(SEAL)  
Jean Gilmore Holder, Executive Vice President,  
Chief Financial Officer and Treasurer

MERKLE INC.,  
A Maryland Corporation

By: \_\_\_\_\_(SEAL)  
Jean Gilmore Holder, Treasurer

Address:  
7001 Columbia Gateway Drive  
Columbia, Maryland 21046

Acknowledged and Accepted:

Manufacturers and Traders Trust Company,  
as US Administrative Agent

By: \_\_\_\_\_  
Brendan Mahoney, Vice President