

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM373333

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MeritDirect LLC		02/12/2016	LIMITED LIABILITY COMPANY: CONNECTICUT
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A.		
Street Address:	106 Corporate Park Drive		
Internal Address:	2nd Floor		
City:	White Plains		
State/Country:	NEW YORK		
Postal Code:	10604		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	2761656	DOVETAIL	
Registration Number:	2996491		
Registration Number:	4715982	MERITDIRECT HIGHER GROUND	
Registration Number:	4715974	MERITDIRECT	
Registration Number:	4716516	MERITDIRECT MERITBASE	
Registration Number:	4716515	MERITBASE	
Registration Number:	4716519	MERITDIRECT MERITMATCH	
Registration Number:	4716518	MERITMATCH	
Registration Number:	4723870	OMNICHANNELBASE	
Registration Number:	4723871	OMNI CHANNELBASE	
Registration Number:	4723872	MERITDIRECT PINNACLE	
Registration Number:	4793492	XACT MAILBASE	
Registration Number:	4811325	XACTMAILBASE	
CORRESPONDENCE DATA			
Fax Number:			
<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>			

OP \$340.00 2761656

Phone: 212-238-3214
Email: ipteam@nationalcorp.com
Correspondent Name: Sharon Elwin
Address Line 1: 120 Broadway, 32nd Floor
Address Line 2: Emmet Marvin & Martin LLP
Address Line 4: New York, NEW YORK 10271

ATTORNEY DOCKET NUMBER: F161286

NAME OF SUBMITTER: Sharon Elwin

SIGNATURE: /Sharon Elwin/

DATE SIGNED: 02/16/2016

Total Attachments: 3

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GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **MERITDIRECT LLC**, a Connecticut limited liability company (the "**Grantor**"), and **JPMORGAN CHASE BANK, N.A.**, (the "**Lender**") are parties to an Amended and Restated Security Agreement, dated as of February 12, 2016 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**"). All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

Pursuant to the Security Agreement, as security for the payment in full of the Secured Obligations, the Grantor collaterally assigned, pledged, granted and hypothecated to the Lender, a security interest in, all of the right, title and interest of the Grantor in, to and under the Collateral, including, without limitation, certain of its intellectual property.

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor, as security for the payment in full of the Secured Obligations, hereby collaterally assigns, pledges, grants and hypothecates to the Lender, a security interest in all of the right, title and interest of the Grantor in, to and under the following property of the Grantor, now owned or hereafter acquired by the Grantor (collectively, the "**Trademark Collateral**"):


- (a) trademarks and registrations thereof, including the trademarks listed on Schedule 1 attached hereto (collectively, the "**Trademarks**");
- (b) the goodwill of the business symbolized by the Trademarks; and
- (c) all proceeds thereof, including, without limitation, from any and all causes of action which may exist by reason of infringement thereof.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lender with respect to the security interest in the Trademark Collateral made and granted hereby are 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 Lender's address is: 106 Corporate Park Drive, 2nd Floor, White Plains, New York 10604.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest (Trademarks) to be duly executed by its duly authorized officer as of February 12, 2016.

MERITDIRECT LLC

By: 
Name: Robert Sanchez
Title: Chief Executive Officer

[Signature page to Grant of Security Interest (Trademarks)]

TRADEMARK
REEL: 005732 FRAME: 0231

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of February 12, 2016

Mark	Registration Numbers	Registration Date
"Dovetail"	2761656	9/9/03
Dovetail Icon/Symbol	2996491	9/20/05
Meritdirect, Higher Ground	4715982	4/7/15
Meritdirect	4715974	4/7/15
Meritdirect, Meritbase	4716516	4/7/15
Meritbase	4716515	4/7/15
Meritdirect, Meritmatch	4716519	4/7/15
Meritmatch	4716518	4/7/15
OmniChannelBase	4723870	4/21/15
OmniChannelBase & design	4723871	4/21/15
Meritdirect Pinnacle & design	4723872(IC 35)	4/21/15
Xact MailBase (Stylized)	4793492	8/18/15
XactmailBase	4811325	9/15/15