

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM387951

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Shutterfly, Inc.		06/10/2016	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JPMorgan Chase Bank, N.A., as Administrative Agent		
<b>Street Address:</b>	10 SOUTH DEARBORN		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 50</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3997078	BIG IMPRESSIONS	
<b>Registration Number:</b>	3545807	BOOKMAKER	
<b>Registration Number:</b>	4441422	BOOKWORTHY	
<b>Registration Number:</b>	4567088	BORROWLENSES	
<b>Registration Number:</b>	3989645	BORROWLENSES.COM	
<b>Registration Number:</b>	4463721	CARDWORTHY	
<b>Registration Number:</b>	4330824	CUSTOM PATH	
<b>Registration Number:</b>	3363970	DIGI-SCRAPBOOK	
<b>Serial Number:</b>	86818599	FAVEPICS	
<b>Serial Number:</b>	86823441	FAVEPIX	
<b>Registration Number:</b>	4829740	GROOVEBOOK	
<b>Registration Number:</b>	3929279	HOW FAST TIME FLIES	
<b>Registration Number:</b>	4467575	KEEPSHOT	
<b>Registration Number:</b>	3997922	MAGNOLIA PRESS	
<b>Registration Number:</b>	3601233	MAKE ONE LIKE THIS	
<b>Registration Number:</b>	3997077		
<b>Serial Number:</b>	86923686	MONTHLY MOMENTS BY SHUTTERFLY	
<b>Registration Number:</b>	3990717	MY PUBLISHER	
<b>Serial Number:</b>	77147636	MYBOOK	

OP \$1265.00 3997078

Property Type	Number	Word Mark
Registration Number:	2674783	MYPUBLISHER
Registration Number:	2658767	MYPUBLISHER
Registration Number:	2986529	MYPUBLISHER
Registration Number:	3701973	NEXO
Registration Number:	4740761	PERFECTLY PERSONAL
Registration Number:	4288825	PHOTOCCINO
Registration Number:	2018625	PHOTOWORKS
Registration Number:	2696201	PHOTOWORKS
Registration Number:	3878771	PICTURE MORE
Registration Number:	3080812	POSTCARDS BY SHUTTERFLY
Serial Number:	87011451	PRINTFIX BY SHUTTERFLY
Registration Number:	2520840	SHUTTERFLY
Registration Number:	3397397	SHUTTERFLY
Registration Number:	2604030	SHUTTERFLY
Registration Number:	4729266	SHUTTERFLY
Registration Number:	4315856	SHUTTERFLY
Registration Number:	3157179	SHUTTERFLY COLLECTIONS
Registration Number:	2864567	SHUTTERFLY EXPRESS
Registration Number:	4312112	SIMPLE PATH
Registration Number:	4952609	SMALL TALK. BIG DAY.
Registration Number:	4246550	SMART AUTOFILL
Registration Number:	4274218	STORYBOARD
Registration Number:	4275927	TELL YOUR STORY
Registration Number:	3164706	TELL YOUR STORY
Registration Number:	4222371	THISLIFE
Registration Number:	3629373	TINY PRINTS
Registration Number:	4915300	TP
Registration Number:	4459573	TREAT
Registration Number:	2541483	VIVIDPICS
Registration Number:	4170186	WEDDING*PAPER DIVAS
Registration Number:	4721652	SEND SOMETHING SPECTACULAR

#### CORRESPONDENCE DATA

Fax Number: 8668265420

*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: 301-638-0511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc.

Address Line 1: 21 Tadcaster Circle

**TRADEMARK**

**REEL: 005814 FRAME: 0406**

<b>Address Line 2:</b>	attn: Penelope J.A. Agodoa
<b>Address Line 4:</b>	Waldorf, MARYLAND 20602

<b>ATTORNEY DOCKET NUMBER:</b>	crs1-41211
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<b>NAME OF SUBMITTER:</b>	Penelope J.A. Agodoa
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<b>SIGNATURE:</b>	/pja/
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<b>DATE SIGNED:</b>	06/14/2016
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**Total Attachments: 7**

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TRADEMARK SECURITY AGREEMENT, dated as of June 10, 2016, among SHUTTERFLY, INC. (the "Borrower") and JPMORGAN CHASE BANK, N.A., as Administrative Agent (the "Administrative Agent").

Reference is made to the Guarantee and Collateral Agreement dated as of November 22, 2011, as amended as of May 10, 2013 and as amended and restated as of June 10, 2016 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), among the Borrower, the Subsidiary Loan Parties party thereto and the Administrative Agent. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement dated as of November 22, 2011, as amended as of May 20, 2013 and as amended and restated as of June 10, 2016 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"). The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Subsidiary Loan Parties are affiliates of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Credit Agreement and are willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement. The rules of construction specified in Section 1.01(b) of the Security Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Secured Obligations, each Grantor, pursuant to the Security Agreement, did and hereby does grant to the Administrative Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Trademark Collateral"):

(a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule I (the "Trademarks");

(b) all goodwill associated with or symbolized by the Trademarks; and

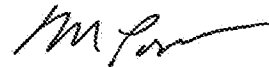
(c) all assets, rights and interests that uniquely reflect or embody the Trademarks.

SECTION 3. Security Agreement. The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Administrative Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Trademark Collateral 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. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

SHUTTERFLY, INC.,

by



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Name: Michael Pope

Title: Chief Financial Officer

JPMORGAN CHASE BANK, N.A., as  
Administrative Agent,

by

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Name:

Title:

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

SHUTTERFLY, INC.,


by

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Name: Michael Pope  
Title: Chief Financial Officer

JPMORGAN CHASE BANK, N.A., as  
Administrative Agent,

by

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Name: Caitlin Stewart  
Title: Vice President

Schedule I

See attached.



## SHUTTERFLY, INC. - TRADEMARKS

Mark	Status	Country	Filing Date	Application No.	Registration Date	Registration No.	HPBB Docket No.
BIG IMPRESSIONS	Registered - (G)	United States - (US)	12/01/2010	85/188,355	07/19/2011	3,997,078	60248-0052
BOOKMAKER	Registered - (G)	United States - (US)	05/02/2007	77/170,692	12/16/2008	3,545,807	60248-0126
BOOKWORTHY	Registered - (G)	United States - (US)	12/27/2012	85/811,547	11/26/2013	4,441,422	60248-0121
BORROWLENSES	Registered - (G)	United States - (US)	10/28/2013	86/103,749	07/15/2014	4,567,088	60248-0166
BORROWLENSES.COM	Registered - (G)	United States - (US)	11/30/2010	85/186,814	07/05/2011	3989645	60248-0165
CARDWORTHY	Registered - (G)	United States - (US)	09/07/2012	85/723,889	01/07/2014	4,463,721	60248-0104
CUSTOM PATH	Registered - (G)	United States - (US)	06/11/2012	85/648,993	05/07/2013	4,330,824	60248-0076
DIGI-SCRAPBOOK	Registered - (G)	United States - (US)	05/15/2007	77/181,718	01/01/2008	3363970	60248-0164
FavePics	Filed - (F)	United States - (US)	11/12/2015	86/18,599			60248-0190
FavePix	Filed - (F)	United States - (US)	11/17/2015	8682341			60248-0191
GROOVEBOOK	Registered - (G)	United States - (US)	02/14/2014	86/194653	10/13/2015	4,829,740	60248-0175
HOW FAST TIME FLIES	Registered - (G)	United States - (US)	06/04/2009	77/52311	03/08/2011	3929279	60248-0163
KEEPSHOT	Registered - (G)	United States - (US)	10/16/2012	85/755,342	01/14/2014	4,467,575	60248-0128
MAGNOLIA PRESS	Registered - (G)	United States - (US)	01/03/2011	85/209,356	07/19/2011	3,997,922	60248-0051
MAKE ONE LIKE THIS	Registered - (G)	United States - (US)	02/26/2008	77/406,577	04/07/2009	3,601,233	60248-0014
Miscellaneous Design (Elephant Logo)	Registered - (G)	United States - (US)	12/01/2010	85/188,347	07/19/2011	3,997,077	60248-0053
Monthly Moments by Shutterfly	Filed - (F)	United States - (US)	02/29/2016	86923686			60248-0192
MY PUBLISHER LOGO	Registered - (G)	United States - (US)	10/20/2009	77/853,103	07/05/2011	3,990,717	60248-0133
MYBOOK	Filed - (F)	United States - (US)	04/03/2007	77/147,636			60248-0134
MYPUBLISHER	Registered - (G)	United States - (US)	03/13/2002	76/381,710	01/14/2003	2,674,783	60248-0130
MYPUBLISHER	Registered - (G)	United States - (US)	09/12/2001	76/311,635	12/10/2002	2,658,767	60248-0131
MYPUBLISHER	Registered - (G)	United States - (US)	04/12/2004	78/400,308	08/16/2005	2,986,529	60248-0132
NEXO	Registered - (G)	United States - (US)	1/26/2007	77/092692	10/27/2009	3,701,973	
Perfectly Personal	Registered - (G)	United States - (US)	06/10/2014	86/305,878	05/19/2015	4,740,761	60248-0171
PHOTOCINO	Registered - (G)	United States - (US)	06/22/2012	85/658,926	02/12/2013	4,288,825	60248-0083
PHOTOWORKS	Registered - (G)	United States - (US)	07/22/1994	74/553,623	11/26/1996	2,018,625	60248-0048
PICTURE MORE	Registered - (G)	United States - (US)	03/17/2000	76/003,344	03/11/2003	2,696,201	60248-0050
POSTCARDS BY SHUTTERFLY	Registered - (G)	United States - (US)	10/29/2009	77/860,523	11/23/2010	3,878,771	60248-0012
PrintFix by Shutterfly	Filed - (F)	United States - (US)	11/4/2004	78/511311	4/1/2006	3080812	
SEND SOMETHING SPECTACULAR	Registered - (G)	United States - (US)	04/22/2016	87/011,451			60248-0197
SHUTTERFLY	Registered - (G)	United States - (US)	06/24/2014	86/318,701	04/14/2015	4,721,652	60248-0172
SHUTTERFLY	Registered - (G)	United States - (US)	08/10/1999	75/772,855	12/18/2001	2,520,840	60248-0029
SHUTTERFLY	Registered - (G)	United States - (US)	03/07/2007	77/124,316	03/18/2008	3,397,397	60248-0016
SHUTTERFLY	Registered - (G)	United States - (US)	01/18/2001	76/195,905	08/06/2002	2,604,030	60248-0026
SHUTTERFLY	Registered - (G)	United States - (US)	07/11/2012	86/335,084	04/28/2015	4,729,266	60248-0173
SHUTTERFLY & Design	Registered - (G)	United States - (US)	03/01/2014	85/557,433	04/09/2013	4,315,856	60248-0072
SHUTTERFLY COLLECTIONS	Registered - (G)	United States - (US)	7/11/2005	78/667,870	10/17/2006	3,157,179	
SHUTTERFLY EXPRESS	Registered - (G)	United States - (US)	06/16/2003	76/528,682	07/20/2004	2,864,567	60248-0024
SIMPLE PATH	Registered - (G)	United States - (US)	06/11/2012	85/648,998	04/02/2013	4,312,112	60248-0077
Small Talk, Big Day.	Registered - (G)	United States - (US)	02/10/2015	86/530,509	05/03/2016	4952609	60248-0184
SMART AUTOFILL	Registered - (G)	United States - (US)	01/05/2011	85/211,395	11/20/2012	4,246,550	60248-0039
STORYBOARD	Registered - (G)	United States - (US)	10/31/2011	85/460,947	01/15/2013	4,274,218	60248-0071

## SHUTTERFLY, INC. - TRADEMARKS

Mark	Status	Country	Filing Date	Application No.	Registration Date	Registration No.	HPBB Docket No.
TELL YOUR STORY	Registered - (G)	United States - (US)	08/24/2012	85/711,994	01/15/2013	4,275,927	60248-0103
TELL YOUR STORY	Registered - (G)	United States - (US)	03/29/2005	78/597,254	10/31/2006	3,164,706	60248-0022
THISLIFE	Registered - (G)	United States - (US)	07/14/2010	85/084,976	10/09/2012	4,222,371	60248-0122
TINY PRINTS	Registered - (G)	United States - (US)	09/19/2007	77/283,346	06/02/2009	3,629,373	60248-0056
TP DESIGN	Registered - (G)	United States - (US)	05/11/2015	86/259,200	03/08/2016	4,915,300	60248-0185
TREAT	Registered - (G)	United States - (US)	11/04/2011	85/465,075	12/31/2013	4,459,573	60248-0070
VIVIDPICS	Registered - (G)	United States - (US)	03/13/2000	75/943,279	02/19/2002	2,541,483	60248-0027
WEDDING*PAPER DIVAS	Registered - (G)	United States - (US)	04/26/2011	85/305,280	07/10/2012	4,170,186	60248-0057

TRADEMARK

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RECORDED: 06/15/2016