

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM396243

<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>
Focus Direct, LLC		08/02/2016	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cortland Capital Market Services LLC		
<b>Street Address:</b>	225 W. Washington St., 21st Floor		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2123152	FOCUS DIRECT	
<b>Registration Number:</b>	2441927	FOCUS DIRECT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2128066006		
<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>	2128065763		
<b>Email:</b>	afisher@stroock.com		
<b>Correspondent Name:</b>	Jeffrey M. Mann		
<b>Address Line 1:</b>	180 Maiden Lane, 38th Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10038-4982		
<b>ATTORNEY DOCKET NUMBER:</b>	002838/0014		
<b>NAME OF SUBMITTER:</b>	Jeffrey M. Mann		
<b>SIGNATURE:</b>	/jeffrey m. mann/		
<b>DATE SIGNED:</b>	08/24/2016		
<b>Total Attachments: 3</b>			
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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 and Pledge Agreement dated as of August 2, 2016 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Cortland Capital Market Services LLC, as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that 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.

Very truly yours,

.....  
Focus Direct, LLC

By: 

.....  
Name: William Athas

Title: Secretary

Acknowledged and Accepted:

Cortland Capital Market Services LLC, as Administrative Agent

By:   
Name: Emily Ergang Pappas  
Title: Associate Counsel

**Schedule 1**

**United States Trademarks:**

<b>Owner</b>	<b>Title</b>	<b>Registration Date</b>	<b>Registration Number</b>
Focus Direct, LLC	FOCUS DIRECT	12/23/1997	2,123,152
Focus Direct, LLC	FOCUS DIRECT	04/10/2001	2,441,927