

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM413949

<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>
BIRCHBOX, INC.		01/27/2017	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	100 Federal Street		
<b>Internal Address:</b>	9th Floor		
<b>City:</b>	BOSTON		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02110		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 47</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3949015	BIRCHBOX	
<b>Registration Number:</b>	4096349	BIRCHBOX	
<b>Registration Number:</b>	4572722	BIRCHBOX	
<b>Registration Number:</b>	4628983	BIRCHBOX	
<b>Registration Number:</b>	4664890	BIRCHBOX	
<b>Registration Number:</b>	4684980	BIRCHBOX	
<b>Registration Number:</b>	4704015	BIRCHBOX	
<b>Registration Number:</b>	4898206	BIRCHBOX	
<b>Registration Number:</b>	4979017	BIRCHBOX	
<b>Registration Number:</b>	4898793	BIRCHBOX	
<b>Registration Number:</b>	4898794	BIRCHBOX	
<b>Registration Number:</b>	4803402	B	
<b>Registration Number:</b>	4649938	B	
<b>Registration Number:</b>	4661117	B	
<b>Registration Number:</b>	4898207	B	
<b>Registration Number:</b>	4951683	B	
<b>Registration Number:</b>	4672498	B	
<b>Registration Number:</b>	4898208	B	

OP \$1190.00 3949015

Property Type	Number	Word Mark
Registration Number:	4946559	B
Registration Number:	4946797	B
Registration Number:	4096342	BIRCHBOX
Registration Number:	4572723	BIRCHBOX
Registration Number:	4096348	
Registration Number:	4096341	
Registration Number:	4597501	
Registration Number:	4704016	
Registration Number:	4407587	DISCOVER BEAUTY BETTER
Registration Number:	4673112	OPEN FOR BEAUTIFUL
Registration Number:	4701359	OPEN FOR BEAUTIFUL
Registration Number:	4937389	OPEN FOR DAPPER
Registration Number:	4918796	OPEN FOR HANDSOME
Registration Number:	4804119	PARLOR
Serial Number:	86503338	BIRCHBOX
Serial Number:	86503237	BIRCHBOX
Serial Number:	86503398	BIRCHBOX
Serial Number:	86503313	BIRCHBOX
Serial Number:	86774527	BIRCHBOX
Serial Number:	86774525	BIRCHBOX
Serial Number:	86774518	BIRCHBOX
Serial Number:	86774528	BIRCHBOX
Serial Number:	86774522	BIRCHBOX
Serial Number:	85949924	B
Serial Number:	85949949	B
Serial Number:	85949937	B
Serial Number:	85949952	B
Serial Number:	85949930	B
Serial Number:	85949946	B

**CORRESPONDENCE DATA**

Fax Number: 8004947512

*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: 202-370-4750

Email: ipteam@nationalcorp.com

Correspondent Name: Darlena Bari Stark

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, D.C. 20005

**TRADEMARK**

**REEL: 005977 FRAME: 0019**

<b>ATTORNEY DOCKET NUMBER:</b>	F168043
<b>NAME OF SUBMITTER:</b>	ANDREW NASH
<b>SIGNATURE:</b>	/ANDREW NASH/
<b>DATE SIGNED:</b>	01/27/2017

**Total Attachments: 8**

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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

January 27, 2017

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, BIRCHBOX, INC., a Delaware corporation (the “Grantor”), hereby grants to BANK OF AMERICA, N.A., as Administrative Agent and Collateral Agent for its own benefit and the benefit of the other Credit Parties (as defined in the Security Agreement referred to below), having an office at 100 Federal Street, 9<sup>th</sup> Floor, Boston, Massachusetts 02110 (the “Grantee”), a continuing security interest in the following: (i) all of the Grantor’s right, title and interest in, to and under the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications, and service mark applications set forth on Schedule A attached hereto (the foregoing, collectively, the “Marks”), (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this “Grant”) is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors, as such term is defined in the Security Agreement by, among others, the Grantor, the other Grantors party thereto (as defined therein), and the Grantee, dated as of January 27, 2017 (as amended, modified, supplemented or restated hereafter, the “Security Agreement”).

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and


provisions of which are incorporated herein by reference. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

This Grant and any claims, controversy, dispute or cause of action (whether in contract or tort or otherwise) based upon, arising out of or relating to this Grant and the transactions contemplated hereby shall be governed by, and construed in accordance with, the law of the State of New York.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

BIRCHBOX, INC., as Grantor

By:   
Name: Katia Beauchamp  
Title: CEO & President

ACKNOWLEDGED AND ACCEPTED:

BANK OF AMERICA, N.A.,  
as Grantee



By: Christine Hutchinson  
Name: Christine Hutchinson  
Title: Director

Signature Page to Grant of Security Interest in United States Trademarks




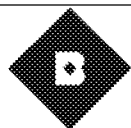
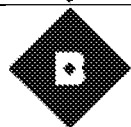
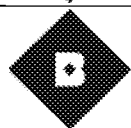
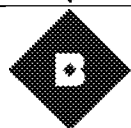






**TRADEMARK**  
**REEL: 005977 FRAME: 0024**

SCHEDULE A

Registered Trademarks







<u>Grantor</u>	<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Birchbox, Inc.	<b>BIRCHBOX</b>	3,949,015	April 19, 2011
Birchbox, Inc.	<b>BIRCHBOX</b>	4,096,349	Feb. 7, 2012
Birchbox, Inc.	<b>BIRCHBOX</b>	4,572,722	July 22, 2014
Birchbox, Inc.	<b>BIRCHBOX</b>	4,628,983	Oct. 28, 2014
Birchbox, Inc.	<b>BIRCHBOX</b>	4,664,890	Dec. 30, 2014
Birchbox, Inc.	<b>BIRCHBOX</b>	4,684,980	Feb. 10, 2015
Birchbox, Inc.	<b>BIRCHBOX</b>	4,704,015	Mar. 17, 2015
Birchbox, Inc.	<b>BIRCHBOX</b>	4,898,206	Feb. 9, 2016
Birchbox, Inc.	<b>BIRCHBOX</b>	4,979,017	June 14, 2016
Birchbox, Inc.	BIRCHBOX*	4,898,793	Feb. 9, 2016
Birchbox, Inc.	BIRCHBOX*	4,898,794	Feb. 9, 2016
Birchbox, Inc.		4,803,402	Sept. 1, 2015
Birchbox, Inc.		4,649,938	Dec. 2, 2014



Birchbox, Inc.		4,661,117	Dec. 23, 2014
Birchbox, Inc.		4,898,207	Feb. 9, 2016
Birchbox, Inc.		4,951,683	May 3, 2016
Birchbox, Inc.		4,672,498	Jan. 13, 2015
Birchbox, Inc.		4,898,208	Feb. 9, 2016
Birchbox, Inc.		4,946,559	April 26, 2016
Birchbox, Inc.		4,946,797	April 26, 2016
Birchbox, Inc.		4,096,342	Feb. 7, 2012
Birchbox, Inc.		4,572,723	July 22, 2014
Birchbox, Inc.		4,096,348	Feb. 7, 2012
Birchbox, Inc.		4,096,341	Feb. 7, 2012
Birchbox, Inc.		4,597,501	Sept. 2, 2014
Birchbox, Inc.		4,704,016	Mar. 17, 2015S
Birchbox, Inc.	<b>DISCOVER BEAUTY BETTER</b>	4,407,587	Sept. 24, 2013

Birchbox, Inc.	<b>OPEN FOR BEAUTIFUL</b>	4,673,112	Jan. 13, 2015
Birchbox, Inc.	<b>OPEN FOR BEAUTIFUL</b>	4,701,359	Mar. 10, 2015
Birchbox, Inc.	<b>OPEN FOR DAPPER</b>	4,937,389	Apr. 12, 2016
Birchbox, Inc.	<b>OPEN FOR HANDSOME</b>	4,918,796	Mar. 15, 2016
Birchbox, Inc.	<b>PARLOR</b>	4,804,119	Sept. 1, 2015

**Pending Trademark Applications**

<b><u>Grantor</u></b>	<b><u>Mark</u></b>	<b><u>Application Number</u></b>	<b><u>Application Date</u></b>
Birchbox, Inc.	BIRCHBOX	86503338	Jan. 14, 2015
Birchbox, Inc.	BIRCHBOX	86503237	Jan. 14, 2015
Birchbox, Inc.	BIRCHBOX	86503398	Jan. 14, 2015
Birchbox, Inc.	BIRCHBOX	86503313	Jan. 14, 2015
Birchbox, Inc.	BIRCHBOX*	86774527	Oct. 1, 2015
Birchbox, Inc.	BIRCHBOX*	86774525	Oct. 1, 2015
Birchbox, Inc.	BIRCHBOX*	86774518	Oct. 1, 2015
Birchbox, Inc.	BIRCHBOX*	86774528	Oct. 1, 2015
Birchbox, Inc.	BIRCHBOX*	86774522	Oct. 1, 2015
Birchbox, Inc.		85949924	June 4, 2013
Birchbox, Inc.		85949949	June 4, 2013
Birchbox, Inc.		85949937	June 4, 2013
Birchbox, Inc.		85949952	June 4, 2013
Birchbox, Inc.		85949930	June 4, 2013
Birchbox, Inc.		85949946	June 4, 2013

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Schedule A to Grant of Security Interest in United States Trademarks

**RECORDED: 01/27/2017**

**TRADEMARK**  
**REEL: 005977 FRAME: 0028**