

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM446348

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Birchbox, Inc.		09/29/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Trinity Capital Fund III, L.P.		
Street Address:	3075 W. Ray Road, Suite 525		
City:	Chandler		
State/Country:	ARIZONA		
Postal Code:	85226		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 32			
Property Type	Number	Word Mark	
Registration Number:	3949015	BIRCHBOX	
Registration Number:	4096349	BIRCHBOX	
Registration Number:	4572722	BIRCHBOX	
Registration Number:	4628983	BIRCHBOX	
Registration Number:	4664890	BIRCHBOX	
Registration Number:	4684980	BIRCHBOX	
Registration Number:	4704015	BIRCHBOX	
Registration Number:	4898206	BIRCHBOX	
Registration Number:	4979017	BIRCHBOX	
Registration Number:	4898793	BIRCHBOX	
Registration Number:	4898794	BIRCHBOX	
Registration Number:	4803402	B	
Registration Number:	4649938	B	
Registration Number:	4661117	B	
Registration Number:	4898207	B	
Registration Number:	4951683	B	
Registration Number:	4672498	B	
Registration Number:	4898208	B	
Registration Number:	4946559	B	

OP \$815.00 3949015

Property Type	Number	Word Mark
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

CORRESPONDENCE DATA

Fax Number: 2138918763

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.

Email: rhonda.deleon@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 355 South Grand Avenue

Address Line 4: Los Angeles, CALIFORNIA 90071-1560

ATTORNEY DOCKET NUMBER: 058488-0028

NAME OF SUBMITTER: Rhonda DeLeon

SIGNATURE: /Rhonda DeLeon/

DATE SIGNED: 10/06/2017

Total Attachments: 24

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement (“Agreement”) is entered into as of September 29, 2017 by and between TRINITY CAPITAL FUND III, L. P. (“Lender”), BIRCHBOX, INC., VERY BEAUTY LLC and PARLOR LLC (collectively and individually, “Grantor”).

RECITALS

A. Grantor has entered into a Loan and Security Agreement with Lender, dated as of the date hereof (as amended, restated, or otherwise modified from time to time, the “Loan Agreement”). All capitalized terms used but not defined herein shall have the respective meanings given to them in the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Lender a security interest in all of Grantor’s right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of the Obligations under the Loan Agreement, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

1. Grant of Security Interest. To secure the Obligations under the Loan Agreement, Grantor grants and pledges to Lender a security interest in all of Grantor’s right, title and interest in, to and under its intellectual property (all of which shall collectively be called the “Intellectual Property Collateral”), including, without limitation, the following:

(a) Any and all copyright rights, copyright applications, copyright registrations and like protections in each work of authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held, including without limitation those set forth on Exhibit A attached hereto (collectively, the “Copyrights”);

(b) Any and all trade secrets, and any and all intellectual property rights in computer software and computer software products now or hereafter existing, created, acquired or held;

(c) Any and all design rights that may be available to Grantor now or hereafter existing, created, acquired or held;

(d) All patents, patent applications and like protections including, without limitation, improvements, divisions, continuations, renewals, reissues, extensions, re-examination certificates, utility models, and continuations-in-part of the same, including without limitation the patents and patent applications set forth on Exhibit B attached hereto (collectively, the “Patents”);

(e) Any trademark and servicemark rights, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Grantor connected with and symbolized by such trademarks, including without limitation those set forth on Exhibit C attached hereto (collectively, the “Trademarks”);

(f) All mask works or similar rights available for the protection of semiconductor chips, now owned or hereafter acquired, including, without limitation those set forth on Exhibit D attached hereto (collectively, the “Mask Works”);

(g) Any and all claims for damages by way of past, present and future infringements of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights identified above;

(h) All licenses or other rights to use any of the Copyrights, Patents, Trademarks, or Mask Works and all license fees and royalties arising from such use to the extent permitted by such license or rights;

(i) All amendments, extensions, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and

(j) All proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

2. Recordation. Grantor authorizes the Commissioner for Patents, the Commissioner for Trademarks and the Register of Copyrights and any other government officials to record and register this Agreement upon request by Lender.

Grantor hereby authorizes Lender to (a) modify this Agreement unilaterally by amending the exhibits to this Agreement to include any Intellectual Property Collateral which Grantor obtains subsequent to the date of this Agreement and (b) file a duplicate original of this Agreement containing amended exhibits reflecting such new Intellectual Property Collateral. At Grantor’s reasonable request, Lender shall provide copies of any such modifications or filings to Grantor.

3. Loan Documents. This Agreement has been entered into pursuant to and in conjunction with the Loan Agreement, which is hereby incorporated by reference. The provisions of the Loan Agreement shall supersede and control over any conflicting or inconsistent provision herein. The rights and remedies of Lender with respect to the Intellectual Property Collateral are as provided by the Loan Agreement and related documents, and nothing in this Agreement shall be deemed to limit such rights and remedies.

4. Execution in Counterparts. This Agreement and any amendments, waivers, consents or supplements hereto may be executed in any number of counterparts, and by different parties hereto in separate counterparts, each of which when so delivered shall be deemed an original, but all of which counterparts shall constitute but one and the same instrument. Delivery of an executed counterpart of a signature page of this Agreement by facsimile, portable

document format (.pdf) or other electronic transmission will be as effective as delivery of a manually executed counterpart hereof.

5. Successors and Assigns. The provisions of this Agreement shall inure to the benefit of the parties hereto and their respective successors and assigns. Grantor shall not assign its obligations under this Agreement without Lender's express prior written consent, and any such attempted assignment shall be void and of no effect. Lender may assign, transfer, or endorse its rights hereunder pursuant to the terms of the Loan Agreement without prior notice to Grantor, and all of such rights shall inure to the benefit of Lender's successors and assigns.

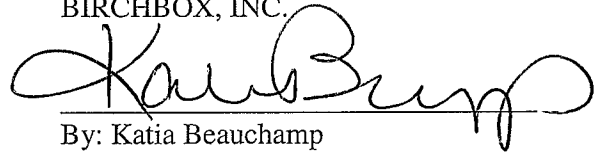
6. Governing Law. This Agreement has been negotiated and delivered to Lender in the State of California, and shall have been accepted by Lender in the State of California. This Agreement shall be governed by, and construed and enforced in accordance with, the laws of the State of California, excluding conflict of laws principles that would cause the application of laws of any other jurisdiction.

[Signature page follows.]

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

BIRCHBOX, INC.



By: Katia Beauchamp

Title: Chief Executive Officer & Treasurer

VERY BEAUTY LLC



By: Katia Beauchamp

Title: Chief Executive Officer & Treasurer

PARLOR LLC



By: Katia Beauchamp

Title: Chief Executive Officer & Treasurer

[SIGNATURE PAGE TO IP SECURITY AGREEMENT (Trinity/Birchbox)]

TRADEMARK
REEL: 006177 FRAME: 0498

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

BORROWER:

BIRCHBOX, INC., a Delaware corporation

By: _____
Name: Katia Beauchamp
Its: Chief Executive Officer and Treasurer

LENDER:

TRINITY CAPITAL FUND III, L.P., a Delaware limited partnership

By: TRINITY SBIC PARTNERS III, LLC, a Delaware limited liability company
Its: General Partner

By: TRINITY SBIC MANAGEMENT, INC., a Delaware corporation
Its: Manager

By: S L B
Name: Steven L. Brown
Its: President

EXHIBIT A

Copyrights

Title	Registration Number	Claimant
Birchbox Frequently Asked Questions	TX007466173	Birchbox, Inc.

EXHIBIT B

Patents

Title	Application Number	Publication Number
Optimizing An Assortment And Allocation Of Groups Of Items	14463892	20150058135

EXHIBIT C




Trademarks



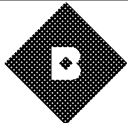


See attached.


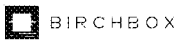

I. United States





A. Trademark Registrations (32)

Mark	Reg. no.	Cl	Description of goods	Reg. Date
BIRCHBOX	3,949,015	35	On-line retail store services in the field of beauty products; consumer membership program entitling the participants to receive product samples and discounts in the field of beauty products; promoting the goods and services of others by providing a web site featuring price-comparison information, product reviews, information on trends, how-to articles and videos, discounts, and links to the retail web sites of others, all in the field of beauty products; collecting, analyzing, processing and providing customer preference and product usage data, to providers of beauty products.	April 19, 2011
BIRCHBOX	4,096,349	18	Bags, namely textile shopping bags and pouches for holding cosmetics and other personal items.	Feb. 7, 2012
BIRCHBOX	4,572,722	35	On-line retail store services in the fields of food, tea, non-alcoholic beverages, apparel, belts, bags, home accessories, tableware, clocks, watches, jewelry, soaps, perfumery, cosmetics, stationery and party decorations; consumer membership program services in the fields of food, tea, non-alcoholic beverages, apparel, belts, bags, home accessories, tableware, clocks, watches, jewelry, soaps, perfumery, cosmetics, stationery and party decorations; promoting the goods and services of others by providing a web site featuring product information and reviews, information about practices and trends, how-to articles and videos, discounts and coupons, and links to the web sites of others, all in the fields of food, tea, non-alcoholic beverages, apparel, belts, bags, home accessories, tableware, clocks, watches, jewelry, soaps, perfumery, cosmetics, stationery and party decorations; collecting, analyzing, processing and providing customer preference and product usage data to providers of food products, tea, non-alcoholic beverages, apparel, belts, bags, home accessories, tableware, clocks, watches, jewelry, soaps, perfumery, cosmetics, stationery and party decorations.	July 22, 2014
BIRCHBOX	4,628,983	25	Apparel, namely t-shirts, shirts and leggings.	Oct. 28 2014
BIRCHBOX	4,664,890	35	Retail store services featuring cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, tea, apparel, bags, housewares, home accessories, tableware, watches, jewelry, candles and stationery.	Dec. 30, 2014
		44	Providing on-site beauty services, namely, hair styling, nail care and make-up application services, and beauty	

			consultation services.	
BIRCHBOX	4,684,980	21	Cosmetic brushes	Feb. 10, 2015
BIRCHBOX	4,704,015	26	Hair accessories, namely bobby pins	Mar. 17, 2015
BIRCHBOX	4,898,206	9	Downloadable software in the nature of applications for mobile phone and smart phones, namely, software that enables users to access and provide information, commentary, product reviews, discount information and links to the web sites of others, and to purchase goods and services	Feb. 9, 2016
BIRCHBOX	4,979,017	3	Cosmetics	June 14, 2016
BIRCHBOX ♦	4,898,793	25	Leggings, shirts, sweatshirts, sweatpants, t-shirts, tank tops	Feb. 9, 2016
BIRCHBOX ♦	4,898,794	21	Cosmetic brushes; make-up brushes	Feb. 9, 2016
	4,803.402	18	Bags	Sept. 1, 2015
	4,649,938	25	Apparel, namely, t-shirts, shirts, leggings.	Dec. 2, 2014
	4,661,117	35	Retail store services featuring cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, tea, non-alcoholic beverages, apparel, bags, housewares, home accessories, tableware, candles and stationery Providing on-site beauty services, namely, hair styling, nail	Dec. 23, 2014

		44	care and make-up application services, and beauty consultation services	
	4,898,207	9	Downloadable software in the nature of applications for mobile phone and smart phones, namely, software that enables users to access and provide information, commentary, product reviews, discount information and links to the web sites of others, and to purchase goods and services	Feb. 9, 2016
	4,951,683	35	On-line retail store services featuring cosmetics, soaps, perfumery, beauty products, food, coffee, tea, alcoholic and non-alcoholic beverages, bags, home accessories, tableware, picture and photo frames, clocks, watches, electronic docking stations, jewelry, candles, stationery, and home and party decorations; Promoting the goods and services of others by providing a web site featuring consumer product information and reviews and related product information about practices and trends, all in the fields of cosmetics, soaps, perfumery, beauty products, food, coffee, tea, alcoholic and non-alcoholic beverages, bags, home accessories, tableware, picture and photo frames, clocks, watches, electronic docking stations, jewelry, candles, stationery, and home and party decorations; Promoting the goods and services of others by providing a web site featuring discount information, coupons, and links to the retail web sites of others, all in the fields of cosmetics, soaps, perfumery, beauty products, food, coffee, tea, alcoholic and non-alcoholic beverages, bags, home accessories, tableware, picture and photo frames, clocks, watches, electronic docking stations, jewelry, candles, stationery, and home and party decorations; Administration of a consumer membership program for enabling participants to receive products, product samples, discounts, printed material, information, and loyalty points for on-line purchase of goods and services, all in the field of beauty products; Marketing services, namely consumer research in the nature of collecting, analyzing, and processing consumer preference and product usage information in the field of beauty products; Marketing services, namely, providing consumer research information about consumer preference and product usage to providers of beauty products.	May 3, 2016
	4,672,498	25	Apparel, namely t-shirts, shirts, leggings.	Jan. 13, 2015
	4,898,208	9	Downloadable software in the nature of applications for mobile phone and smart phones, namely, software that enables users to access and provide information, commentary, product reviews, discount information and links to the web sites of others, and to purchase goods and services	Feb. 9, 2016
	4,946,559	35	On-line retail store services featuring cosmetics, soaps, perfumery, beauty products, food, coffee, tea, alcoholic and non-alcoholic beverages, bags, home accessories, tableware, picture and photo frames, clocks, watches, electronic docking stations, jewelry, candles, stationery, and home and party decorations; Promoting the goods and services of others by providing a web site featuring information, as well as reviews, advice and informative articles and videos, about products, practices and trends, all in the fields of cosmetics, soaps, perfumery, beauty products, food, coffee, tea, alcoholic and	April 26, 2016

			non-alcoholic beverages, bags, home accessories, tableware, picture and photo frames, clocks, watches, electronic docking stations, jewelry, candles, stationery, and home and party decorations; Promoting the goods and services of others by providing a web site featuring discount information, coupons, and links to the retail web sites of others, all in the fields of cosmetics, soaps, perfumery, beauty products, food, coffee, tea, alcoholic and non-alcoholic beverages, bags, home accessories, tableware, picture and photo frames, clocks, watches, electronic docking stations, jewelry, candles, stationery, and home and party decorations; Administration of a consumer membership program for enabling participants to receive products, product samples, discounts, printed material, information, and loyalty points for on-line purchase of goods and services, all in the field of beauty products; Marketing services, namely consumer research in the nature of collecting, analyzing, and processing consumer preference and product usage information in the field of beauty products; Marketing services, namely, providing consumer research information about consumer preference and product usage to providers of beauty products.	
	4,946,797	35	Retail store services featuring cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, tea, non-alcoholic beverages, apparel, bags, housewares, home accessories, tableware, candles and stationery	April 26, 2016
		44	Providing on-site beauty services , namely, hair styling, nail care and make-up application services, and beauty consultation services	
	4,096,342	35	On-line retail store services in the field of beauty products; consumer membership program services in the field of beauty products; promoting the goods and services of others by providing a web site featuring information, reviews and advice about products, practices and trends, how-to articles and videos, discounts and coupons, and links to the web sites of others, all in the field of beauty products; collecting, analyzing, processing and providing customer preference and product usage information to providers of beauty products.	Feb. 7, 2012
	4,572,723	35	On-line retail store services in the fields of food, tea, non-alcoholic beverages, apparel, belts, bags, home accessories, tableware, clocks, watches, jewelry, soaps, perfumery, cosmetics, stationery and party decorations; consumer membership program services in the fields of food, tea, non-alcoholic beverages, apparel, belts, bags, home accessories, tableware, clocks, watches, jewelry, soaps, perfumery, cosmetics, stationery and party decorations; promoting the goods and services of others by providing a web site featuring product information and reviews, information about practices and trends, how-to articles and videos, discounts and coupons, and links to the web sites of others, all in the fields of food, tea, non-alcoholic beverages, apparel, belts, bags, home accessories, tableware, clocks, watches, jewelry, soaps, perfumery, cosmetics, stationery and party decorations; collecting, analyzing, processing and providing customer preference and product usage data to providers of food products, tea, non-alcoholic beverages, apparel, belts, bags, home accessories, tableware, clocks, watches, jewelry, soaps, perfumery, cosmetics, stationery and party decorations.	July 22, 2014

	4,096,348	18	Bags, namely textile shopping bags and pouches for holding cosmetics and other personal items.	Feb. 7, 2012
	4,096,341	35	On-line retail store services in the field of beauty products; consumer membership program services in the field of beauty products; promoting the goods and services of others by providing a web site featuring information, reviews and advice about products, practices and trends, how-to articles and videos, discounts and coupons, and links to the web sites of others, all in the field of beauty products; collecting, analyzing, processing and providing customer preference and product usage information to providers of beauty products.	Feb. 7, 2012
	4,597,501	35	On-line retail store services in the fields of food, coffee, tea, alcoholic and non-alcoholic beverages, apparel, belts, bags, home accessories, tableware, picture and photo frames, clocks, watches, jewelry, soaps, perfumery, cosmetics, stationery and party decorations; consumer membership program services in the fields of food, coffee, tea, alcoholic and non-alcoholic beverages, apparel, belts, bags, home accessories, tableware, picture and photo frames, clocks, watches, jewelry, soaps, perfumery, cosmetics, stationery and party decorations; promoting the goods and services of others by providing a web site featuring product information and reviews, information about practices and trends, how-to articles and videos, discounts and coupons, and links to the web sites of others, all in the fields of food, coffee, tea, alcoholic and non-alcoholic beverages, apparel, belts, bags, home accessories, tableware, picture and photo frames, clocks, watches, jewelry, soaps, perfumery, cosmetics, stationery and party decorations; collecting, analyzing, processing and providing customer preference and product usage data to providers of food products, coffee, tea, alcoholic and non-alcoholic beverages, apparel, belts, bags, home accessories, tableware, picture and photo frames, clocks, watches, jewelry, soaps, perfumery, cosmetics, stationery and party decorations.	Sept. 2, 2014
	4,704,016	26	Hair accessories, namely bobby pins	Mar. 17, 2015
DISCOVER BEAUTY BETTER	4,407,587	35	On-line retail store services in the field of beauty products; consumer membership program services in the field of beauty products; promoting the goods and services of others by providing a web site featuring information, reviews and advice about beauty products, practices and trends, how-to articles and videos, discounts and coupons, and links to the web sites of others, all in the field of beauty products; collecting, analyzing, processing and providing customer preference and product usage information regarding beauty products.	Sept. 24, 2013
OPEN FOR BEAUTIFUL	4,673,112	44	Providing on-site beauty services, namely, hair styling, nail care and make-up application services and beauty consultation services; providing a website featuring advice about beauty, personal care and lifestyle products	Jan. 13, 2015

<p>OPEN FOR BEAUTIFUL</p>	<p>4,701,359</p>	<p>35</p>	<p>Retail store services featuring cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, food, tea, apparel, bags, housewares, home accessories, watches, jewelry, candles, home and party decorations and stationery; Online retail store services featuring cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, food, tea, apparel, bags, housewares, garden tools, cutlery, home accessories, tableware, clocks, watches, electronic docking stations, jewelry, candles, home and party decorations, picture and photo frames and stationery; Promoting the goods and services of others by providing a web site featuring consumer product information and reviews and related product information about practices and trends, all in the fields of cosmetics, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, food, tea, apparel, bags, housewares, garden tools, cutlery, home accessories, tableware, clocks, watches, electronic docking stations, jewelry, candles, home and party decorations, picture and photo frames and stationery; Promoting the goods and services of others by providing a web site featuring discount information, coupons, and links to the retail web sites of others, all in the fields of cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, apparel, bags, housewares, home accessories, tableware, clocks, watches, jewelry, candles, home and party decorations, picture and photo frames and stationery; Administration of a consumer membership program for enabling participants to receive products, product samples, discounts, printed material, information, and loyalty points for on-line purchase of goods and services, all in the field of cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, food, tea, apparel, bags, housewares, garden tools, cutlery, home accessories, tableware, clocks, watches, electronic docking stations, jewelry, candles, home and party decorations, picture and photo frames and stationery.</p>	<p>Mar. 10, 2015</p>
<p>OPEN FOR DAPPER</p>	<p>4,937,389</p>	<p>35</p>	<p>Online retail store services featuring cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, food, coffee, tea, alcoholic and non-alcoholic beverages, apparel, bags, housewares, garden tools, cutlery, home accessories, tableware, clocks, watches, electronic docking stations, jewelry, candles, home and party decorations, picture and photo frames and stationery; Promoting the goods and services of others by providing a web site featuring consumer product information and reviews and related product information about practices and trends, all in the fields of cosmetics, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, food, coffee, tea, alcoholic and non-alcoholic beverages, apparel, bags, housewares, garden tools, cutlery, home accessories, tableware, clocks, watches, electronic docking stations, jewelry, candles, home and party decorations, picture and photo frames and stationery; Promoting the goods and services of others by providing a web site featuring discount information, coupons, and links to the retail web sites of others, all in the fields of cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and</p>	<p>Apr. 12, 2016</p>

			<p>personal care products and accessories, bath and body products and accessories, food, coffee, tea, alcoholic and non-alcoholic beverages, apparel, bags, housewares, garden tools, cutlery, home accessories, tableware, clocks, watches, electronic docking stations, jewelry, candles, home and party decorations, picture and photo frames and stationery.</p> <p>Administration of a consumer membership program for enabling participants to receive products, product samples, discounts, printed material, information, and loyalty points for on-line purchase of goods and services, all in the field of cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, food, coffee, tea, alcoholic and non-alcoholic beverages, apparel, bags, housewares, garden tools, cutlery, home accessories, tableware, clocks, watches, electronic docking stations, jewelry, candles, home and party decorations, picture and photo frames and stationery;</p>	
OPEN FOR HANDSOME	4,918,796	35	<p>Retail store services featuring cosmetic, beauty, perfumery, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, apparel, bags, housewares and home accessories; Online retail store services featuring cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, food, coffee, tea, alcoholic and non-alcoholic beverages, apparel, bags, housewares, garden tools, cutlery, home accessories, tableware, clocks, watches, electronic docking stations, jewelry, candles, home and party decorations, picture and photo frames and stationery;</p> <p>Promoting the goods and services of others by providing a web site featuring consumer product information and reviews and related product information about practices and trends, all in the fields of cosmetics, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, food, coffee, tea, alcoholic and non-alcoholic beverages, apparel, bags, housewares, garden tools, cutlery, home accessories, tableware, clocks, watches, electronic docking stations, jewelry, candles, home and party decorations, picture and photo frames and stationery.</p> <p>Promoting the goods and services of others by providing a web site featuring discount information, coupons, and links to the retail web sites of others, all in the fields of cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, food, coffee, tea, alcoholic and non-alcoholic beverages, apparel, bags, housewares, garden tools, cutlery, home accessories, tableware, clocks, watches, electronic docking stations, jewelry, candles, home and party decorations, picture and photo frames and stationery.</p> <p>Administration of a consumer membership program for enabling participants to receive products, product samples, discounts, printed material, information, and loyalty points for on-line purchase of goods and services, all in the field of cosmetic, beauty, perfumery, make-up, toiletry, lifestyle, skin, hair and personal care products and accessories, bath and body products and accessories, food, coffee, tea, alcoholic and non-alcoholic beverages, apparel, bags, housewares, garden tools, cutlery, home accessories, tableware, clocks, watches, electronic docking stations, jewelry, candles, home and party decorations, picture and photo frames and stationery.</p>	Mar. 15, 2016
PARLOR	4,804,119	3	Hair conditioner; Hair gels; Hair sprays; Shampoos; Styling	Sept.

			paste for hair	1, 2015
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II. Canada

Trademark Registrations (1)



Mark	Reg. no.	Description of goods (Canada does not use international classes)	Reg. Date
BIRCHBOX	TMA 883,120	<p>Wares: Bags, namely, cosmetic bags, toiletry bags and carry-all bags.</p> <p>Services: Online retail store services, namely, retail sales of cosmetics and beauty care products; consumer membership program services, namely, promoting the sale of wares and services through a consumer loyalty program entitling the participants to receive product samples and discounts in the field of beauty products; promoting the goods and services of others by providing a web site featuring product price-comparison information and product reviews, information about practices and trends, how-to articles and videos, discounts, and links to the web sites of others, all in the field of beauty products; collecting, analyzing, processing, and providing customer preference and product usage data to product manufacturers and retailers.</p>	July 30, 2014

III. European Union



Trademark Registrations (4)

Mark	Reg. no.	CI	Description of goods	Reg. Date
BIRCHBOX	1087226	35	On-line retail store services in the field of beauty products; consumer membership program entitling the participants to receive product samples and discounts in the field of beauty products; promoting the goods and services of others by providing a web site featuring price-comparison information, product reviews, information on trends, how-to articles and videos, discounts, and links to the retail web sites of others, all in the field of beauty products; collecting, analyzing, processing and providing customer preference and product usage data, to providers of beauty products.	July 5, 2011
BIRCHBOX	11878865	3 18 35	Soaps; perfumery, essential oils, cosmetics, hair lotions; including after sun gels and oils, compacts containing make-up, cosmetics and make-up. Goods made of leather and imitations of leather not included in other classes; hides; trunks and travelling bags; including bags, luggage, suitcases and valises. Advertising; business management; business administration; office functions; including presentation of goods on communications media for retail purposes; department store retail services connected with the sale of beauty products and bags; retail stores services (including on-line retail store services) in the fields of soaps, perfumery, essential oils, cosmetics, hair lotions; retail stores services (including on-line retail store services) in the fields of leather bags, boxes, cases, handbags, pouches and belts, briefcases, key cases, credit card holders, wallets, purses, luggage tags, straps, leads and leashes made of leather and imitations of leather, hides, trunks and travelling bags; retail stores services (including on-line retail store services) in the fields of foodstuffs of animal origin, vegetables and horticultural comestible products prepared for consumption or conservation, foodstuffs of plant origin prepared for consumption or conservation, food flavor enhancers, coffee, tea, cocoa and artificial coffee, mineral and aerated waters and other non-alcoholic beverages, alcoholic beverages, apparatus for lighting, heating, steam generating, cooking, refrigerating, drying, ventilating, water supply and sanitary purposes, tableware, picture and photo frames, clocks, watches, electronic docking stations, jewelry, candles, stationery, home and party decorations; consumer market information services, consumer research, consumer response analysis; commercial information and advice for consumers (consumer advice shop); provision of information and advice to consumers regarding the selection of products and items to be purchased; promoting the goods and services of others; advertising, marketing and promotional services; distribution of promotional material;	Dec. 27, 2013

			management of customer loyalty, incentive or promotional schemes; publicity and sales promotion relating to goods and services offered and ordered by telecommunication or the electronic way; collection, analysis, compilation, processing, dissemination and updating of data relating to business	
	11878907	3 18 35	(Same as BIRCHBOX mark above)	Jun. 6, 2013
	11878949	3 18 35	(Same as BIRCHBOX mark above)	Jun. 6, 2013

(Note: In Europe, BIRCHBOX is also registered in Switzerland (not an EU member nation) under Birchbox's 1st International Registration; see sec. VII below.)




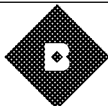
IV. Mexico

Trademark Registrations (2)

Mark	Reg. no.	Cl	Description of goods	Reg. Date
BIRCHBOX	1266543	3	Cosmeticos y productos de belleza [<i>Translation</i> : cosmetics & beauty products]	Feb. 9, 2012
BIRCHBOX	1316943	35	Publicidadl direccion de negocios; administracion comercial; tradajos de oficina. [<i>Translation</i> : advertising, business management, commercial administration, office functions (i.e., coverage in the <i>entirety</i> of Cl. 35)].	Sept. 28, 2012

V. China



Trademark Registrations (5)

Mark	Reg. no.	CI	Description of goods	Reg. Date
	17036971	35	Provision of an online marketplace for buyers and sellers; Sales promotion for others; Organization of trade fairs for commercial or advertising purposes; Marketing research; Opinion polling; Business information; Advertising; Presentation of goods on communication media, for retail purposes; Providing business information via a web site; Personnel management consultancy ; Relocation services for businesses; Secretarial services; Accounting; Rental of vending machines; Sponsorship search; Rental of sales display racks.	July 28, 2016
	17036972	3	Cosmetics; Hair colorants; Perfumes; Soap; Shampoos; Perfumery; Stain removers; Polishing preparations; Grinding preparations; Dentifrices; Incense; Deodorants for human beings or for animals; Air fragrancing preparations.	July 28, 2016
	17036973	35	Provision of an online marketplace for buyers and sellers; Sales promotion for others; Organization of trade fairs for commercial or advertising purposes; Marketing research; Opinion polling; Business information; Advertising; Presentation of goods on communication media, for retail purposes; Providing business information via a web site; Personnel management consultancy ; Relocation services for businesses; Secretarial services; Accounting; Rental of vending machines; Sponsorship search; Rental of sales display racks.	July 28, 2016
	17036974	3	Cosmetics; Hair colorants; Perfumes; Soap; Shampoos; Perfumery; Stain removers; Polishing preparations; Grinding preparations; Dentifrices; Incense; Deodorants for human beings or for animals; Air fragrancing preparations.	July 28, 2016
PARLOR	17036970	3	Cosmetics; Hair colorants; Perfumes; Soap; Shampoos; Perfumery; Stain removers; Polishing preparations; Grinding preparations; Dentifrices; Incense; Deodorants for human beings or for animals; Air fragrancing preparations.	July 28, 2016

(Note: In China, Birchbox also has a Cl. 35 Grant of Protection for BIRCHBOX under its International Registration; see sec. VII below.)

VI. Brazil

Trademark Registrations (2)

Mark	Appl no.	Cl.	Description of goods	Filing Date
 BIRCHBOX	831302526	3	Cosmetics	Oct. 17, 2011
 BIRCHBOX	831302674	35	On-line retail store services in the field of cosmetics and beauty products; consumer membership program services; promoting the goods and services of others by providing a web site featuring product information and reviews, information about practices and trends, how-to articles and videos, discounts and coupons, and links to the web sites of others; collecting, analyzing, processing, and providing customer preference and product usage data to product manufacturers and retailers; market research and data analysis in the field of cosmetics and beauty care products.	Oct. 17, 2011

**VII. International Grants of Protection
(under Madrid Protocol)**

Mark	Int'l Reg. No.	Cl.	Reg. Date
BIRCHBOX	1087226	35	July 5, 2011
	Designated Jurisdiction	Status	
	• Australia	Grant of Protection issued Mar. 7, 2012	
	• China	The TRAB appears to have "ended" the CTMO's objections to our application in late August 2015, effectively allowing the Grant of Protection.	
	• European Union	Grant of Protection issued.	
	• Japan	Grant of Protection issued on Aug. 2, 2012.	
	• Korea	Grant of Protection issued January 2013.	
	• Switzerland	Grant of Protection issued Sept. 11, 2012.	

VIII. Taiwan

Trademark Registrations (2)

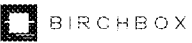
Mark	Reg. no.	Cl.	Description of goods	Reg. Date	Status
BIRCHBOX	1636270	3 35	Cosmetics, skin care preparations, perfumes, essential oils, toilet soaps for personal use, shampoo, shower gels, hair lotions, dentifrices, deodorants for personal use. On-line retail store services in the field of beauty products; consumer membership program services in the field of beauty products; promoting the goods and services of others by providing a web site featuring information, reviews and advice about products, practices and trends, how-to articles and videos, discounts and coupons, and links to the web sites of others, all in the field of beauty products; collecting, analyzing, processing and providing customer preference and product usage information to providers of beauty products.	April 1, 2014	After prevailing in our 4 Seedhope oppositions, TIPO has granted registration and the post-registration opposition period expired without any objection. We must renew registration before March 31, 2024.
	1636271	3 35	Cosmetics, skin care preparations, perfumes, essential oils, toilet soaps for personal use, shampoo, shower gels, hair lotions, dentifrices, deodorants for personal use. On-line retail store services in the field of beauty products; consumer membership program services in the field of beauty products; promoting the goods and services of others by providing a web site featuring information, reviews and advice about products, practices and trends, how-to articles and videos, discounts and coupons, and links to the web sites of others, all in the field of beauty products; collecting, analyzing, processing and providing customer preference and product usage information to providers of beauty products.	April 1, 2014	After prevailing in our 4 Seedhope oppositions, TIPO has granted registration and the post-registration opposition period expired without any objection. We must renew registration before March 31, 2024.

EXHIBIT D

Mask Works

None.