

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM496042

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of a Security Interest --Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GuildQuality Inc.		10/29/2018	Corporation: SOUTH CAROLINA
RECEIVING PARTY DATA			
Name:	TPG Specialty Lending, Inc., as Collateral Agent		
Street Address:	888 Seventh Avenue, 35th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10106		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	87805631	Q GUILDMASTER AWARD FOR SERVICE EXCELLEN	
Registration Number:	5575091	GUILDMASTER	
Registration Number:	5575083	GUILDQUALITY	
CORRESPONDENCE DATA			
Fax Number:	2138918763		
<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>			
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:	058423-0006		
NAME OF SUBMITTER:	Rhonda DeLeon		
SIGNATURE:	/Rhonda DeLeon/		
DATE SIGNED:	10/30/2018		
Total Attachments: 4			
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GRANT OF A SECURITY INTEREST --TRADEMARKS

October 29, 2018

WHEREAS, ADVANCED MARKETING CONCEPTS, LTD., a Wisconsin corporation, CUSTOMER LOBBY, LLC, a California limited liability company, GUILDQUALITY INC., a South Carolina corporation, KEYWORD CONNECTS LLC, a Massachusetts limited liability company, MARKET HARDWARE, INC., a Delaware corporation, SERVICE NATION INC., a Texas corporation, TECHNIQUE FITNESS, INC., a Pennsylvania corporation (each a "Grantor", and together, the "Grantors"), have adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, each Grantor has entered into a Pledge and Security Agreement, dated as of March 7, 2017 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of TPG SPECIALTY LENDING, INC., as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, each Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (as such term is defined in the Security Agreement), a continuing security interest in all right, title and interest of such Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the 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.

[signature page follows]

IN WITNESS WHEREOF, each Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the date first written above.

ADVANCED MARKETING CONCEPTS, LTD.

By:




Name: Marc Thompson

Title: Chief Financial Officer

CUSTOMER LOBBY, LLC

By:



Name: Marc Thompson

Title: Chief Financial Officer

GUILDQUALITY INC.

By:



Name: Marc Thompson

Title: Chief Financial Officer

KEYWORD CONNECTS LLC

By:



Name: Marc Thompson

Title: Chief Financial Officer

MARKET HARDWARE, INC.

By:



Name: Marc Thompson

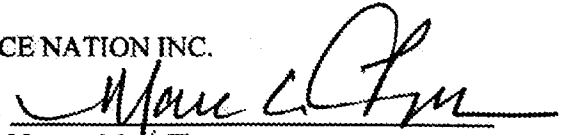
Title: Chief Financial Officer

[PAYSIMPLE—TRADEMARK SECURITY AGREEMENT]

TRADEMARK
REEL: 006470 FRAME: 0401

SERVICE NATION INC.

By:

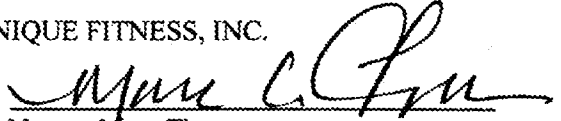


Name: Marc Thompson

Title: Chief Financial Officer

TECHNIQUE FITNESS, INC.

By:



Name: Marc Thompson





Title: Chief Financial Officer

[PAYSIMPLE—TRADEMARK SECURITY AGREEMENT]

TRADEMARK

REEL: 006470 FRAME: 0402

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Mark	Application No. Filing Date	Registration No. Registration Date	Owner
	87760977 January 18, 2018	5545460 August 21, 2018	Advanced Marketing Concepts, Ltd.
MARKETSHARP	87760824 January 18, 2018	5545444 August 21, 2018	Advanced Marketing Concepts, Ltd.
CUSTOMER LOBBY	87765278 January 22, 2018	5554555 September 4, 2018	Customer Lobby, LLC
	87805631 February 21, 2018		GuildQuality, Inc.
GUILDMASTER	87805554 February 21, 2018	5575091 October 2, 2018	GuildQuality, Inc.
GUILDQUALITY	87805383 February 21, 2018	5575083 October 2, 2018	GuildQuality, Inc.
	87768717 January 24, 2018		Keyword Connects LLC
KEYWORD CONNECTS	87768554 January 24, 2018		Keyword Connects LLC
MARKET HARDWARE	87769141 January 24, 2018	5554730 September 4, 2018	Market Hardware, Inc.
	87755474 January 15, 2018	5554024 September 4, 2018	Service Nation, Inc.
SERVICE WORLD EXPO	87755242 January 15, 2018	5505214 June 26, 2018	Service Nation, Inc.
SELL MORE. DO LESS.	87217612 October 27, 2016	5424370 March 13, 2018	Technique Fitness, Inc.