

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM496406

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Priority Fulfillment Services, Inc.		08/05/2015	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Regions Bank, as Collateral Agent		
Street Address:	3050 Peachtree Road, NW, Suite 400		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30305		
Entity Type:	Corporation: GEORGIA		
PROPERTY NUMBERS Total: 18			
Property Type	Number	Word Mark	
Registration Number:	5341840	PFS	
Registration Number:	5313162	LIVEAREA PFS AGENCY	
Registration Number:	5313161	LIVEAREA PFS AGENCY	
Registration Number:	5242892	PFS	
Registration Number:	5201783	PFS	
Registration Number:	5201782	PFS	
Serial Number:	88064761	RC PFS RETAILCONNECT	
Serial Number:	88064735	RC PFS RETAILCONNECT	
Serial Number:	88064697	RC PFS RETAILCONNECT	
Serial Number:	88064688	PFS RETAILCONNECT	
Serial Number:	88064655	PFS RETAILCONNECT	
Serial Number:	88064638	PFS RETAILCONNECT	
Serial Number:	88064620	RC RETAILCONNECT	
Serial Number:	88064610	RC RETAILCONNECT	
Serial Number:	88064534	RC RETAILCONNECT	
Serial Number:	88064517	RETAILCONNECT	
Serial Number:	88064500	RETAILCONNECT	
Serial Number:	88064477	RETAILCONNECT	

OP \$465.00 5341840

CORRESPONDENCE DATA**Fax Number:** 9192868199*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:** 9192868000**Email:** PTO_TMconfirmation@mvalaw.com, amberwest@mvalaw.com**Correspondent Name:** MOORE & VAN ALLEN PLLC**Address Line 1:** 3015 Carrington Mill Blvd., Suite 400**Address Line 4:** Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	029925.165
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NAME OF SUBMITTER:	John Slaughter
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SIGNATURE:	/john slaughter/
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DATE SIGNED:	11/01/2018
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Total Attachments: 4

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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 Agreement dated as of August 5, 2015 (as amended and modified, the “**Security Agreement**”) by and among the Grantors party thereto (each an “**Grantor**” and collectively, the “**Grantors**”) and Regions Bank, as Collateral Agent (the “**Collateral Agent**”) for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted to the Collateral Agent, for the benefit of the holders of the Secured Obligations, a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto.

The Grantors and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Signature pages follow]

Very truly yours,

PRIORITY FULFILLMENT SERVICES, INC., a
Delaware corporation

By: Thomas J. Madden
Name: Thomas J. Madden
Title: Chief Financial Officer

PRIORITY FULFILLMENT SERVICES, INC.
TRADEMARK SECURITY AGREEMENT

TRADEMARK
REEL: 006473 FRAME: 0007

Acknowledged and Accepted:

REGIONS BANK,
as Collateral Agent

By: Jason Douglas

Name: Jason Douglas

Title: Director

PRIORITY FULFILLMENT SERVICES, INC.
TRADEMARK SECURITY AGREEMENT

TRADEMARK
REEL: 006473 FRAME: 0008

Schedule 1

Priority Fulfillment Services, Inc.
(Delaware corporation)

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
PFS and Design	5341840	11/21/17
LIVEAREA PFS AGENCY (Stylized)	5313162	10/17/17
LIVEAREA PFS AGENCY (Stylized)	5313161	10/17/17
PFS and Design	5242892	07/11/17
PFS and Design	5201783	05/09/17
PFS and Design	5201782	05/09/17

Trademark Applications

Mark	Appl. No.	Filing Date
RC PFS RETAILCONNECT and Design	88064761	08/03/18
RC PFS RETAILCONNECT and Design	88064735	08/03/18
RC PFS RETAILCONNECT and Design	88064697	08/03/18
PFS RETAILCONNECT	88064688	08/03/18
PFS RETAILCONNECT	88064655	08/03/18
PFS RETAILCONNECT	88064638	08/03/18
RC RETAILCONNECT and Design	88064620	08/03/18
RC RETAILCONNECT and Design	88064610	08/03/18
RC RETAILCONNECT and Design	88064534	08/03/18
RETAILCONNECT	88064517	08/03/18
RETAILCONNECT	88064500	08/03/18
RETAILCONNECT	88064477	08/03/18