

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM508590

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Periscope, Inc.		01/31/2019	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Administrative Agent		
Street Address:	10 SOUTH DEARBORN		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	4411990	DO THINGS PEOPLE LOVE	
Registration Number:	2095165	PERISCOPE	
Registration Number:	2074058	PERISCOPE	
Registration Number:	2090368	PERISCOPE	
Serial Number:	88247130	FACE SWEATER	
Serial Number:	88010845	PEACE PAPER	
Serial Number:	87132443	PERISCOPE REVOLV	
CORRESPONDENCE DATA			
Fax Number:	2149813400		
<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>			
Phone:	214-981-3483		
Email:	dclark@sidley.com		
Correspondent Name:	Dusan Clark, Esq.		
Address Line 1:	Sidley Austin LLP		
Address Line 2:	2021 McKinney Ave., Suite 2000		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	36084-37010		
NAME OF SUBMITTER:	Dusan Clark		
SIGNATURE:	/Dusan Clark/		

CH \$190.00 4411990

DATE SIGNED:	02/04/2019
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Total Attachments: 4

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**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Confirmatory Grant") is made effective as of January 31, 2019 by and from PERISCOPE, INC., a corporation organized under the laws of the Minnesota (the "Grantor"), to and in favor of JPMORGAN CHASE BANK, N.A., as Administrative Agent (in such capacity, "Grantee"), for the benefit of the Holders of Secured Obligations under the Credit Agreement described below.

WHEREAS, Quad/Graphics, Inc. (the "Borrower"), the Lenders party thereto, and Grantee have entered into the Second Amended and Restated Credit Agreement dated as of April 28, 2014 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement");

WHEREAS, the Grantor has entered into the Second Amended and Restated Pledge and Security Agreement dated as of April 28, 2014 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Pledge and Security Agreement") among the Borrower, the Grantor, certain other Subsidiaries of the Borrower and the Grantee;

WHEREAS, the Grantor owns the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are pending or registered with the United States Patent and Trademark Office; and

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Pledge and Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Pledge and Security Agreement and the other loan documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of (i) all the Secured Obligations and (ii) all of the Guaranteed Obligations (both as defined in the Pledge and Security Agreement). Upon the indefeasible payment of all the Secured Obligations and Guaranteed Obligations in cash (other than Unliquidated Obligations), the termination or expiration of the Commitments and all Letters of Credit (or, in the case of all Letters of Credit, that the Letters of Credit have been fully collateralized (by cash or letter of credit) on terms reasonably satisfactory to the Grantee) and no commitments of the Grantee or the Holders of Secured Obligations which would give rise to any Secured Obligations or Guaranteed Obligations are outstanding, Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the

Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

[Signature page follows]

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest in Trademarks effective as of the date first written above.

PERISCOPE, INC.



Name: David J. Honan

Title: Chief Financial Officer and Treasurer

Signature Page to Confirmatory Grant of Security Interest in Trademarks

TRADEMARK
REEL: 006549 FRAME: 0383

CONFIRMATORY GRANT OF SECURITY INTEREST
 IN UNITED STATES TRADEMARKS
 Exhibit A - SCHEDULE OF TRADEMARKS

MARK	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.	CURRENT OWNER	STATUS
FACE SWEATER	88247130	02-JAN-2019			PERISCOPE, INC.	Pending Intent to Use
PEACE PAPER	88010845	22-JUN-2018			PERISCOPE, INC.	Pending Intent to Use
PERISCOPE REVOLV	87132443	09-AUG-2016			PERISCOPE, INC.	Pending Intent to Use
DO THINGS PEOPLE LOVE	85663210	27-JUN-2012	4411990	01-OCT-2013	PERISCOPE, INC.	Registered
PERISCOPE	75174766	10-SEP-1996	2095165	09-SEP-1997	PERISCOPE, INC.	Renewed (Registered)
PERISCOPE	75174767	10-SEP-1996	2074058	24-JUN-1997	PERISCOPE, INC.	Renewed (Registered)
PERISCOPE	74675311	17-MAY-1995	2090368	26-AUG-1997	PERISCOPE, INC.	Renewed (Registered)