

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM537967

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Administrative Agent		08/16/2019	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Giftco, LLC		
Street Address:	3113 Woodcreek Drive		
City:	Downers Grove		
State/Country:	ILLINOIS		
Postal Code:	60515		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3243130	GIFTS.COM	
CORRESPONDENCE DATA			
Fax Number:	7043311159		
<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:	7043311000		
Email:	PTO_TMconfirmation@mvalaw.com, maryelizabethzaldivar@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	100 North Tryon Street		
Address Line 2:	Suite 4700, ATTN: IP DEPARTMENT		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	031752.000256		
NAME OF SUBMITTER:	John Slaughter		
SIGNATURE:	/john slaughter/		
DATE SIGNED:	08/23/2019		
Total Attachments: 3			
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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of August 16, 2019 ("Release"), is made by Bank of America, N.A., as Administrative Agent ("Administrative Agent") in favor of Giftco, LLC, a Delaware limited liability company ("Obligor").

WHEREAS, pursuant to that certain Postpetition Security and Pledge Agreement dated as of June 5, 2019 (as amended, modified, supplemented, increased, extended, restated, renewed, refinanced or replaced from time to time, the "Security Agreement") by and among the Obligor, Administrative Agent, and others party thereto, Obligor granted to the Administrative Agent, for the holders of the Secured Obligations ("Secured Parties"), a continuing security interest in any and all right, title and interest of Obligor in and to all Trademarks, Trademark Licenses, and Proceeds of the foregoing (collectively, "Trademark Collateral"); and

WHEREAS, pursuant to the Security Agreement, Obligor executed and delivered to Administrative Agent, for the benefit of the Secured Parties, the Notice of Grant of Security Interest in Trademarks recorded at the United States Patent and Trademark Office ("USPTO") on August 7, 2019 at Reel 6714 Frame 0189 ("Notice").

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Administrative Agent, on behalf of the Secured Parties, and Obligor agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement or Notice.

SECTION 2. Termination and Release. Administrative Agent, on behalf of the Secured Parties, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the continuing security interest in any and all right, title and interest of Obligor in and to solely the Trademark Collateral listed on Schedule A attached hereto, granted pursuant to the Security Agreement or Notice; and

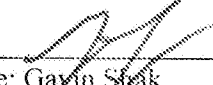
(b) authorizes the recordation of this Release with the USPTO at Obligor's expense.

SECTION 3. Choice of Law. This Release shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the Administrative Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Administrative Agent:

Bank of America, N.A., as Administrative Agent

By:  _____

Name: Gaylin Spak

Title: Assistant Vice President

Schedule A

U.S. Trademark Subject to Security Interest
Granted by Giftco, LLC
In Favor of Bank of America, N.A., as Administrative Agent
Recorded August 7, 2019 at Reel 6714 Frame 0189

Trademark Registration

Mark	Reg. No.	Reg. Date
GIFTS.COM	3243130	05/15/07