

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM552747

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	US NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
POINTS.COM INC.		12/10/2019	Corporation: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	ROYAL BANK OF CANADA		
<b>Street Address:</b>	20 King Street West, 4th Floor		
<b>City:</b>	Toronto		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M5H 1C4		
<b>Entity Type:</b>	Bank: CANADA		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5010481	POINTS BUSINESS SOLUTIONS	
<b>Registration Number:</b>	5015404	LOYALTY COMMERCE PLATFORM	
<b>Registration Number:</b>	5028723	THE LOYALTY COMMERCE NETWORK	
<b>Registration Number:</b>	5038689	POINTSSELECT	
<b>Registration Number:</b>	4690124	POINTS LOYALTY WALLET	
<b>Registration Number:</b>	4686603	POINTS.COM	
<b>Registration Number:</b>	4298548	MORE TOGETHER	
<b>Registration Number:</b>	4144566	POINTS.COM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Phone:</b>	2123186532		
<b>Email:</b>	alanagramer@paulhastings.com		
<b>Correspondent Name:</b>	Alana Gramer		
<b>Address Line 1:</b>	200 PARK AVENUE		
<b>Address Line 2:</b>	Paul Hastings LLP		
<b>Address Line 4:</b>	NEW YORK, NEW YORK 10166		
<b>NAME OF SUBMITTER:</b>	ALANA GRAMER		
<b>SIGNATURE:</b>	/s/ AG		

CH \$215.00 5010481

<b>DATE SIGNED:</b>	12/10/2019
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**Total Attachments: 4**

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## US NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

THIS NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (this “**Notice**”) is made as of December 10, 2019 (“**Effective Date**”), by **POINTS.COM INC.**, a Canadian corporation (the “**Grantor**”), in favor of **ROYAL BANK OF CANADA** (the “**Agent**”), pursuant to the credit agreement dated as of the date hereof among the Agent, the other financial institutions party thereto from time to time, as lenders and Points.com Inc., as borrowers.

### WHEREAS:

- 1) The Grantor is the owner of (a) the registered trademarks and trademarks for which applications are pending in the United States Patent and Trademark Office (“**USPTO**”) set forth in Schedule A hereto (the “**Trademarks**”) and (b) the issued and pending patents in the USPTO set forth in Schedule B hereto (“**Patents**”); and
- 2) The Grantor and the Agent entered into a General Security Agreement dated as of the date hereof (the “**Security Agreement**”) pursuant to which the Grantor granted to the Agent, a security interest in, to, and over the Grantor’s rights, title, interests in and to the Collateral (such capitalized term as defined in the Security Agreement), including the Trademarks and Patents.

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in accordance with the terms and obligations set forth in the Security Agreement, the Grantor hereby confirms it has granted a security interest in, to, and under its rights, title, and interests in and to the Trademarks and Patents to the Agent.

This Notice has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the USPTO. The Grantor authorizes and requests recordation of this Notice.

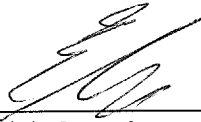
This Notice is governed by and will be construed in accordance with the laws of the laws of the State of New York.

**[SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF the Grantor has caused this Notice to be duly executed and delivered by its officer thereunto duly authorized.

**POINTS.COM INC.**

By: \_\_\_\_\_



Name: Erick Georgiou

Title: Chief Financial Officer

[Signature Page to the IP Notice – Points.com Inc.]

**TRADEMARK**  
**REEL: 006812 FRAME: 0793**

## **SCHEDULE A**

### **Trademarks**

	<b>Grantor/Registered Owner</b>	<b>Trademark</b>	<b>Registration No. or Application No.</b>
1.	Points.com Inc.	POINTS BUSINESS SOLUTIONS	5010481
2.	Points.com Inc.	LOYALTY COMMERCE PLATFORM	5015404
3.	Points.com Inc.	THE LOYALTY COMMERCE NETWORK	5028723
4.	Points.com Inc.	PointsSelect	5038689
5.	Points.com Inc.	POINTS LOYALTY WALLET	4690124
6.	Points.com Inc.	points.com & Design	4686603
7.	Points.com Inc.	MORE TOGETHER	4298548
8.	Points.com Inc.	POINTS.COM	4144566

**SCHEDULE B**

**Patents**

	<b>Grantor/Registered Owner</b>	<b>Patent Title</b>	<b>Patent No. or Application No.</b>
1.	Points.com Inc.	System and Method for Exchanging Reward Currency	8,433,607
2.	Points.com Inc.	System and Method for a Loyalty Network	10,445,759
3.	Points.com	Apparatus and Method of Facilitating The Exchange of Points Between Selected Entities	8,595,055