

<b>TRADEMARK ASSIGNMENT COVER SHEET</b>
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Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM584430

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CB Neptune Holdings, LLC		07/01/2020	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of Montreal, as Administrative agent		
<b>Street Address:</b>	115 South LaSalle Street		
<b>Internal Address:</b>	20th Floor West		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	Corporation: CANADA		
<b>PROPERTY NUMBERS Total: 41</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2901602	CARTS	
<b>Registration Number:</b>	1667820	CARTS	
<b>Registration Number:</b>	3449091	DIRECT2CARD	
<b>Registration Number:</b>	2202280	NEW YEAR NEW YOU	
<b>Registration Number:</b>	3827755	NEW YEAR, NEW YOU	
<b>Registration Number:</b>	2997875	NEWS AMERICA MARKETING	
<b>Registration Number:</b>	2023543	PRICE FEATURE PLUS	
<b>Registration Number:</b>	1679615	SHELFTAKE ONE	
<b>Registration Number:</b>	2930557	SHELFTALK	
<b>Registration Number:</b>	2879339	SHELFTALK	
<b>Registration Number:</b>	3973503	SHELFVISION VIDEO	
<b>Registration Number:</b>	3291419	SHORTCUTS	
<b>Registration Number:</b>	2582589	SMART MATRIX	
<b>Registration Number:</b>	2186735	SMARTSOURCE	
<b>Registration Number:</b>	4142610	SMARTSOURCE	
<b>Registration Number:</b>	2554497	SMARTSOURCE	
<b>Registration Number:</b>	4146264	SMARTSOURCE	
<b>Registration Number:</b>	5114286	SMARTSOURCE	
<b>TRADEMARK</b>			

OP \$1040.00 2901602

Property Type	Number	Word Mark
Registration Number:	2318250	SMARTSOURCE
Registration Number:	2908548	SMARTSOURCE BIG GAME EXTRAVAGANZA
Registration Number:	2608682	SMARTSOURCE COUPON MACHINE
Registration Number:	2877531	SMARTSOURCE COUPON MACHINE
Registration Number:	2508085	SMARTSOURCE DIRECT
Registration Number:	2874691	SMARTSOURCE FLOORTALK
Registration Number:	3519828	SMARTSOURCE FLOORTALK
Registration Number:	3884091	SMARTSOURCE HEART SMART
Registration Number:	2319422	SMARTSOURCE MAGAZINE
Registration Number:	4087120	SMARTSOURCE PRICE POP GUARANTEED
Registration Number:	3909128	SMARTSOURCE PRICE POP GUARANTEED
Registration Number:	2904795	SMARTSOURCE SHELFTAKE ONE
Registration Number:	2879355	SMARTSOURCE SHELFTAKE ONE
Registration Number:	3027817	SMARTSOURCE SHELFTALK BANNER
Registration Number:	3137928	SMARTSOURCE SHELFTALK BANNER
Registration Number:	2736898	SMARTSOURCE SHOWCASE
Registration Number:	2643018	SMARTSOURCE.COM
Registration Number:	2901613	SSCM SMARTWRAP
Registration Number:	3952459	WE HAVE SOMETHING IN STORE FOR YOUR BRAN
Registration Number:	4843673	51
Registration Number:	5825239	CHECKOUT 51
Registration Number:	3810840	BACK TO SCHOOL BACK TO SAVINGS
Registration Number:	3630701	BACK TO SCHOOL BACK TO SAVINGS

**CORRESPONDENCE DATA**

**Fax Number:**

*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:** 617-248-5000

**Email:** tadmin@choate.com

**Correspondent Name:** Daniel L. Scales

**Address Line 1:** Two International Place

**Address Line 2:** Choate Hall & Stewart LLP

**Address Line 4:** Boston, MASSACHUSETTS 02110

**ATTORNEY DOCKET NUMBER:** 2013546-0002

**NAME OF SUBMITTER:** Daniel L. Scales

**SIGNATURE:** /daniel l. scales/

**DATE SIGNED:** 07/02/2020

**Total Attachments:** 11

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TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "Trademark Security Agreement") is made as of July 1, 2020, by CB NEPTUNE HOLDINGS, LLC ("Grantor"), in favor of BANK OF MONTREAL, in its capacity as administrative agent for itself and the other Secured Parties (together with its successors and assigns in such capacity, "Grantee").

**WHEREAS**, the Grantor has 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**, the Grantor, among others, has entered into a U.S. Pledge and Security Agreement, dated July 1, 2020 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Grantee; and

**WHEREAS**, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the 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**, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the 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.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

The 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.

This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

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**IN WITNESS WHEREOF**, the Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

**CB NEPTUNE HOLDINGS, LLC**, a Delaware limited liability company, as a U.S. Borrower

By: 

Name: William Redmond

Title: Chief Executive Officer

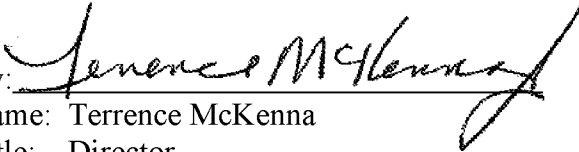
[Signature Page to Trademark Security Agreement]

**TRADEMARK**

**REEL: 006985 FRAME: 0917**

Acknowledged and Agreed:

**BANK OF MONTREAL**, as  
Administrative Agent

By:   
Name: Terrence McKenna  
Title: Director

**SCHEDULE A**

**Trademarks**

<u>Company</u>	<u>Trademark</u>	<u>Registration / Application No.</u>	<u>Registration / Filing Date</u>	<u>Status</u>	<u>Owned / Licensed</u>
CB Neptune Holdings, LLC	SHELFVISION	727634 (Australia)	Feb. 12, 1997	Active	Owned
CB Neptune Holdings, LLC	AD TROLLEY; AD TROLLEYS (Series)	137837 (New Zealand)	April 7, 1994	Active	Owned
CB Neptune Holdings, LLC	AD TROLLEYS	727635 (Australia)	May 25, 1999	Active	Owned
CB Neptune Holdings, LLC	AISLEVISION	1889367 (Canada)	March 21, 2018 <sup>1</sup>	Active	Owned
CB Neptune Holdings, LLC	CARTS	239336 (Colombia)	July 18, 2001	Active	Owned
CB Neptune Holdings, LLC	CARTS	2,901,602 (USA)	November 9, 2004	Active	Owned
CB Neptune Holdings, LLC	CARTS	1,667,820 (USA)	December 10, 1991	Active	Owned
CB Neptune Holdings, LLC	DIRECT2CARD	3,449,091 (USA)	June 17, 2008	Active	Owned
CB Neptune Holdings, LLC	FLOOR MEDIA; FLOOR MEDIA	274745 (New Zealand)	September 9, 1997	Active	Owned
CB Neptune Holdings, LLC	FLOORTALK; FLOOR TALK	725345 (New Zealand)	December 8, 2005	Active	Owned
CB Neptune Holdings, LLC	ICM	248598 (Colombia)	February 6, 2002	Active	Owned
CB Neptune Holdings, LLC	INFOPRODUCE	P-237691 (Venezuela)	June 28, 2002	Active	Owned

<sup>1</sup> Trademark Application Pending

<u>Company</u>	<u>Trademark</u>	<u>Registration / Application No.</u>	<u>Registration / Filing Date</u>	<u>Status</u>	<u>Owned / Licensed</u>
CB Neptune Holdings, LLC	INFOPRODUCE	S-019400 (Venezuela)	June 28, 2002	Active	Owned
CB Neptune Holdings, LLC	INFOSHELF & DESIGN	677199 (Australia)	November 6, 1995	Active	Owned
CB Neptune Holdings, LLC	INSTANT COUPON MACHINE	1996/00261 (South Africa)	December 11, 1998	Active	Owned
CB Neptune Holdings, LLC	L'ECONOMACHINE	TMA422589 (Canada)	January 28, 1994	Active	Owned
CB Neptune Holdings, LLC	NEW YEAR NEW YOU	2,202,280 (USA)	November 3, 1998	Active	Owned
CB Neptune Holdings, LLC	NEW YEAR NEW YOU	3,827,755 (USA)	August 3, 2010	Active	Owned
CB Neptune Holdings, LLC	NEWS AMERICA MARKETING	2,997,875 (USA)	September 20, 2005	Active	Owned
CB Neptune Holdings, LLC	PLAN AND SAVE	TMA459806 (Canada)	June 21, 1996	Active	Owned
CB Neptune Holdings, LLC	PRICE FEATURE PLUS	TMA491823 (Canada)	March 23, 1998	Active	Owned
CB Neptune Holdings, LLC	PRICE FEATURE PLUS	2,023,543 (USA)	December 17, 1996	Active	Owned
CB Neptune Holdings, LLC	SHELF VISION	205649 (New Zealand)	June 27, 1994	Active	Owned
CB Neptune Holdings, LLC	SHELFTAKE ONE	1,679,615 (USA)	March 17, 1992	Active	Owned
CB Neptune Holdings, LLC	SHELFTAKE ONE	S-019399 (Venezuela)	June 28, 2002	Active	Owned
CB Neptune Holdings, LLC	SHELFTALK	111881 (Israel)	February 7, 1999	Active	Owned
CB Neptune Holdings, LLC	SHELFTALK	S00038813 (Peru)	July 25, 2005	Active	Owned



<u>Company</u>	<u>Trademark</u>	<u>Registration / Application No.</u>	<u>Registration / Filing Date</u>	<u>Status</u>	<u>Owned / Licensed</u>
CB Neptune Holdings, LLC	SHELFTALK	2,930,557 (USA)	March 8, 2005	Active	Owned
CB Neptune Holdings, LLC	SHELFTALK	2,879,339 (USA)	August 31, 2004	Active	Owned
CB Neptune Holdings, LLC	SHELFTALK	S-019401 (Venezuela)	June 28, 2002	Active	Owned
CB Neptune Holdings, LLC	SHELFTALK; SHELF TALK	725344	October 6, 2005	Active	Owned
CB Neptune Holdings, LLC	SHELFVISION	TMA364690 (Canada)	October 6, 2005	Active	Owned
CB Neptune Holdings, LLC	SHELFVISION VIDEO	3,973,503 (USA)	June 7, 2011	Active	Owned
CB Neptune Holdings, LLC	SHORTCUTS	TMA838945 (Canada)	December 21, 2012	Active	Owned
CB Neptune Holdings, LLC	SHORTCUTS	3,291,419 (USA)	September 11, 2007	Active	Owned
CB Neptune Holdings, LLC	SMART MATRIX	2,582,589 (USA)	June 18, 2002	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	98 712 896 (France)	June 17, 1998	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	209626 (Ireland)	May 22, 1998	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	1998/08756 (South Africa)	September 3, 2001	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	1998/08757 (South Africa)	November 5, 2002	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	2152968 (UK)	December 19, 1997	Active	Owned
CB Neptune Holdings, LLC	SMARTSHELF	TMA433348 (Canada)	September 16, 1994	Active	Owned

<u>Company</u>	<u>Trademark</u>	<u>Registration / Application No.</u>	<u>Registration / Filing Date</u>	<u>Status</u>	<u>Owned / Licensed</u>
CB Neptune Holdings, LLC	SMART SOURCE	TMA539813 (Canada)	January 17, 2001	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	TMA652565 (Canada)	November 10, 2005	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	1,887,545 (Mexico)	May 24, 2018	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	1,887,546 (Mexico)	May 24, 2018	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	2,186,735 (USA)	September 1, 1998	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	4,142,610 (USA)	May 15, 2012	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	2,554,497 (USA)	April 2, 2002	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	4,146,264 (USA)	May 22, 2012	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	5,114,286 (USA)	January 3, 2017	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	2,318,250 (USA)	February 15, 2000	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE BIG GAME EXTRAVAGANZA	2,908,548 (USA)	December 7, 2004	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE CARTS	TMA691418 (Canada)	July 5, 2007	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE COUPON MACHINE	TMA691492 (Canada)	July 6, 2007	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE COUPON MACHINE	2,608,682 (USA)	August 20, 2002	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE COUPON MACHINE	2,877,531 (USA)	August 24, 2002	Active	Owned

<u>Company</u>	<u>Trademark</u>	<u>Registration / Application No.</u>	<u>Registration / Filing Date</u>	<u>Status</u>	<u>Owned / Licensed</u>
CB Neptune Holdings, LLC	SMARTSOURCE DIRECT	2,508,085 (USA)	November 13, 2001	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE FLOORTALK	TMA682294 (Canada)	February 23, 2007	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE FLOORTALK	2,874,691 (USA)	August 17, 2004	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE FLOORTALK	3,519,828 (USA)	October 21, 2008	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE FREEZERTALK	TMA682292 (Canada)	February 23, 2007	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE HEART SMART	3,884,091 (USA)	November 30, 2010	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE INSIDE	TMA770001 (Canada)	June 17, 2010	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE MAGAZINE	2,319,422 (USA)	February 15, 2000	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE PRICE POP GUARANTEED	4,087,120 (USA)	January 17, 2012	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE PRICE POP GUARANTEED	3,909,128 (USA)	January 18, 2011	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE PRICE POP GUARANTEED	TMA691417 (Canada)	July 5, 2007	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE SHELFTAKE ONE	2,904,795 (USA)	November 23, 2004	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE SHELFTAKE ONE	2,879,355 (USA)	August 31, 2004	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE SHELFTAKE ONE	TMA694319 (Canada)	August 20, 2007	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE SHELFTALK BANNER	3,027,817 (USA)	December 13, 2005	Active	Owned

<u>Company</u>	<u>Trademark</u>	<u>Registration / Application No.</u>	<u>Registration / Filing Date</u>	<u>Status</u>	<u>Owned / Licensed</u>
CB Neptune Holdings, LLC	SMARTSOURCE SHELFTALK BANNER	3,137,928 (USA)	September 5, 2006	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE SHELFVISION	TMA686650 (Canada)	April 26, 2007	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE SHOWCASE	TMA683471 (Canada)	March 13, 2007	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE SHOWCASE	2,736,898 (USA)	July 15, 2003	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE.COM	2,643,018 (USA)	October 29, 2002	Active	Owned
CB Neptune Holdings, LLC	SMARTSOURCE; SMART SOURCE	658594 (New Zealand)	November 3, 2003	Active	Owned
CB Neptune Holdings, LLC	SSCM SMARTWRAP	TMA682190 (Canada)	February 23, 2007	Active	Owned
CB Neptune Holdings, LLC	SSCM SMARTWRAP	2,901,613 (USA)	November 9, 2004	Active	Owned
CB Neptune Holdings, LLC	TAKE ONE	281893 (New Zealand)	December 9, 2002	Active	Owned
CB Neptune Holdings, LLC	UTILISOURCE	TMA577568 (Canada)	March 19, 2003	Active	Owned
CB Neptune Holdings, LLC	UTILISOURCE COQUILLE ECONOMACHINE	TMA683485 (Canada)	March 13, 2007	Active	Owned
CB Neptune Holdings, LLC	UTILISOURCE ECONOMACHINE	TMA683486 (Canada)	March 13, 2007	Active	Owned
CB Neptune Holdings, LLC	UTILISOURCE PROMO TABLETTES	TMA691416 (Canada)	July 5, 2007	Active	Owned
CB Neptune Holdings, LLC	UTILISOURCE PUB CHARIOTS	TMA689654 (Canada)	June 13, 2007	Active	Owned
CB Neptune Holdings, LLC	UTILISOURCE PUB FRIGO	TMA691493 (Canada)	July 6, 2007	Active	Owned

<u>Company</u>	<u>Trademark</u>	<u>Registration / Application No.</u>	<u>Registration / Filing Date</u>	<u>Status</u>	<u>Owned / Licensed</u>
CB Neptune Holdings, LLC	UTILISOURCE PUB PLANCHER	TMA689656 (Canada)	June 13, 2007	Active	Owned
CB Neptune Holdings, LLC	UTILISOURCE PUB POP-UP	TMA689655 (Canada)	June 13, 2007	Active	Owned
CB Neptune Holdings, LLC	UTILISOURCE PUB SIGNET	1921166 (Canada)	September 20, 2018	Active	Owned
CB Neptune Holdings, LLC	UTILISOURCE PUB TABLETTES	TMA689657 (Canada)	June 13, 2007	Active	Owned
CB Neptune Holdings, LLC	WE HAVE SOMETHING IN STORE FOR YOUR BRAND!	3,952,459 (USA)	April 26, 2011	Active	Owned
CB Neptune Holdings, LLC	ACTMEDIA	731967 (Australia)	November 28, 1997	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	752460 (Australia)	January 9, 1998	Active	Owned
CB Neptune Holdings, LLC	SMART SOURCE	286125 (New Zealand)	June 17, 1998	Active	Owned
CB Neptune Holdings, LLC	51 (Stylized and/or with Design)	TMA907184 (Canada)	June 25, 2015	Active	Owned
CB Neptune Holdings, LLC	51 (Stylized and/or with Design)	4,843,673	November 3, 2015	Active	Owned
CB Neptune Holdings, LLC	CHECKOUT 51	1,930,462	November 14, 2018	Active	Owned
CB Neptune Holdings, LLC	CHECKOUT 51	5,825,239	August 6, 2019	Active	Owned

<u>Company</u>	<u>Trademark</u>	<u>Registration / Application No.</u>	<u>Registration / Filing Date</u>	<u>Status</u>	<u>Owned / Licensed</u>
CB Neptune Holdings, LLC	BACK TO SCHOOL BACK TO SAVINGS & Design	3,810,840	June 29, 2010	Active	Owned
CB Neptune Holdings, LLC	BACK TO SCHOOL BACK TO SAVINGS & Design Revised	3,630,701	June 2, 2009	Active	Owned

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TRADEMARK  
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