

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM411775

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PRODEGE, LLC		01/10/2017	Limited Liability Company: CALIFORNIA
MYPOINTS.COM, LLC		01/10/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Silicon Valley Bank		
Street Address:	3003 Tasman Drive		
Internal Address:	HF 150		
City:	Santa Clara		
State/Country:	CALIFORNIA		
Postal Code:	95054		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Serial Number:	86973964	PUT CASH BACK IN YOUR WALLET!	
Serial Number:	87038872	SWAGBUCKS	
Registration Number:	4566142	SWAG BUCKS	
Registration Number:	4954508		
Registration Number:	4352402	SWAG BUCKS	
Registration Number:	3489305	SODAHEAD	
Registration Number:	4730260	POLLWARE	
Registration Number:	4229599	MYPOINTS	
Registration Number:	4229598	MYPOINTS	
Registration Number:	3430663	BONUSMAIL	
Registration Number:	3668584	MYPOINTS	
Registration Number:	2788641	MYPOINTS REWARDS	
Registration Number:	2119246	MYPOINTS	
Registration Number:	2440148	TRUE OPT-IN	
CORRESPONDENCE DATA			

OP \$365.00 86973964

Fax Number: 8004947512

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: 202-370-4750

Email: ipteam@nationalcorp.com

Correspondent Name: Joanna McCall

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: National Corporate Research, LTD

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	F167685
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NAME OF SUBMITTER:	Andrew Nash
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SIGNATURE:	/Andrew Nash/
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DATE SIGNED:	01/10/2017
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Total Attachments: 7

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FIRST SUPPLEMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This First Supplement to Intellectual Property Security Agreement (this “*Supplement*”) is made as of January 10, 2017 by and between (i) **SILICON VALLEY BANK**, a California corporation (“*Bank*”) and (ii) (a) **PRODEGE, LLC**, a California limited liability company (“*Prodege*”), and (b) **MYPOINTS.COM, LLC** (f/k/a Mypoints.com, Inc.), a Delaware limited liability company (“*MyPoints*” and Prodege are referred to herein, each and together, jointly and severally, as “*Grantor*”)

WHEREAS, Prodege executed and delivered an Intellectual Property Security Agreement dated December 27, 2012 (as amended of record from time to time hereinafter, the “*Prodege IP Agreement*”) in favor of the Bank, pursuant to which Prodege pledged, assigned and granted a security interest in certain Patents, which Prodege IP Agreement was recorded with (i) the Patent division of the United States Patent and Trademark Office on December 29, 2012 at Reel 29550, Frame 0346, (ii) the Trademark division of the United States Patent and Trademark Office on December 29, 2012 at Reel 4931, Frame 0701, and (iii) the Trademark division of the United States Patent and Trademark Office on March 20, 2015 at Reel 5482, Frame 0493;

WHEREAS, MyPoints executed and delivered an Intellectual Property Security Agreement dated as of April 19, 2016 (as amended of record from time to time hereinafter, the “*MyPoints IP Agreement*”; the Prodege IP Agreement and the MyPoints IP Agreement are referred to herein, each and together, as the “*Grant*”) in favor of the Bank, pursuant to which MyPoints pledged, assigned and granted a security interest in certain copyrights, patents, and trademarks;

WHEREAS, the Grantor developed additional copyrights, patents, and trademarks, and desire to hereby confirm the pledge of, and the grant of a security interest in, such additional intellectual property in favor of Bank; and

NOW, THEREFORE, in consideration of the mutual covenants herein contained and benefits to be derived herefrom, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the Grant.
2. Supplement to Exhibit A, Exhibit B and Exhibit C. Exhibit A, Exhibit B and Exhibit C to the Grant are hereby supplemented, but not replaced, by Exhibit A-1, Exhibit B-1 and Exhibit C-1 annexed hereto.
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the Grant remain in full force and effect. The Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants contained therein.

- b. This Supplement covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Supplement as of the date first written above.

GRANTORS:

PRODEGE, LLC

By: CHARLES DANIS
Name: Charles Danis
Title: CEO

MYPOINTS.COM, LLC

By: CHARLES DANIS
Name: Charles Danis
Title: CEO

[Signature page to First Supplemental Intellectual Property Security Agreement]

EXHIBIT A-1

COPYRIGHTS

Full Title	Copyright Number	Date
MyPoints.com Web Site.	TX0008007515	2014
MyPoints.com Web Site.	TX0008026759	2013
MyPoints.com Web Site.	TX0007893379	2013
MyPoints.com Web Site.	TX0008171945	2012
MyPoints.com Web Site.	TX0007753048	2012
MyPoints.com Web Site.	TX0007661788	2012
MyPoints.com Web Site.	TX0007816637	2011
MyPoints.com Web Site.	TX0007413211	2011
MyPoints.com Web Site.	TX0007419800	2011
MyPoints.com Web Site.	TX0007447943	2010
MyPoints.com Web Site.	TX0007417901	2009
MyPoints.com Web Site.	TX0007352331	2009
MyPoints.com Web Site.	TX0007293757	2009
MyPoints.com Web Site.	TX0007097357	2009
MyPoints.com Web Site.	TX0007346122	2008
MyPoints.com Web Site.	TX0007715279	2012
MyPoints.com Web Site.	TX0007739814	2012
MyPoints.com Web Site.	TX0007847091	2013

EXHIBIT B-1

PATENT AND PATENT APPLICATIONS

Issued Patents:

Patent No.	Title	Filed
7,240,022	Demographic information gathering and incentive award system and method	7/3/2007
7,613,742	System and Method For Providing Three- Way Failover for a Transactional Database	5/2/2006
7,689,606	System and Method of Efficiently Generating and Sending Bulk Emails	5/2/2006
7,908,264	Method for Providing The Appearance of a Single Data Repository for Queries Initiated in a System Incorporating	3/27/2007
7,685,231	Member Activation	4/4/2007
7,627,572	Rule-based Dry Run Methodology in an Information Management System	5/23/2007
8,086,487	Demographic Information Gathering and Incentive Award System and Method	6/29/2007
7,792,835	Method of Efficient Target Query Selection Ranging	7/24/2007
7,984,297	System and Method Of Spam Proof E-mail Bounce Tracking	7/25/2007
8,566,440	Method for Providing Custom Profile Analysis in a Demographic Information System	4/23/2008
8,050,967	System and Method for Tracking User Activity in an Incentive Award System	4/23/2008
8,046,255	System and Method for Generating Personalized Offers Through an Information Gathering System	4/23/2008
8,135,675	System And Method Of Efficiently Generating And Sending Bulk Emails	12/22/2009
8,438,059	Dynamic E-mail	1/28/2010

Patent Applications:

<u>Application No.</u>	<u>Title</u>	<u>Filed</u>
15/040,574	Systems and Methods for Gift Card Exchange	2/10/2016
12/423,643	System and Method for Web-Based Consumer-to-Business Referral	4/14/2009
11/780,617	Method of Providing Multi-Source Data Pull and User Notification	7/20/2007
12/644,512	System and Method of Efficiently Generating and Sending Bulk Emails	12/22/2009
12/400,648	System and Method for Electronic Feedback for Transaction Triggers	3/9/2009
11/782,417	Method of Refining and Selecting Data Repository Members	7/24/2007
11/832,013	System and Method of Personalizing Web Pages by Pre-Fetching Subsets of Individual Member Data	8/1/2007
11/752,799	Rule-Based Dry Run Methodology in an Information Management System	5/23/2007
12/108,149	System and Method for Generating Personalized Offers Through an Information Gathering System	4/23/2008
11/691,233	Target Query System and Method	3/26/2007
11/459,900	System and Method of Efficient Email Link Expiration	7/25/2006
11/782,340	Method of Efficient Target Query Selection Ranging	7/24/2007
11/416,661	System and Method for evenly distributing data across a distributed member architecture utilizing a home silo	5/2/2006
11/740,359	System and Method for Associating Threads with an Account Statement to Provide Access to Set a Set of Transactions	4/26/2007
11/416,593	Robust silo based system architecture	5/2/2006
11/417,088	Real-time aggregate counting in a distributed system architecture	5/2/2006

EXHIBIT C-1

U.S. TRADEMARK AND TRADEMARK APPLICATIONS

Country	ID (Registration # Unless Marked Otherwise)	Mark	Class	Date of App or Reg (as applicable)	Owner
USA	86/973,964	PUT CASH BACK IN YOUR WALLET!	35	04/13/2016	Prodege, LLC
USA	87/038,872	SWAGBUCKS	35, 41, 42	05/16/2016	Prodege, LLC
USA	4,566,142	SWAGBUCKS	9	07/15/2014	Prodege, LLC
USA	4,954,508	SB stylized logo	35, 41, 42	05/10/2016	Prodege, LLC
USA	4,352,402	SWAG BUCKS	35	06/18/2013	Prodege, LLC
USA	3,489,305	SODAHEAD		8/19/2008	Prodege, LLC
USA	4,730,260	POLLWARE		5/5/2015	Prodege, LLC
USA	4,229,599	MYPOINTS (design mark)	35	10/23/2012	MyPoints.com, LLC
USA	4,229,598	MYPOINTS	35	10/23/2012	MyPoints.com, LLC
USA	3,430,663	Bonusmail		5/20/2008	MyPoints.com, LLC
USA	3,668,584	MYPOINTS (design mark)		8/18/2009	MyPoints.com, LLC
USA	2,788,641	Mypoints rewards		12/02/2003	MyPoints.com, LLC
USA	2,119,246	Mypoints		12/9/1997	MyPoints.com, LLC
USA	2,440,148	True Opt-In		4/3/2001	MyPoints.com, LLC
USA	2,119,246	MYPOINTS		12/9/1997	MyPoints.com, LLC