\$2915.00 3608473

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM318206

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JOSTENS, INC.		09/23/2014	CORPORATION: MINNESOTA
PHOENIX COLOR CORP.		09/23/2014	CORPORATION: DELAWARE
THE LEHIGH PRESS LLC		09/23/2014	LIMITED LIABILITY COMPANY: PENNSYLVANIA
NEFF MOTIVATION, INC.		09/23/2014	CORPORATION: OHIO
MEMORY BOOK ACQUISITION LLC		09/23/2014	LIMITED LIABILITY COMPANY: DELAWARE
ROCK CREEK ATHLETICS, INC.		09/23/2014	CORPORATION: IOWA

RECEIVING PARTY DATA

Name:	CREDIT SUISSE AG, AS COLLATERAL AGENT		
Street Address:	11 MADISON AVENUE		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	BANK: SWITZERLAND		

PROPERTY NUMBERS Total: 116

Property Type	Number	Word Mark	
Registration Number:	3608473	PHOENIX COLOR CORP.	
Registration Number:	3732342	LEHIGH PHOENIX	
Registration Number:	3734942	LEHIGH PHOENIX	
Registration Number:	2954154	INTERACTIVE ILLUSION	
Registration Number:	2785921	LITHOFOIL	
Registration Number:	2964496	VIBRAMOTION	
Registration Number:	2138992	PHOENIX COLORNET	
Registration Number:	1382791	LEHIGH PRESS COLORTRONICS	
Registration Number:	1555268	LEHIGH PRESS LITHOGRAPHERS	
Registration Number:	2079244	THE LEHIGH PRESS, INC.	
Registration Number:	1454684	LP	
Registration Number:	1699651	DECOGRAM TRADEMARK	

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Property Type	Number	Word Mark	
Registration Number:	2195514	LEHIFI	
Registration Number:	3011905	BASEONE	
Registration Number:	1040949	NEFF	
Registration Number:	2523932	LEADER	
Registration Number:	2988519	MEMORY MEMORY BOOK COMPANY	
Registration Number:	1813984	MEMORY BOOK COMPANY	
Registration Number:	2086751	DUCKSTER	
Registration Number:	1658286	DELONG USA	
Registration Number:	1650822	DE LONG USA	
Registration Number:	1185868	DE LONG	
Registration Number:	1509268	DELONG	
Registration Number:	3097345	ACHIEVER	
Registration Number:	3918065	AMBER XT	
Registration Number:	1413282	AMERICA'S CLASS RING	
Registration Number:	3743981	C2G	
Serial Number:	86276755	CELEBRATING MOMENTS THAT MATTER	
Serial Number:	86276767	CELEBRATING MOMENTS THAT MATTER	
Serial Number:	86276773	CELEBRATING MOMENTS THAT MATTER	
Serial Number:	86276779	CELEBRATING MOMENTS THAT MATTER	
Serial Number:	86276787	CELEBRATING MOMENTS THAT MATTER	
Serial Number:	86276793	CELEBRATING MOMENTS THAT MATTER	
Serial Number:	86276802	CELEBRATING MOMENTS THAT MATTER	
Serial Number:	86276805	CELEBRATING MOMENTS THAT MATTER	
Serial Number:	86276811	CELEBRATING MOMENTS THAT MATTER	
Serial Number:	86276819	CELEBRATING MOMENTS THAT MATTER	
Serial Number:	86276825	CELEBRATING MOMENTS THAT MATTER	
Serial Number:	86276829	CELEBRATING MOMENTS THAT MATTER	
Serial Number:	86276837	CELEBRATING MOMENTS THAT MATTER	
Registration Number:	2859386	CHAMPIONS OF THE COMMUNITY	
Serial Number:	86276236	CLUBBOOK	
Registration Number:	4510861	COMMITMENT 2 COMMENCEMENT	
Registration Number:	3743980	COMMITMENT TO GRADUATE	
Registration Number:	3271416	CONNECTED FOR LIFE	
Registration Number:	2983066	DESIGN-A-SIDES	
Registration Number:	0323479	J	
Registration Number:	3425651	DUALCAST	
Registration Number:	3861870	ELEMENTS COLLECTION	
Registration Number:	3271415	EVERYTHING BUT THE DEGREE	
Registration Number:	2919163	FIRERAY	

REEL. 005369 FRAME. 0774

Property Type	Number	Word Mark		
Registration Number:	3116262	FLASHBAX		
Registration Number:	2411149	GLOWTOUCH		
Registration Number:	2672014	GOLD LANCE		
Registration Number:	2822169	GOLD LANCE GL		
Registration Number:	2740442	GRAD FINALE		
Registration Number:	2949632	GRAD TRACK		
Registration Number:	3920347	GRADUATION CENTRAL		
Registration Number:	2307190	HEAR THE YEAR		
Registration Number:	2920922	HERITAGE		
Registration Number:	3620179	IMAGE SCAN BY JOSTENS		
Registration Number:	2315339	INTERGOLD		
Registration Number:	4041650	ITPAYS		
Registration Number:	0504577	JOSTENS		
Registration Number:	2381423	JOSTENS		
Registration Number:	2965650	JOSTENS		
Registration Number:	2406471	JOSTENS		
Registration Number:	3846986	JOSTENS DIRECT SOLUTIONS		
Registration Number:	2613151	JOSTENS NETLINE		
Registration Number:	4277021	JOSTENS PROMISE		
Registration Number:	4142642	KINDERKRAFT		
Registration Number:	4239331	LANDMARK		
Registration Number:	3225192	LAZON		
Registration Number:	3001061	LUSTRIUM		
Registration Number:	2043451	MEMORY EXPRESS		
Registration Number:	2920923	NUANCE		
Registration Number:	3963779	PERSONAL YEARBOOK PAGES		
Registration Number:	3075595	PROMINENCE		
Registration Number:	3108621	QUADRA		
Registration Number:	2332698	RENAISSANCE		
Registration Number:	4106886	REPLAYIT		
Registration Number:	3786783	RUC2G?		
Registration Number:	3167931	SCHOOL ANNUAL YEAR IN A FLASH DVD		
Registration Number:	4258984	SCHOOL CONNECT		
Serial Number:	86338730			
Serial Number:	86338739			
Serial Number:	86285992	SCHOOLWAY		
Serial Number:	86286001	SCHOOLWAY		
Registration Number:	4338358	SCHOOL CONNECT		
Registration Number:	3648065	SEGNI		

REEL. 005369 FRAME. 0775

Property Type	Number	Word Mark	
Serial Number:	85526093	SHADOWCAST	
Registration Number:	3458112	SHEER ICE	
Registration Number:	2987365	SIGNATURE	
Registration Number:	3200283	SILVER ELITE	
Registration Number:	3312409	SILVERXT	
Registration Number:	3030197	STATUS TASSEL	
Registration Number:	4444594	THE CONFIDENCE FACTOR	
Registration Number:	3254620	THE PRIDE FACTOR	
Serial Number:	85535173	TIME CAPSULE	
Registration Number:	1929842	TRADEWINDS	
Registration Number:	3857082	VANGUARD	
Registration Number:	4231556	VANGUARD FILIGREE	
Registration Number:	3324356		
Registration Number:	3596683	VISTA	
Registration Number:	3075594	VOICE	
Registration Number:	2685513	WHAT'S UP	
Registration Number:	2015074	WORLD BEAT	
Registration Number:	2493508	WRITE NOW!	
Registration Number:	3185606	YEARBOOK AVENUE	
Registration Number:	3862088	YEARBOOK HOME DIRECT	
Registration Number:	3834308	YEARBOOK THIS	
Registration Number:	3757427	YEARBOOK YOURSELF	
Registration Number:	3915167	YEARBOOK YOURSELF	
Registration Number:	3915166	YEARBOOK YOURSELF	
Registration Number:	3674639	YOURUSTORY	
Registration Number:	3993478	YEARTECH	

CORRESPONDENCE DATA

Fax Number: 8668265420

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: 301-638-0511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc. Address Line 1: 21 Tadcaster Circle

Address Line 2: attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	CRS1-39761
NAME OF SUBMITTER:	Penelope J.A. Agodoa
SIGNATURE:	/pja/
	TRADEMARK

REEL: 005369 FRAME: 0776

DATE SIGNED:	09/26/2014
Total Attachments: 9	
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GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (this "Agreement"), dated as of September 23, 2014, is made by JOSTENS, INC., a Minnesota corporation, PHOENIX COLOR CORP., a Delaware corporation, THE LEHIGH PRESS LLC, a Delaware limited liabilty company, NEFF MOTIVATION, INC., an Ohio corporation, MEMORY BOOK ACQUISITION LLC, a Delaware limited liabilty company, and ROCK CREEK ATHLETICS, INC., an Iowa corporation (each, a "Grantor" and collectively, the "Grantors"), in favor of Credit Suisse AG, as collateral agent (in such capacity, the "Agent") for the several banks and other financial institutions (the "Lenders") from time to time parties to the Credit Agreement dated as of September 23, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Visant Corporation, a Delaware corporation (the "Borrower"), Visant Secondary Holdings Corp., a Delaware corporation ("Holdings"), the Lenders from time to time party thereto and Credit Suisse AG, as the Administrative Agent and the Collateral Agent.

$\underline{W} \underline{I} \underline{T} \underline{N} \underline{E} \underline{S} \underline{S} \underline{E} \underline{T} \underline{H}$:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make loans to the Borrower and the Letter of Credit Issuers have agreed to issue Letters of Credit for the account of the Borrower and the Restricted Subsidiaries upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, each Grantor and any Subsidiaries that become a party thereto, have executed and delivered a Security Agreement, dated as of the date of the Credit Agreement, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantors have pledged and granted to the Agent for the benefit of the Agent and the Secured Parties continuing security interest in all Intellectual Property, including the Trademarks, that is not Excluded Property; and

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make loans and the Letter of Credit Issuer to issue Letters of Credit for the account of the Borrower and the Restricted Subsidiaries (other than the Borrower), and to induce one or more Lenders or Affiliates of Lenders to enter into Secured Cash Management Agreements or Secured Hedge Agreements with the Borrower and/or its Subsidiaries, Grantors agree, for the benefit of the Agent and the Secured Parties, as follows:

<u>Definitions</u>. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement.

- 1. Grant of Security Interest. Grantors hereby grant a security interest in all of Grantors' right, title and interest in, to and under the Trademarks that are not Excluded Property (including, without limitation, those items listed on Schedule A hereto), including the goodwill associated with such Trademarks and the right to receive all Proceeds therefrom (collectively, the "Collateral"), to the Agent for the benefit of the Secured Parties as collateral security for payment and performance when due of the Obligations; provided that, applications in the United States Patent and Trademark Office to register trademarks or service marks on the basis of Grantors' "intent to use" such trademarks or service marks will not be deemed to be Collateral unless and until an amendment to allege use or a statement of use has been filed and accepted by the United States Patent and Trademark Office, whereupon such application shall be automatically subject to the security interest granted herein and deemed to be included in the Collateral.
- 2. <u>Purpose</u>. This Agreement has been executed and delivered by Grantors for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Secured Parties in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.
- 3. <u>Acknowledgment</u>. Grantors do hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.
- 4. <u>Counterparts</u>. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.
- 5. <u>Governing Law</u>: This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

JOSTENS, INC., as a Grantor

Name: DAVIR Carus

Title: Senour Vice President

PHOENIX COLOR CORP., as a Grantor

By:

Name: Paul B, Carusso

Title: Sensur Vize President

THE LEHIGH PRESS LLC, as a Grantor

Ву:

Name: Paul 13: Carusso

Title: Senour Vree Prospect

NEFF MOTIVATION, INC., as a Grantor

By:

Name: Paul B. Carusso

Title: Serroy Vice President

MEMORY BOOK ACQUISITION LLC as a Grantor

Name: Povol 13, (a rouss

Title: Sentur Vice President

[Signature Page - Grant of Security Interest in Trademark Rights]

ROCK CREEK ATHLETICS, INC., as a Grantor

By: Paul B. Carusso Title: Senior Vice President

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH,

as the Collateral Agent

By: ___ Name:

Name: NUPUR KUMAR
Title: AUTHORIZED SIGNATORY

By: ___ Name:

Title:

Samuel Miller Authorized Signatory

[Signature Page - Grant of Security Interest in Trademark Rights]

SCHEDULE A

U.S. Trademark Registrations and Applications

		Registration	Application	Owner
Country	Mark Name	Number	Number	CALLET.
United States	PHOENIX COLOR CORP.	3,608,473	77/550,807	Phoenix Color
				Corp.
United States	LEHIGH PHOENIX	3,732,342	77/552,081	Phoenix Color
				Corp.
United States	LEHIGH PHOENIX &	3,734,942	77/554,161	Phoenix Color
	Design			Corp.
United States	INTERACTIVE ILLUSION	2,954,154	76/484,882	Phoenix Color
				Corp.
United States	LITHOFOIL	2,785,921	76/464,092	Phoenix Color
				Corp.
United States	VIBRAMOTION	2,964,496	76/484,874	Phoenix Color
				Corp.
United States	PHOENIX COLORNET	2,138,992	75/256214	Phoenix Color
	AND DESIGN	1.202.701		Corp.
United States	LEHIGH PRESS	1,382,791		The Lehigh Press
TT 's 1 Co.	COLORTRONICS	1.555.260		LLC
United States	LEHIGH PRESS	1,555,268		The Lehigh Press
United States	LITHOGRAPHERS	2,079,244		LLC The Lehigh Press
United States	THE LEHIGH PRESS, INC.	2,079,244		LLC
United States	LP (SCRIPT IMAGE)	1,454,684		The Lehigh Press
United States	LF (SCRIFT IMAGE)	1,434,004		LLC
United States	DECOGRAM	1,699,651		Phoenix Color
omica states	DECOGRAM!	1,055,051		Corp.
United States	LEHIFI	2,195,514		Phoenix Color
		_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		Corp.
United States	BASEONE	3,011,905		Phoenix Color
		.,,.		Corp.
TT 1 1 0	Marie	1 0 10 0 10	72/050 271	Neff Motivation,
United States	NEFF	1,040,949	73/058,271	Inc.
United States	LEADER	2 522 022	75/707,0003	Neff Motivation,
United States	LEADER	2,523,932	73/707,0003	Inc.
United States	MEMORY BOOK	2,988,519		Memory Book
	COMPANY			Acquisition LLC
United States	MEMORY BOOK	1,813,984		Memory Book
	COMPANY			Acquisition LLC
United States	DUCKSTER	2,086,751		Rock Creek
				Athletics, Inc.
United States	DeLONG USA & Design	1,658,286		Rock Creek
				Athletics, Inc.
United States	DE LONG USA	1,650,822		Rock Creek
	777.0176	1.105.010		Athletics, Inc.
United States	DE LONG	1,185,868		Rock Creek
TT 1: 10:	DELONG 6 D	1.500.000		Athletics, Inc.
United States	DELONG & Design	1,509,268		Rock Creek
TT-34-1 C:	ACHIEVED	2.007.245	70/2/2 1/7	Athletics, Inc.
United States	ACHIEVER	3,097,345	78/362,167	Jostens, Inc.

[[3492435]]

United States	Country	Mark Name	Registration Number	Application Number	Owner
United States	United States	AMBER XT			Jostens, Inc.
United States	United States	AMERICA'S CLASS RING	1,413,282	73/467,042	
THAT MATTER	United States	C2G	3,743,981	77/692,618	Jostens, Inc.
THAT MATTER	United States	CELEBRATING MOMENTS		86/276,755	Jostens, Inc.
United States					,
United States	United States			86/276,767	Jostens, Inc.
United States				,	,
United States	United States	CELEBRATING MOMENTS		86/276,773	Jostens, Inc.
THAT MATTER		THAT MATTER			,
United States	United States	CELEBRATING MOMENTS		86/276,779	Jostens, Inc.
United States		THAT MATTER			
United States	United States	CELEBRATING MOMENTS		86/276,787	Jostens, Inc.
THAT MATTER		THAT MATTER			
United States	United States	CELEBRATING MOMENTS		86/276,793	Jostens, Inc.
THAT MATTER		THAT MATTER			
United States	United States	CELEBRATING MOMENTS		86/276,802	Jostens, Inc.
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United States HEAK THE YEAK Z.307.190 1/5/570.704 Flostens Inc	United States	HEAR THE YEAR	2,307,190	75/520,704	Jostens, Inc.

Country	Mark Name	Registration Number	Application Number	Owner
United States	HERITAGE	2,920,922	78/362,160	Jostens, Inc.
United States	IMAGE SCAN BY JOSTENS	3,620,179	77/301,890	Jostens, Inc.
United States	INTERGOLD	2,315,339	75/400,544	Jostens, Inc.
United States	ITPAYS	4,041,650	85/268,922	Jostens, Inc.
United States	JOSTENS	0,504,577	71/529,468	Jostens, Inc.
United States	JOSTENS	2,381,423	75/820,874	Jostens, Inc.
United States	JOSTENS & Circle Logo Design	2,965,650	76/520,893	Jostens, Inc.
United States	JOSTENS & Circle Logo Design	2,406,471	75/912,441	Jostens, Inc.
United States	JOSTENS DIRECT SOLUTIONS	3,846,986	77/655,566	Jostens, Inc.
United States	JOSTENS NETLINE	2,613,151	75/885,877	Jostens, Inc.
United States	JOSTENS PROMISE	4,277,021	85/493,849	Jostens, Inc.
United States	KINDERKRAFT	4,142,642	85/430,789	Jostens, Inc.
United States	LANDMARK	4,239,331	85/569,337	Jostens, Inc.
United States	LAZON	3,225,192	78/922,961	Jostens, Inc.
United States	LUSTRIUM	3,001,061	78/362,246	Jostens, Inc.
United States United States	MEMORY EXPRESS	2,043,451	75/080,647	Jostens, Inc.
United States United States	NUANCE	2,920,923	78/362,253	Jostens, Inc.
United States United States	PERSONAL YEARBOOK	3,963,779	85/035,159	Jostens, Inc.
	PAGES	, ,	,	,
United States	PROMINENCE	3,075,595	78/362,229	Jostens, Inc.
United States	QUADRA	3,108,621	78/362,427	Jostens, Inc.
United States	RENAISSANCE	2,332,698	75/696,511	Jostens, Inc.
United States	REPLAYIT	4,106,886	85/314,548	Jostens, Inc.
United States	RUC2G?	3,786,783	77/692,672	Jostens, Inc.
United States	SCHOOL ANNUAL YEAR IN A FLASH DVD	3,167,931	78/699,701	Jostens, Inc.
United States	SCHOOL CONNECT & School House Design (Color)	4,258,984	85/472,751	Jostens, Inc.
United States	Schoolhouse Design		86/338,730	Jostens, Inc.
United States	Schoolhouse Design		86/338,739	Jostens, Inc.
United States	SCHOOLWAY		86/285,992	Jostens, Inc.
United States	SCHOOLWAY		86/286,001	Jostens, Inc.
United States	SCHOOL CONNECT	4,338,358	85/734,052	Jostens, Inc.
United States	SEGNI	3,648,065	77/124,212	Jostens, Inc.
United States	SHADOWCAST	-,,	85/526,093	Jostens, Inc.
United States	SHEER ICE	3,458,112	78/934,144	Jostens, Inc.
United States	SIGNATURE	2,987,365	78/362,177	Jostens, Inc.
United States	SILVER ELITE	3,200,283	78/138,235	Jostens, Inc.
United States	SILVERXT	3,312,409	78/922,939	Jostens, Inc.
United States	STATUS TASSEL	3,030,197	78/307,123	Jostens, Inc.
United States	THE CONFIDENCE	4,444,594	85/596,703	Jostens, Inc.
Jiiiod States	FACTOR	,,,,,,,,,	33,370,703	, 100.0110, 1110.
United States	THE PRIDE FACTOR	3,254,620	77/027,840	Jostens, Inc.
United States	TIME CAPSULE	, , ,	85/535,173	Jostens, Inc.
United States	TRADEWINDS	1,929,842	74/592,875	Jostens, Inc.
United States	VANGUARD	3,857,082	85/010,407	Jostens, Inc.
United States	VANGUARD FILIGREE	4,231,556	85/569,350	Jostens, Inc.
United States	VANGUARD Ring Design	3,324,356	78/909,332	Jostens, Inc.
United States	VISTA	3,596,683	78/899,599	Jostens, Inc.

Comtry	Mark Name	Registration Number	Application Number	Owner
United States	VOICE	3,075,594	78/362,173	Jostens, Inc.
United States	WHAT'S UP	2,685,513	76/244,753	Jostens, Inc.
United States	WORLD BEAT	2,015,074	74/693,377	Jostens, Inc.
United States	WRITE NOW!	2,493,508	75/901,991	Jostens, Inc.
United States	YEARBOOK AVENUE	3,185,606	78/542,027	Jostens, Inc.
United States	YEARBOOK HOME	3,862,088	77/913,110	Jostens, Inc.
	DIRECT			
United States	YEARBOOK THIS	3,834,308	77/893,762	Jostens, Inc.
United States	YEARBOOK YOURSELF	3,757,427	77/791,579	Jostens, Inc.
United States	YEARBOOK YOURSELF	3,915,167	77/954,846	Jostens, Inc.
United States	YEARBOOK YOURSELF	3,915,166	77/954,840	Jostens, Inc.
United States	YOURUSTORY	3,674,639	78/959,213	Jostens, Inc.
United States	YEARTECH	3,993,478	85/193,391	Jostens, Inc.

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