

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SocialNet, Inc.		12/21/2001	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Spark Networks plc		
<b>Street Address:</b>	8383 Wilshire Blvd.		
<b>Internal Address:</b>	Suite 800		
<b>City:</b>	Beverly Hills		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90211		
<b>Entity Type:</b>	Public Limited Company: UNITED KINGDOM		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2269152	WORKINGNETWORK	
Registration Number:	2267411	WHERE PEOPLE CONNECT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(310)208-1154		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(310) 208-1182		
<b>Email:</b>	vfu@richardsonpatel.com		
<b>Correspondent Name:</b>	Victor T. Fu		
<b>Address Line 1:</b>	10900 Wilshire Blvd.		
<b>Address Line 2:</b>	Suite 500		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90024		
<b>NAME OF SUBMITTER:</b>	Victor T. Fu		
<b>Signature:</b>	/Victor T. Fu/		

OP \$65.00 2269152

Date:

02/25/2005

**Total Attachments: 12**

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**WRITTEN RESOLUTION OF THE BOARD OF DIRECTORS OF  
MATCHNET PLC, DATED 13 FEBRUARY 2001**

Pursuant to the Memorandum and Articles of Association of MatchNet plc (the "MatchNet") the following resolution was adopted:

**WHEREAS:** MatchNet, SocialNet, Inc. ("**SocialNet**") and the selling stockholders of SocialNet have entered into a Share Exchange Agreement dated December 21, 2001 (the "**Exchange Agreement**") whereby MatchNet is offering to acquire the outstanding Common Stock and Preferred Stock of SocialNet in exchange for ordinary shares of 1p each of MatchNet ("**MatchNet Shares**"), provided that certain conditions to closing are met;

**NOW THEREFORE BE IT RESOLVED:** That on the Initial Closing Date (as defined in the Exchange Agreement), currently scheduled to occur on February 15, 2001, the officers of MatchNet are hereby authorized to issue MatchNet Shares to the SocialNet stockholders listed on the attached **Exhibit A** in the amounts set forth opposite such stockholder's name, representing 75% of the total MatchNet Shares each stockholder is entitled to receive if no indemnification obligations arise. Provided that no indemnification obligations arise, the remaining 25% of the Purchase Price to be received by each SocialNet stockholder shall be delivered to them in accordance with the terms of the Exchange Agreement.

**RESOLVED FURTHER:** That in addition to issuing MatchNet Shares, on the Initial Closing Date the officers of MatchNet are hereby authorized to issue, pursuant to the terms of the Exchange Agreement, cash in the amounts set forth in the attached **Exhibit A**, representing payments for fractional shares in the aggregate amount of \$32.94, as well as cash payments according to Section 1.2 of the Exchange Agreement in the aggregate amount of \$999.92.

**RESOLVED FURTHER:** That, pursuant to Section 8.1 of the Exchange Agreement, on the Initial Closing Date the officers of MatchNet are hereby authorized and directed to issue MatchNet Shares to the employees of SocialNet listed on the attached **Exhibit B** in the amounts set forth opposite each employee's name, provided that each employee delivers cash, check or wire transfer to MatchNet in the amount of 1p per share received.

**RESOLVED FURTHER:** That the Board hereby instructs the officers to deliver to the law offices of Georgopoulos Pahlavan & Prince, LLP the stock certificates representing the MatchNet Shares on the Initial Closing Date; provided, however, that if MatchNet's officers are unable to deliver such stock certificates on the Initial Closing Date, the officers are directed to enter into an escrow agreement with SocialNet whereby the SocialNet stock certificates shall be held in escrow until the MatchNet stock certificates can be physically delivered to Georgopoulos Pahlavan & Prince, LLP.

This document may be executed in several counterparts, in person or by facsimile, each of which may be deemed an original, but all of which together, when filed in the corporate records, shall be deemed one instrument.

BY THE MEMBERS OF THE BOARD OF DIRECTORS

\_\_\_\_\_  
Joe Y. Shepira, Chairman

\_\_\_\_\_  
Aloy Carmel

\_\_\_\_\_  
Albert A Schander

\_\_\_\_\_  
Adam Kravitz

\_\_\_\_\_  
Christoph Brüning

\_\_\_\_\_  
Franklin Urteaga

**WRITTEN RESOLUTION OF THE BOARD OF DIRECTORS OF MATCHNET PLC, DATED 13 FEBRUARY 2001**

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**WHEREAS:** MatchNet, SocialNet, Inc. ("SocialNet") and the selling stockholders of SocialNet have entered into a Share Exchange Agreement dated December 21, 2001 (the "Exchange Agreement") whereby MatchNet is offering to acquire the outstanding Common Stock and Preferred Stock of SocialNet in exchange for ordinary shares of 1p each of MatchNet ("MatchNet Shares"), provided that certain conditions to closing are met;

**NOW THEREFORE BE IT RESOLVED:** That on the Initial Closing Date (as defined in the Exchange Agreement), currently scheduled to occur on February 15, 2001, the officers of MatchNet are hereby authorized to issue MatchNet Shares to the SocialNet stockholders listed on the attached Exhibit A in the amounts set forth opposite such stockholder's name, representing 75% of the total MatchNet Shares each stockholder is entitled to receive if no indemnification obligations arise. Provided that no indemnification obligations arise, the remaining 25% of the Purchase Price to be received by each SocialNet stockholder shall be delivered to them in accordance with the terms of the Exchange Agreement.

**RESOLVED FURTHER:** That in addition to issuing MatchNet Shares, on the Initial Closing Date the officers of MatchNet are hereby authorized to issue, pursuant to the terms of the Exchange Agreement, cash in the amounts set forth in the attached Exhibit A, representing payments for fractional shares in the aggregate amount of \$32.94, as well as cash payments according to Section 1.2 of the Exchange Agreement in the aggregate amount of \$999.92.

**RESOLVED FURTHER:** That, pursuant to Section 6.1 of the Exchange Agreement, on the Initial Closing Date the officers of MatchNet are hereby authorized and directed to issue MatchNet Shares to the employees of SocialNet listed on the attached Exhibit B in the amounts set forth opposite each employee's name, provided that each employee delivers cash, check or wire transfer to MatchNet in the amount of 1p per share received.

**RESOLVED FURTHER:** That the Board hereby instructs the officers to deliver to the law offices of Georgopoulos Pahlavan & Prince, LLP the stock certificates representing the MatchNet Shares on the Initial Closing Date; provided, however, that if MatchNet's officers are unable to deliver such stock certificates on the Initial Closing Date, the officers are directed to enter into an escrow agreement with SocialNet whereby the SocialNet stock certificates shall be held in escrow until the MatchNet stock certificates can be physically delivered to Georgopoulos Pahlavan & Prince, LLP.

This document may be executed in several counterparts, in person or by facsimile, each of which may be deemed an original, but all of which together, when filed in the corporate records, shall be deemed one instrument.

BY THE MEMBERS OF THE BOARD OF DIRECTORS

Joe Y. Anagnostis, Chairman

Alois Carmel

Albert A Schander

Adam Kravitz

Christoph Bruning

Franklin Urteaga

**Exhibit A**

**Schedule of Shares to be issued to SocialNet Shareholders**

**I. Shareholders**

<b>SHAREHOLDER</b>	<b>NUMBER OF TOTAL SHARES</b>	<b>NUMBER OF SHARES TO BE ISSUED UPON INITIAL CLOSING</b>	<b>NUMBER OF SHARES TO BE ISSUED UPON FINAL CLOSING (SECURITY SHARES)</b>	<b>CASH COMPONEN T OF PURCHASE PRICE (\$1000)</b>	<b>CASH FOR FRACTIO NAL SHARES (Fraction of Share x \$1.53)</b>	<b>Total Cash Payments</b>
<b>Accel Investors '98 L.P. c/o Accel Partners Attn: Carter Sednaoui 1 Palmer Square Princeton, NJ 08542</b>	43,700	<b>32,775</b>	10,925	15.28	0.28	15.56
<b>Accel Internet Fund II L.P. c/o Accel Partners Attn: Carter Sednaoui 1 Palmer Square Princeton, NJ 08542</b>	65,867	<b>49,400</b>	16,467	23.03	0.18	23.21
<b>Accel Keiretsu VI L.P. c/o Accel Partners Attn: Carter Sednaoui 1 Palmer Square Princeton, NJ 08542</b>	8,233	<b>6,175</b>	2,058	2.88	0.73	3.61
<b>Accel VI L.P. c/o Accel Partners Attn: Bud Colligan 428 University Avenue Palo Alto, CA 94301</b>	515,538	<b>386,653</b>	128,885	180.26	0.11	180.37
<b>AE Reptyber LLC Attn: Greg Nash, CFO 80 Liberty Ship Way, Suite 22 Sausalito, CA 94965</b>	29,595	<b>22,196</b>	7,399	10.35	0.52	10.87
<b>Blazing Paradigm, Inc. Attn: Pat Madden 444 Spear Street, Suite 213 San Francisco, CA 94105-1607</b>	10,708	<b>8,031</b>	2,677	3.74	0.29	4.03
<b>Naomi Bloom 19940 Brenda Court Cupertino, CA 95014</b>	26	<b>19</b>	7	0.01	0.03	0.04
<b>Scott D. Bretschneider 135 Bella Vista San Francisco, CA 94127</b>	3	<b>2</b>	1	0.00	0.72	0.72

SHAREHOLDER	NUMBER OF TOTAL SHARES	NUMBER OF SHARES TO BE ISSUED UPON INITIAL CLOSING	NUMBER OF SHARES TO BE ISSUED UPON FINAL CLOSING (SECURITY SHARES)	CASH COMPONEN T OF PURCHASE PRICE (\$1000)	CASH FOR FRACTIO NAL SHARES (Fraction of Share x \$1.53)	Total Cash Payments
Linda E. Burgdorf 1712 S. Norfolk Street San Mateo, CA 94403	41	31	10	0.01	0.96	0.97
Mark Castillo 4922 Moorpark Avenue San Jose, CA 95129	146	109	37	0.05	1.33	1.38
John (Bud) C. Colligan 710 Berkeley Avenue Menlo Park, CA 94010	17,500	13,125	4,375	6.12	0.67	6.79
Diana Cruz 2537 River Plaza Drive, #66 Sacramento, CA 95833	99	74	25	0.03	1.13	1.16
Bruce Cunningham 371 Second Street Los Altos, CA 94022	34	25	9	0.01	1.06	1.07
Patrick J. Ferrell 12871 Atherton Court Los Altos Hills, CA 94022	18,039	13,529	4,510	6.31	0.66	6.97
Karl Fluis 2313 Armada Way San Mateo, CA 94404	69	52	17	0.02	0.60	0.62
[Robert Gilmartin] 48 Park Road Burlingame, CA 94010	11,838	8,879	2,959	4.14	0.09	4.23
Reid Hoffman 216 Mountain View Avenue Mountain View, CA 94041	9,478	7,108	2,370	3.31	0.21	3.52
Niquette Hunt 2523 McAllister Street San Francisco, CA 94118	346	259	87	0.12	1.42	1.54
Ignite Ventures II, L.P. 255 Shoreline Drive, #510 Redwood City, CA 94065	236,762	177,571	59,191	82.78	0.08	82.86
JBCL O'Brien Partners L.P. 1655 Bay Laurel Drive Menlo Park, CA 94025	592	444	148	0.21	1.15	1.36

<b>SHAREHOLDER</b>	<b>NUMBER OF TOTAL SHARES</b>	<b>NUMBER OF SHARES TO BE ISSUED UPON INITIAL CLOSING</b>	<b>NUMBER OF SHARES TO BE ISSUED UPON FINAL CLOSING (SECURITY SHARES)</b>	<b>CASH COMPONEN T OF PURCHASE PRICE (\$1000)</b>	<b>CASH FOR FRACTIO NAL SHARES (Fraction of Share x \$1.53)</b>	<b>Total Cash Payments</b>
<b>Steve Kaufman c/o Cornerstone Properties 1720 So. Amphlett Blvd., Suite 110 San Mateo, CA 94402</b>	8,245	<b>6,184</b>	2,061	2.88	0.81	3.69
<b>Susan Kaufman c/o MK Global Ventures 2471 East Bayshore Rd., Ste. 520 Palo Alto, CA 94303</b>	5,953	<b>4,465</b>	1,488	2.08	1.06	3.14
<b>Edward Kessler 14505 Americh Hill Road Los Gatos, CA 95032</b>	173	<b>130</b>	43	0.06	0.72	0.78
<b>Knight Ridder Ventures LLC Attn: Alan Silverglat 50 West San Fernando Street San Jose, CA 95113 (408) 938-7790</b>	591,905	<b>443,929</b>	147,976	206.96	0.70	207.66
<b>Ryan Koonce 1493 Guerrero San Francisco, CA 94110</b>	312	<b>234</b>	78	0.11	0.37	0.48
<b>Greg Lahann c/o MK Global Ventures 2471 East Bayshore Road, Ste. 520 Palo Alto, CA 94303</b>	4,143	<b>3,107</b>	1,036	1.45	0.32	1.77
<b>Lautz Grotte Engler &amp; Swimley LLC Attn: Lawrence G. Grotte 1 Bush Street, #550 San Francisco, CA 94104</b>	123	<b>92</b>	31	0.04	0.54	0.58
<b>Don Mackenzie 878 Brent Drive Cupertino, CA 95014</b>	357	<b>268</b>	89	0.13	1.47	1.6
<b>Karl Maurer 621 Boulevard Way Oakland, CA 94610</b>	54	<b>40</b>	14	0.02	0.08	0.1

<b>SHAREHOLDER</b>	<b>NUMBER OF TOTAL SHARES</b>	<b>NUMBER OF SHARES TO BE ISSUED UPON INITIAL CLOSING</b>	<b>NUMBER OF SHARES TO BE ISSUED UPON FINAL CLOSING (SECURITY SHARES)</b>	<b>CASH COMPONEN T OF PURCHASE PRICE (\$1000)</b>	<b>CASH FOR FRACTIO NAL SHARES (Fraction of Share x \$1.53)</b>	<b>Total Cash Payments</b>
<b>Greg Oberfield 1111 Reed Avenue, Apt. B Sunnyvale, CA 94087</b>	180	<b>135</b>	45	0.06	0.61	0.67
<b>David Pomije 3120 North Shore Drive Wayzata, MN 55392</b>	5,918	<b>4,438</b>	1,480	2.07	1.51	3.58
<b>Primedia Ventures, Inc. Attn: Lawrence Phillips 745 Fifth Avenue New York, NY 10151</b>	201,247	<b>150,935</b>	50,312	70.37	1.13	71.5
<b>Yan Pujante 1957 California Street, #11 Mountain View, CA 94040</b>	84	<b>63</b>	21	0.03	0.87	0.9
<b>Alisande M. Rozynko 8 Calypso Lane San Carlos, CA 94070</b>	591	<b>443</b>	148	0.21	1.15	1.36
<b>Paul Soltoff Soltoff Direct 9400 4<sup>th</sup> Street North Suite 200 St. Petersburg, FL 33702</b>	83	<b>62</b>	21	0.03	0.52	0.55
<b>St. Paul Venture Capital Affiliates Fund I, LLC c/o St. Paul Venture Capital Attn: James R. Simons 10400 Viking Drive, Suite 550 Eden Prairie, MN 55344</b>	6,673	<b>5,005</b>	1,668	2.33	1.21	3.54
<b>St. Paul Venture Capital IV, LLC c/o St. Paul Venture Capital Attn: James R. Simons 10400 Viking Drive, Suite 550 Eden Prairie, MN 55344</b>	236,007	<b>177,005</b>	59,002	82.52	0.20	82.72



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<b>St. Paul Venture Capital V, LLC c/o St. Paul Venture Capital Attn: James R. Simons 10400 Viking Drive, Suite 550 Eden Prairie, MN 55344</b>	224,924	<b>168,693</b>	56,231	78.64	0.08	78.72
<b>Talk City Inc. Attn: Peter Friedman and Jeff Snetiker 1919 S. Bascom Avenue Campbell, CA 95008</b>	355,143	<b>266,357</b>	88,786	124.18	0.29	124.47
<b>Terra Terwilliger 751 Layne Court, #27 Palo Alto, CA 94306</b>	2,959	<b>2,219</b>	740	1.03	0.77	1.8
<b>Tamara L. Thompson 2 Townsend Street, #2- 911 San Francisco, CA 94107</b>	887	<b>666</b>	221	0.31	1.12	1.43
<b>Mike Torgersen 273 Walter Hayes Dr. Palo Alto, CA 94303</b>	260	<b>195</b>	65	0.09	0.31	0.4
<b>Tribune Company Attn: Mark Rose 435 N. Michigan Avenue Chicago, IL 60611</b>	236,762	<b>177,571</b>	59,191	82.78	0.08	82.86
<b>Debra Vernon 4419 Little Brook Court Fair Oaks, CA 95628</b>	10	<b>7</b>	3	0.00	1.19	1.19
<b>VLG Investments 1998 c/o Venture Law Group Attn: Alison Futch 2800 Sand Hill Road Menlo Park, CA 94025</b>	2,071	<b>1,553</b>	518	0.72	0.83	1.55
<b>Rima Vogensen 14 Commercial Blvd., Ste 129 Novato, CA 94949</b>	29	<b>22</b>	7	0.01	0.35	0.36
<b>Virginia W. Wei 331 Innisfree Drive Daly City, CA 94015</b>	236	<b>177</b>	59	0.08	1.07	1.15

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<b>WS Investment Company 99B 650 Page Mill Road Palo Alto, CA 94304- 1050</b>	5,918	<b>4,438</b>	1,480	2.07	1.36	3.43
<b>Total Shareholder Shares</b>	2,859,861	<b>2,144,890</b>	714,971	999.92	32.94	1032.86

**Exhibit B**

**II. Employee Shares**

<b>SHAREHOLDER</b>	<b>NUMBER OF MATCHNET SHARES</b>
<b>Elizabeth Kalodner 1259 Lakeside Drive, Apt. 3215 Sunnyvale, CA 94086</b>	<b>80,000</b>
<b>Gary Schwartz 10 Annescourt Place Hillsborough, CA 94010</b>	<b>15,000</b>
<b>Norman Meyrowitz 174 Caselli Avenue San Francisco, CA 94114</b>	<b>5,000</b>
<b>Allen Blue 907 Clara Street Palo Alto, CA 94303</b>	<b>4,000</b>
<b>Stanley (Lee) Marshall 150 Acalanes Drive #133 Sunnyvale, CA 94086</b>	<b>4,000</b>
<b>Simeon Leifer 10870 North Stelling Road #2 214 Cupertino, CA 95014</b>	<b>4,000</b>
<b>Ketra Oberlander 360 Guerrero Street #204 San Francisco, CA 94103</b>	<b>4,000</b>
<b>Chris Saccheri 1947 Edgewood Palo Alto, CA 94303</b>	<b>4,000</b>
<b>Angel Oberoi 2112 GossAmer Ave Redwood Shores, Ca 94065</b>	<b>4,000</b>
<b>David Cullinan 928 Wright Ave #507 Mountain View, CA 94043</b>	<b>4,000</b>
<b>Bruce Cunningham 371 Second Street Los Altos, CA 94022</b>	<b>4,000</b>
<b>Camille Watson 819 Homer Ave. Palo Alto, CA 94301</b>	<b>4,000</b>

**SHAREHOLDER**  
**Lauren Jacobsen**  
**4295 Bakman Ave.**  
**Studio City, CA 91602**

**NUMBER OF MATCHNET SHARES**  
**4,000**

**Total Employee Shares**

**140,000**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3628907

The Registrar of Companies for England and Wales hereby certifies that

MATCHNET PLC

having by special resolution changed its name, is now incorporated  
under the name of

SPARK NETWORKS PLC

Given at Companies House, London, the 10th January 2005



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

**TRADEMARK  
REEL: 003035 FRAME: 0594**

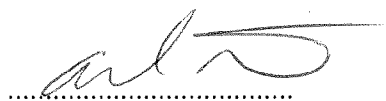
Company No: 3628907

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**of**  
**MATCHNET PLC**

Passed on 10 December 2004

At an Annual General Meeting of the Company, duly convened and held at Fifth Floor, Clements House, 14/18 Gresham Street, London EC2V 7JE on 10 December 2004 at 11am, the following resolution was duly passed as a special resolution:

THAT the name of the Company be changed to "Spark Networks plc"; and that the directors be and are hereby authorised to delay the filing of a print of this Resolution with the Registrar of Companies until 10 January 2005.

  
.....  
Secretary

  
.....  
Date