

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Adam Jackson		08/08/2006	INDIVIDUAL:
RECEIVING PARTY DATA			
Name:	StepUp Commerce, Inc.		
Street Address:	703 Market Street, Suite 350		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94103		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3089628	MARKETSQUARE	
CORRESPONDENCE DATA			
Fax Number:	(650)251-3795		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(650) 813-4249		
Email:	jhom@mofo.com		
Correspondent Name:	Jeffrey R. Hom		
Address Line 1:	755 Page Mill Road		
Address Line 4:	Palo Alto, CALIFORNIA 94304		
NAME OF SUBMITTER:	Jeffrey Hom		
Signature:	/Jeffrey Hom/		
Date:	08/08/2006		

Total Attachments: 2
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**TRADEMARK
 REEL: 003364 FRAME: 0661**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNMENT

WHEREAS, Adam Jackson, an individual ("ASSIGNOR") owns certain trademarks and/or service marks, and applications and/or registrations for such marks, as listed in Exhibit A attached hereto and incorporated herein by this reference ("MARKS"); and

WHEREAS, StepUp Commerce, Inc., a California corporation, with offices at 703 Market St., Suite 350, San Francisco, CA 94103 ("ASSIGNEE"), desires to acquire all of the right, title and interest of ASSIGNOR in, to and under the MARKS, together with the goodwill of the business symbolized by the MARKS;

WHEREAS, ASSIGNOR and ASSIGNEE have entered into a certain Assignment of Rights for MarketSquare.com dated February 8, 2005, assigning, among other things, all right, title and interest in and to the MARKS and in and to the registrations and/or applications for same from ASSIGNOR to ASSIGNEE;

NOW, THEREFORE, in consideration of good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the receipt and sufficiency of which hereby is acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey unto ASSIGNEE its entire right, title and interest in and to the MARKS, and to the applications and/or registrations for the MARKS, together with the goodwill of the business symbolized by the MARKS and the portion of the business of the ASSIGNOR to which the MARKS pertain, including the right to sue and recover for any past infringement thereof.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be duly executed on this 8th day of August, 2006.

By:

Name: Adam Jackson

EXHIBIT A

MARKS



Registration Number 3,089,628, registered with the U.S. Patent and Trademark Office on May 9, 2006