

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
Outstart, Inc.		06/28/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Participate Media, LLC		
Street Address:	2835 N. Sheffield		
Internal Address:	Suite 407		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60657		
Entity Type:	LIMITED LIABILITY COMPANY: ILLINOIS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2610120	PARTICIPATE	
CORRESPONDENCE DATA			
Fax Number:	(617)904-1775		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-413-8005		
Email:	dweinstein@gtclawgroup.com		
Correspondent Name:	Donna Weinstein		
Address Line 1:	70 Wells Avenue		
Address Line 2:	GTC Law Group LLP & Associates		
Address Line 4:	Newton, MASSACHUSETTS 02459		
NAME OF SUBMITTER:	Donna Weinstein		
Signature:	/Donna Weinstein/		
Date:	07/10/2007		

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Total Attachments: 1
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WHEREAS, Outstart, Inc., a Delaware corporation, having a place of business at 745 Atlantic Avenue, Boston, Massachusetts, 02111, and having acquired through merger Participate Systems, Inc., a Delaware Corporation, with a place of business at 550 West Van Buren Street, 17th Floor, Chicago, Illinois, 60607 ("Assignor"), owns U.S. Trademark Registration No. 2,610,120, issued August 20, 2002, for the mark PARTICIPATE, and

WHEREAS Participate Media, LLC, an Illinois limited liability company, having a place of business at 2835 N. Sheffield, Suite 407, Chicago, Illinois, 60657 ("Assignee") wishes to acquire the entire right, title and interest in and to the said registration, and the goodwill of the business symbolized thereby,

NOW THEREFORE, for good and valuable consideration of \$60,000, for both this Trademark Assignment and the Internet Domain Name Assignment, the receipt of which is hereby acknowledged, Assignor does hereby transfer, convey, and assign unto Assignee all right, title, and interest in and to the registered mark, together with the goodwill of the business symbolized by the mark, along with all past, present and future claims for infringement of the said mark.

Assignor and Assignee also agree that Assignor will secure the release of the security interest in the registered mark held by Silicon Valley Bank, d/b/a Silicon Valley East, a California chartered bank, 3003 Tasman Drive, Santa Clara, California, 95054, executed on November 18, 2004, and recorded on December 12, 2004.

Assignor agrees to complete, execute, notarize (as necessary) and deliver at any future date any additional documents that the Assignee reasonably determines are necessary to perfect the Assignee's unencumbered ownership of the registered mark, including, but not limited to, any transfer or release documents required by the USPTO to assign the registered mark from Participate Systems, Inc. to Assignee.

Assignor and Assignee further agree that Assignor continues to have the right to use the trademarks OUTSTART PARTICIPATE, PARTICIPATE, or any variations thereof solely in connection with services and software relating to intra-organization communications and knowledge sharing.

ASSIGNOR:


ASSIGNEE:

Participate Systems, Inc.

Participate Media, LLC

By Outstart, Inc.
Its Owner through Merger

By 
Its Manager

By 
Its Chief Financial Officer
June 29, 2007