

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name		Formerly	Execution Date
Adroit Interactive LLC			04/07/2010
		Entity Type	
		LIMITED LIABILITY COMPANY: MASSACHUSETTS	
RECEIVING PARTY DATA			
Name:	MediaMath, Inc.		
Street Address:	415 Madison Avenue		
Internal Address:	3rd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77899270	ADROIT	
CORRESPONDENCE DATA			
Fax Number:	(212)371-5500		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(212)209-3096		
Email:	nmohanty@reitlerlaw.com		
Correspondent Name:	Namrata Mohanty, Esq.		
Address Line 1:	885 Third Avenue		
Address Line 2:	20th Floor		
Address Line 4:	New York, NEW YORK 10022		
NAME OF SUBMITTER:		Namrata Mohanty, Esq.	
Signature:		/Namrata Mohanty/	
Date:		05/05/2010	

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Total Attachments: 2

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U.S. TRADEMARK ASSIGNMENT

WHEREAS, Adroit Interactive LLC, a Massachusetts limited liability company (the "Assignor"), located at 949 Concord Street, Framingham, MA 01701, is the owner of certain right, title and interest in and to the following United States trademark or trademark application:

The service mark "ADROIT" with the Serial Number 77899270 (word mark)

and in and to any reissue, extension, certificate of reexamination, and related property right in the United States and in all other countries, except for reservation of such rights as are otherwise provided by existing agreements (hereinafter "Trademark"); and

WHEREAS, MediaMath, Inc., a Delaware corporation (the "Assignee"), located at 415 Madison Avenue, 3rd Floor, New York, New York 10017, is desirous of acquiring such Trademark;

WHEREAS, pursuant to the terms of a certain Asset Purchase Agreement between Assignor and Assignee, among others, of even date herewith, the Assignor has agreed to assign all of its right, title and interest in and to the Trademark; and

WHEREAS, the Assignor and the Assignee desire to execute a document for the purpose of recording title in and to the aforesaid Trademark in the name of the Assignee in the United States Patent and Trademark Office.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt of which is hereby acknowledged;

The Assignor hereby sells, assigns and transfers to the Assignee and its successors and assigns, all of its right, title and interest in and to such Trademark; authorizes the Commissioner for Trademarks of the United States to transfer title to the Trademark to the Assignee, and its successors and assigns; and conveys to it, and its successors and assigns, all of its rights to sue for past, present or future infringement of such Trademark.

The Assignor hereby warrants that it has not conveyed to others any right, title or interest in the Trademark or any license to use the same; that the Assignor has good right to assign the Trademark to the Assignee without encumbrance; and that the Assignor is not aware to the contrary.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this U.S. Trademark Assignment effective as of April 7, 2010.

ADROIT INTERACTIVE LLC

By: 

Name: Gregory Smith

Title: CEO