


Client Code: CBURNS.UCC1

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): (List using letters or numbers for multiple parties) THE NEXT SOLUTIONS, INC.</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Corporation of: DE</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: KNOBBE, MARTENS, OLSON & BEAR, LLP Internal Address: FOURTEENTH FLOOR Street Address: 2040 MAIN STREET City: IRVINE State: CA ZIP: 92614</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Other: California <input type="checkbox"/> Corporation of: Limited Liability Partnership</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Security Interest</p> <p>Execution Date: (List as in section 1 if multiple signatures) FEBRUARY 26, 2010</p>	<p>4. Application number(s) or registration number(s):</p> <p>a. Trademark Application No(s):</p> <p>b. Trademark Registration No(s): 3463557</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Party to whom correspondence concerning document should be mailed:</p> <p>Customer No. 20,995 Address: Knobbe, Martens, Olson & Bear, LLP 2040 Main Street, 14th Floor Irvine, CA 92614 Return Fax: (949) 760-9502 Attorney's Docket No.: CBURNS.UCC1</p>	<p>6. Total number of applications and registrations involved: 4</p> <p>7. Total fee (37 CFR 1.21(h)): \$115.00 <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p>
<p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>	
<p>9. Statement and signature.</p> <p>To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.</p> <p>STEVEN J. NATAUPSKY  <u>5/6/10</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments and document: 4</p>	

CH \$115.00 111410 3463557

Documents transmitted via Facsimile to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director, U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450
Facsimile Number: (571) 273-0140

TRADEMARK

REEL: 004208 FRAME: 0217

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All of debtor's intellectual property that is or has ever been the subject of secured party's representation and all files and records relating thereto, any recoveries from litigation involving such intellectual property, including, without limitation, any judgments, amounts paid in settlement, insurance proceeds and any awards of attorneys' fees and costs, and any other proceeds of such intellectual property, including, but not limited to, the property described below.

U.S. Patent Application

Application No.	App. Filing Date	Title of Invention
12/192907	8/15/2008	

US Trademarks & Trademark Application

Application No.	Appl. Filing Date	Reg. No.	Reg. Date	Trademark Name
		3463557	7/8/2008	THE NEXT SOLUTIONS
		3446171	6/10/2008	THE NEXT UP
		3745304	2/2/2010	UPLIST
		3723485	12/8/2009	DOWNLIST

TRADEMARK

REEL: 004208 FRAME: 0218

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]	
Michell Do	9497600404
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
KNOBBE, MARTENS, OLSON & BEAR, LLP	
2040 MAIN STREET	
14TH FLOOR	
IRVINE CA 92614	

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 06:30 PM 02/26/2010
 INITIAL FILING # 2010 0667539

SRV: 100222738

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME THE NEXT SOLUTIONS, INC.						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 3301 E. MIRALOMA, SUITE 195			CITY ANAHEIM	STATE CA	POSTAL CODE 92806	COUNTRY US
1e. TYPE OF ORGANIZATION CORPORATION			1f. JURISDICTION OF ORGANIZATION DE			

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
2e. TYPE OF ORGANIZATION			2f. JURISDICTION OF ORGANIZATION			

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME KNOBBE, MARTENS, OLSON & BEAR, LLP						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 2040 MAIN ST., 14TH FLOOR			CITY IRVINE	STATE CA	POSTAL CODE 92614	COUNTRY US

4. This FINANCING STATEMENT covers the following collateral:

Collateral Description - please see attachment

6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) or recorded in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)	<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2
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8. OPTIONAL FILER REFERENCE DATA

CBURNS - UCC1

TRADEMARK
 REEL: 004208 FRAME: 0219

Case No.	Trademark Name:	Application No.	Filing Date:	Reg Date:	Reg No:
CBURNS.001T	THE NEXT SOLUTIONS	77/158570	4/17/2007	7/8/2008	3463557
CBURNS.002T	THE NEXT UP	77/158804	4/17/2007	6/10/2008	3446171
CBURNS.004T	UPLIST	77/583570	10/1/2008	2/2/2010	3745304
CBURNS.005T	DOWNLIST	77/583581	10/1/2008	12/8/2009	3723485