

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |  |                       |                       |
|----------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE:                 | NEW ASSIGNMENT   |                       |                       |
| NATURE OF CONVEYANCE:            | MERGER   |                       |                       |
| EFFECTIVE DATE:                  | 12/15/2010   |                       |                       |
| <b>CONVEYING PARTY DATA</b>      |  |                       |                       |
| <b>Name</b>                      | <b>Formerly</b>  | <b>Execution Date</b> | <b>Entity Type</b>    |
| Inside Jobs, Inc.                |  | 12/15/2010            | CORPORATION: DELAWARE |
| <b>RECEIVING PARTY DATA</b>      |  |                       |                       |
| <b>Name:</b>                     | Inside Jobs, LLC   |                       |                       |
| <b>Street Address:</b>           | 1426 3th Ave E   |                       |                       |
| <b>City:</b>                     | Seattle  |                       |                       |
| <b>State/Country:</b>            | WASHINGTON   |                       |                       |
| <b>Postal Code:</b>              | 98112  |                       |                       |
| <b>Entity Type:</b>              | LIMITED LIABILITY COMPANY: DELAWARE  |                       |                       |
| <b>PROPERTY NUMBERS Total: 3</b> |  |                       |                       |
| <b>Property Type</b>             | <b>Number</b>  | <b>Word Mark</b>      |                       |
| Serial Number:                   | 77732078   | CAREER DAY EVERY DAY  |                       |
| Serial Number:                   | 77980663   | INSIDE JOBS           |                       |
| Serial Number:                   | 77673930   | INSIDE JOBS           |                       |
| <b>CORRESPONDENCE DATA</b>       |  |                       |                       |
| Fax Number:                      | (206)359-4035  |                       |                       |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                       |
| Phone:                           | 206-359-8000   |                       |                       |
| Email:                           | pctrademarks@perkinscoie.com   |                       |                       |
| Correspondent Name:              | James L. Vana of Perkins Coie LLP  |                       |                       |
| Address Line 1:                  | 1201 Third Avenue, Suite 4800  |                       |                       |
| Address Line 4:                  | Seattle, WASHINGTON 98101  |                       |                       |
| ATTORNEY DOCKET NUMBER:          | 69335-4000   |                       |                       |
| NAME OF SUBMITTER:               | Andrea Sander  |                       |                       |

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**TRADEMARK**  
 REEL: 004445 FRAME: 0468

|  |                 |
|--|-----------------|
| Signature:   | /Andrea Sander/ |
| Date:  | 01/03/2011      |
| Total Attachments: 4<br>source=InsideJobs_Merger#page1.tif<br>source=InsideJobs_Merger#page2.tif<br>source=InsideJobs_Merger#page3.tif<br>source=InsideJobs_Merger#page4.tif |                 |

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"INSIDE JOBS, INC.", A DELAWARE CORPORATION,

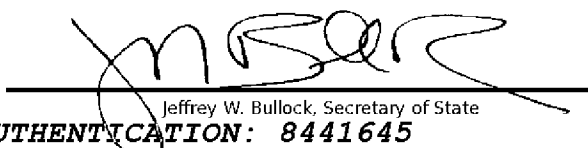
WITH AND INTO "INSIDE JOBS, LLC" UNDER THE NAME OF "INSIDE JOBS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2010, AT 7:44 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8441645

DATE: 12-20-10

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004445 FRAME: 0470

## AGREEMENT OF MERGER

This Agreement of Merger (the "*Agreement*") is made as of December 15, 2010, by and among Inside Jobs, LLC, a Delaware limited liability company ("*Parent*"), and Inside Jobs, Inc., a Delaware corporation ("*Subsidiary*").

### RECITALS

A. Parent owns 100% of the outstanding capital stock of Subsidiary.

B. Parent desires to merge Subsidiary with and into Parent on the terms and subject to the conditions contained herein and in accordance with Section 264 of the Delaware General Corporation Law.

C. The equityholders of Parent, and Parent as the sole stockholder of Subsidiary, have unanimously approved the adoption of this Agreement. The secretary of each of the Parent and the Subsidiary is certifying such approval by executing this Agreement.

### AGREEMENTS

For good and valuable consideration, the sufficiency of which is hereby acknowledged, the parties agree as follows:

#### 1. The Merger.

(a) **General.** Upon the terms and subject to the conditions contained in this Agreement, at the Effective Time (as herein defined) and in accordance with the applicable provisions of the Delaware General Corporation Law (the "*DGCL*"), Subsidiary shall be merged with and into Parent (the "*Merger*"), the separate corporate existence of Subsidiary shall cease and Parent shall continue as the surviving entity under the name "Inside Jobs, LLC" (the "*Surviving Entity*").

(b) **Consummation of the Merger.** At the Closing, the parties shall file this Agreement with the Secretary of State of the State of Delaware and shall make all other filings, recordings or publications required by the DGCL or other applicable law in connection with the Merger. The Merger shall become effective at the time of filing with the Secretary of State of the State of Delaware (the "*Effective Time*").

(c) **Certificate of Formation.** The Certificate of Formation of Parent, as in effect immediately prior to the Effective Time, shall be, from and after the Effective Time, the Certificate of Formation of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable law.

(d) **LLC Agreement.** The limited liability company operating agreement of Parent, as in effect immediately prior to the Effective Time, shall be, from and after the Effective Time, the limited liability company operating agreement of the Surviving Entity, until thereafter altered, amended or repealed as provided therein and in accordance with applicable law.

(e) **Effect on Equity Securities.** As of the Effective Time, by virtue of the Merger and without any action on the part of Parent (or its members or managers) or Subsidiary:

(i) The outstanding membership units of each member of Parent shall remain outstanding as the membership units of the Surviving Entity;

(ii) each issued and outstanding share of capital stock of Subsidiary shall be cancelled without any conversion thereof; and

(iii) each issued and outstanding option to purchase shares of the common stock of Subsidiary shall be automatically converted into the right to purchase an equivalent number of membership units of Parent.

2. **Closing.** The transaction contemplated by this Agreement shall be consummated (the "**Closing**") immediately after the Effective Time at the offices of Perkins Coie LLP, 1201 Third Avenue, Suite 4800, Seattle, Washington 98101. At the Closing, the parties shall execute and deliver such documents and certificates as are reasonably required in order to effectuate the consummation of the transaction contemplated hereby.

3. **Miscellaneous.**

(a) **Entire Agreement.** This Agreement and the instruments to be delivered by the parties pursuant to the provisions hereof constitute the entire agreement between the parties.

(b) **Applicable Law.** This Agreement shall be governed and controlled as to validity, enforcement, interpretation, construction, effect and in all other respects by the laws of the State of Delaware.

(c) **Binding Effect.** This Agreement shall inure to the benefit of and be binding upon the parties hereto, and their successors and permitted assigns. Nothing in this Agreement, express or implied, is intended to confer on any person other than the parties hereto, and their respective successors and permitted assigns any rights, remedies, obligations or liabilities under or by reason of this Agreement.


(d) **Amendments.** This Agreement shall not be modified or amended except pursuant to an instrument in writing executed and delivered on behalf of each of the parties hereto.

**[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**

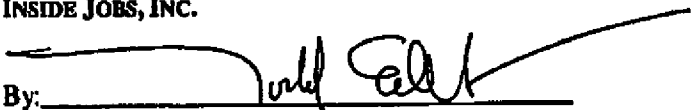
IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

INSIDE JOBS, LLC

By:   
Name: Todd Edebohls  
Title: Chief Executive Officer

By:   
Name: Christopher A. Marconi  
Title: Secretary

INSIDE JOBS, INC.

By:   
Name: Todd Edebohls  
Title: President and Secretary