

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
XMATTERS, INC.		02/03/2011	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MMV FINANCE INC.		
<b>Street Address:</b>	370 King Street West		
<b>Internal Address:</b>	Suite 604		
<b>City:</b>	Toronto		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M5V 1J9		
<b>Entity Type:</b>	Specialty finance corporation: CANADA		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85130128	XMATTERS	
<b>Registration Number:</b>	3907069	(X) MATTERS	
<b>Serial Number:</b>	85011684	XMATTERS	
<b>Serial Number:</b>	77939807	RELEVANCE UNLIMITED	
<b>Serial Number:</b>	77957739	RMATTERS	
<b>Registration Number:</b>	3203339	ALARMPPOINT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(858)550-6420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	858-550-6403		
<b>Email:</b>	erin.obrien@cooley.com		
<b>Correspondent Name:</b>	Erin O'Brien		
<b>Address Line 1:</b>	c/o Cooley LLP		
<b>Address Line 2:</b>	4401 Eastgate Mall		
<b>Address Line 4:</b>	San Diego, CALIFORNIA 92121		

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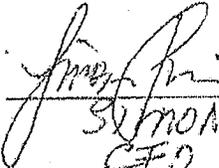
ATTORNEY DOCKET NUMBER:	312016-116 XMATTERS
DOMESTIC REPRESENTATIVE	
Name:	
Address Line 1:	
Address Line 2:	
Address Line 3:	
Address Line 4:	
NAME OF SUBMITTER:	Erin O'Brien
Signature:	/Erin O'Brien/
Date:	02/04/2011
Total Attachments: 2 source=Xmatters CGSI#page1.tif source=Xmatters CGSI#page2.tif	

CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a general security agreement (hereinafter referred to as the "GSA") dated February 3, 2011, between xMatters, Inc., a corporation organized under the laws of the State of California (hereinafter referred to as "xMatters"), whose full post office address is 4457 Willow Road, Suite 220, Pleasanton, CA 94588 and MMV Finance Inc. (hereinafter referred to as "MMV"), a specialty finance corporation incorporated under the laws of Canada, whose full post office address is 370 King Street West, Suite 604, Toronto, Ontario, M5V 1J9, and for good and valuable consideration, the receipt and sufficiency of which are hereby confirmed and acknowledged, xMatters confirms that it has granted, and hereby grants, to MMV, security interest, lien and charge in all of xMatters's right, title and interest in and to the intellectual property listed on the Schedule attached hereto, including, without limitation, the copyrights, trademarks, patents and trademark and patent applications and registrations listed therein, and in and to any and all continuations, continuations-in-part, updates, developments, divisions, reissues and re-examinations which issue therefrom, the same to be held and enjoyed by MMV, strictly subject to the terms of the GSA.

EXECUTED at Pleasanton, California this 3rd day of February, 2011.

XMATTERS, INC.

By: 

Name: Simon Pink

Title: CEO

I have authority to bind the Corporation

TRADEMARK

REEL: 004467 FRAME: 0857

**SCHEDULE OF INTELLECTUAL PROPERTY**

**Trademarks:**

XMATTERS, Serial Number 85130128, Filed 09/15/10

(X) MATTERS, Registration Number 3907069, Registered 01/18/11

XMATTERS, Serial Number 85011684, Filed 04/12/10

RELEVANCE UNLIMITED, Serial Number 77939807, Filed 02/19/10

RMATTERS, Serial Number 77957739, Filed 03/12/10

ALARMPOINT, Registration Number 3203339, Registered 01/30/07

**Patents:**

None.

**Copyrights:**

None.