

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

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TRADEMARK
REEL: 004467 FRAME: 0855

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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.

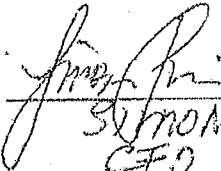
XMATTERS, INC.

By:

Name:

Title:

I have authority to bind the Corporation


SIMON PIRES
CEO

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.