

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SmartDraw.com, Inc.		12/31/2010	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	SmartDraw, LLC
Street Address:	9909 Mira Mesa Boulevard
Internal Address:	Suite 300
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92131
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	77792748	COMMUNICATE VISUALLY
Serial Number:	77956621	THE WORLD'S FIRST VISUAL PROCESSOR
Serial Number:	77956630	VISUALSTUDENT
Serial Number:	77956668	VISUALEDUCATOR
Serial Number:	77956637	VISUALCOMPANY
Serial Number:	77956648	VISUALEXECUTIVE
Serial Number:	77956656	VISUALMANAGER
Serial Number:	77956663	VISUALPROFESSIONAL
Registration Number:	3707311	FREEDOM LICENSE
Registration Number:	1966566	SMARTDRAW

CORRESPONDENCE DATA

Fax Number: (858)272-0221
 Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900184754

**TRADEMARK
 REEL: 004484 FRAME: 0272**

OP \$265.00 77792748

Phone: 8582720220
Email: trademarks@ipla.com
Correspondent Name: IP Legal Advisors, P.C.
Address Line 1: 1940 Garnet Avenue
Address Line 2: Suite 230
Address Line 4: San Diego, CALIFORNIA 92109

NAME OF SUBMITTER:	John M. Kim
Signature:	/John M. Kim/
Date:	02/22/2011

Total Attachments: 3
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ASSIGNMENT OF TRADEMARK RIGHTS

This Assignment of Trademark Rights ("Assignment") is entered into as of December 31, 2010, by and between SmartDraw, LLC, a Delaware limited liability company (the "Assignee"), and SmartDraw.com, Inc., a California Corporation ("Assignor").

RECITALS

- A. Assignor is the owner of record of the trademark applications attached hereto as Exhibit A (collectively "Applications").
- B. Assignor is the owner of record of the trademark registrations attached hereto as Exhibit B (collectively "Registrations").
- C. Assignor is desirous of assigning to Assignee all right, title, interest and goodwill in the Registrations and Applications and all related rights. Assignee is desirous of accepting such assignment.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows.

AGREEMENT

1. Assignment. Assignor hereby assigns to Assignee all right, title and interest in and to the Registrations and Applications and all related rights. Assignee accepts such assignment.
2. Execution and Delivery. Assignor agrees to execute and deliver all papers, instruments and assignments and to perform any other reasonable acts the Assignee may require in order to vest all right, title and interest in and to the Registrations and Applications and any related rights to the Assignee and/or provide evidence to support any of the foregoing in the event such evidence is necessary to effectuate the assignment, to the extent such evidence is in the possession or control of Assignor.

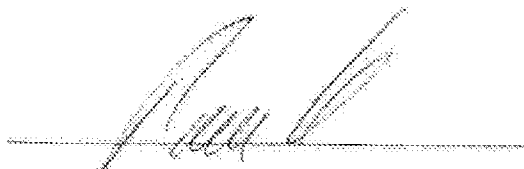
WHEREFORE, the parties have executed this Assignment as of the date first set forth above.

Assignor

Assignee

SmartDraw.com, Inc.

SmartDraw, LLC


Paul Stannard
Chief Executive Officer

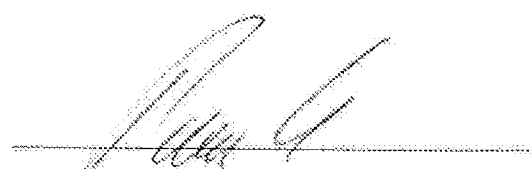

Paul Stannard
Managing Member

EXHIBIT A
 SMARTDRAW.COM'S WORLDWIDE TRADEMARK APPLICATIONS

TITLE	COUNTRY	CLASS	STATUS	APPLICATION NO.
COMMUNICATE VISUALLY	United States of America	9	Pending	77/792,748
THE WORLD'S FIRST VISUAL PROCESSOR	United States of America	9	Pending	77/956,621
VISUALSTUDENT	United States of America	9	Pending	77/956,630
VISUALEDUCATOR	United States of America	9	Pending	77/956,668
VISUALCOMPANY	United States of America	9	Pending	77/956,637
VISUALEXECUTIVE	United States of America	9	Pending	77/956,648
VISUALMANAGER	United States of America	9	Pending	77/956,656
VISUALPROFESSIONAL	United States of America	9	Pending	77/956,663

EXHIBIT B
SMARTDRAW.COM'S WORLDWIDE TRADEMARK REGISTRATIONS

TITLE	COUNTRY	CLASSES	STATUS	APPLICATION NO.	REGISTRATION NO.
FREEDOM LICENSE	United States of America	45	Registered	77/138,115	3707311
SMARTDRAW	Australia	9,42	Registered	797620	797620
SMARTDRAW	Canada		Registered	1,019,287	TMA539053
SMARTDRAW	European Union	9	Registered	826388	826388
SMARTDRAW	France	9,38,42	Registered	99798823	99798823
SMARTDRAW	Japan	9,42	Registered	11054839	4613457
SMARTDRAW	United Kingdom	9,42	Registered	2200803	2200803
SMARTDRAW	United States of America	9	Registered	74/636,278	1966566