

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Securities Exchange Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
IdeaCast Inc.		06/29/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Danoo Inc.		
Street Address:	1000 Sansome St., Ste. 300		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94111		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3245008	IDEACAST	
CORRESPONDENCE DATA			
Fax Number:	(650)938-5200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	650-988-8500		
Email:	trademarks@fenwick.com		
Correspondent Name:	Linda G. Henry, Esq., Fenwick & West LLP		
Address Line 1:	801 California Street		
Address Line 2:	Silicon Valley Center		
Address Line 4:	Mountain View, CALIFORNIA 94041		
ATTORNEY DOCKET NUMBER:	27759-204-1354		
NAME OF SUBMITTER:	Linda G. Henry, Esq.		
Signature:	/lgh/		
Date:	03/30/2011		

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Total Attachments: 7

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SECURITIES EXCHANGE AGREEMENT

This SECURITIES EXCHANGE AGREEMENT (this "**Agreement**") is made and entered into as of June 29, 2009 by and among Danoo Inc., a Delaware corporation ("**Acquiror**"), National CineMedia, LLC, a Delaware limited liability company ("**NCM LLC**"), and NCM Out of Home, LLC, a Delaware limited liability company and wholly-owned subsidiary of NCM LLC ("**Target**").

RECITALS

WHEREAS, Target purchased certain of the assets (the "**Target Assets**") of IdeaCast Inc., a Delaware corporation ("**IdeaCast**"), in a foreclosure sale held on June 16, 2009;

WHEREAS, IdeaCast is a provider of out-of-home television and advertising platforms (the "**IdeaCast Business**");

WHEREAS, NCM LLC owns all of the outstanding membership interests of Target (the "**Target Units**") and NCM LLC treats Target as a disregarded entity for U.S. federal income tax purposes;

WHEREAS, NCM LLC desires to transfer to Acquiror, and Acquiror desires to acquire from NCM LLC, the IdeaCast Business by acquiring all of the Target Units in exchange for certain securities of Acquiror on the terms and subject to the conditions contained in this Agreement (the "**Securities Exchange**");

WHEREAS, for U.S. federal income tax purposes the parties hereto intend to treat the Securities Exchange as a transfer by NCM LLC of the Target Assets to Acquiror in exchange for certain securities of the Acquiror; and

WHEREAS, concurrently with the execution of this Agreement and as a material inducement to the willingness of Acquiror to enter into this Agreement, Acquiror and NCM LLC shall enter into the "**Services Agreement**" (as defined below) effective upon the Closing.

NOW, THEREFORE, in consideration of the representations, warranties, covenants and other agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I
PURCHASE AND SALE

1.1 **Certain Definitions.** As used in this Agreement, the following terms shall have the meanings indicated below:

1.3 Securities Exchange. On the terms and subject to the conditions set forth in this Agreement, Acquiror agrees to issue to NCM LLC the following securities of Acquiror (collectively, the “*Acquiror Consideration*”) and, in exchange, NCM LLC agrees to transfer all right, title and interest in the Target Units to Acquiror at the Closing:

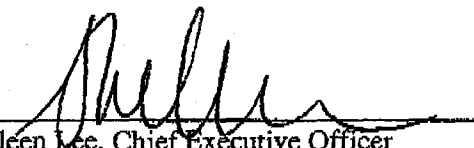
2.9 Intellectual Property. Except as set forth in Section 2.9 of the Seller Disclosure Letter, Target owns or has licensed, and in any event possesses sufficient and legally enforceable rights with respect to all inventions (whether or not patentable), trade names, trade and service marks, domain names, works of authorship, data, trade-secrets, patent rights, copyrights, moral rights, information and other proprietary rights ("***Intellectual Property***") necessary to conduct the IdeaCast Business as conducted by Target as it is now being conducted (collectively, the "***Target Intellectual Property***"). Section 2.9 of the Seller Disclosure Letter lists (by name, number, jurisdiction and owner) all registrations, applications, and issuances of Target Intellectual Property recognized by any governmental body in the world. Section 2.9 of the Seller Disclosure Letter also lists all material licenses, sublicenses or other agreements to which

Target is a party relating to (a) third party Intellectual Property, (b) Target Intellectual Property or (c) products or services made available as part of the IdeaCast Business. Neither Target nor IdeaCast has received any written communication alleging that IdeaCast or Target may be liable for infringement or violation of any third party Intellectual Property rights, nor to the Knowledge of NCM LLC is any communication forthcoming nor to the Knowledge of NCM LLC is there is any basis therefor.

IN WITNESS WHEREOF, each of Acquiror, NCM LLC and Target have caused this Agreement to be executed and delivered by their respective officers thereunto duly authorized, all as of the date first written above.

DANOO INC.

By: _____


Aileen Lee, Chief Executive Officer

Address:

Danoo Inc.
28 Second Street, Suite 500
San Francisco, CA 94105
Facsimile: (415) 433-5701
Attention: Chief Executive Officer

with a copy to:

Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP
1200 Seaport Blvd.
Redwood City, CA 94063
Facsimile: (877) 881-9563
Attention: Scott C. Dettmer, Esq.
Bennett L. Yee, Esq.

[Signatures continue on following page]

[Signature Page to Securities Exchange Agreement]

TRADEMARK
REEL: 004510 FRAME: 0795

NATIONAL CINEMEDIA, LLC

**By: National CineMedia, Inc.
Its Manager**

By: 

Name: Kurt Hall

Title: President and Chief Executive Officer

NCM OUT OF HOME, LLC

**By: National CineMedia, LLC
Its Managing Member**

**By: National CineMedia, Inc.
Its Manager**

By: 

Name: Kurt Hall

Title: President and Chief Executive
Officer

Address:

National CineMedia, Inc.
9110 E. Nichols Avenue, Suite 200
Centennial, CO 80112
Facsimile: (303) 792-8649
Attention: Gene Hardy, Executive VP
and General Counsel

with a copy to:

Holme Roberts & Owen LLP
1700 Lincoln Street, Suite 4100
Denver, CO 80203
Facsimile: (303) 866-0200
Attention: Dean Salter, Esq.
Christopher Wagner, Esq.

[Signature Page to Securities Exchange Agreement]

TRADEMARK
REEL: 004510 FRAME: 0796

**SCHEDULE 4
INTELLECTUAL PROPERTY**

NAME: IdeaCast Inc.			
IdeaCast Inc.	United States Patent and Trademark Office	Certificate of Reg. No. 3,245,008; Class 38 and 41	Registered 5/22/2007
National HealthClub Network	United States Patent and Trademark Office	Certificate of Reg. No. 3,214,394; Class 38 and 41	Registered 2/27/2007