

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
TPN Holdings LLC		12/20/2010	LIMITED LIABILITY COMPANY: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Banks.com, Inc.		
<b>Trading As:</b>	TA BNX		
<b>Street Address:</b>	425 Market St Ste 2200		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94105		
<b>Entity Type:</b>	CORPORATION: FLORIDA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77664205	FILELATER	
<b>Registration Number:</b>	3669176	FILELATER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(415)869-3740		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	4159629719		
<b>Email:</b>	mrathbun@banks.com		
<b>Correspondent Name:</b>	Mark Rathbun		
<b>Address Line 1:</b>	425 Market St Ste 2200		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94105		
<b>NAME OF SUBMITTER:</b>	Ryan Thompson		
<b>Signature:</b>	/Ryan Thompson/		
<b>Date:</b>	05/24/2011		

OP \$65.00 77664205

**Total Attachments: 7**

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Form PTO-1094 (Rev. 03-11)  
OMB Collection 0551-0027 (exp. 03/31/2012)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below

**1. Name of conveying party(ies):**

IPN Holdings, LLC DBA FileLater LLC of California  
6677 Villa La Jolla Dr., #1107  
La Jolla, CA 92037

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State \_\_\_\_\_
- Other Limited Liability Company

Citizenship (see guidelines) California

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance (Execution Date(s) :**

Execution Date(s) December 29, 2010

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: Banks.com, Inc.

Internal Address: \_\_\_\_\_

Address: \_\_\_\_\_

Street Address: 425 Market Street, Suite 2200

City: San Francisco

State: CA

Country: USA Zip: 94105

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship Florida
- Other \_\_\_\_\_ Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

77664205

B. Trademark Registration No.(s)

3669176

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: Banks.com, Inc.

Internal Address: \_\_\_\_\_

Street Address: 425 Market Street, Suite 2200

City: San Francisco

State: CA Zip: 94105

Phone Number: (415) 962-9700

Fax Number: (415) 869-3748

Email Address: marsh@banks.com

**6. Total number of applications and registrations involved:**

1

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** \_\_\_\_\_

- Authorized to be charged to deposit account
- Enclosed

**8. Payment information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

Ryan Thompson Signature

5/22/11 Date

Ryan Thompson  
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: \_\_\_\_\_

Documents to be recorded (including cover sheet) should be faxed to (571) 373-0148, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK, DOMAIN NAME AND TRADE NAME ASSIGNMENT

This TRADEMARK, DOMAIN NAME AND TRADE NAME ASSIGNMENT (the "Assignment") dated as of the 28<sup>th</sup> day of December, 2010 (the "Effective Date"), is entered into by and between TPN HOLDINGS LLC, a California limited liability company (the "Assignor") and BANKS.COM, INC., a Florida corporation (the "Assignee").

FileLater

RECITALS

A. The Assignor, with its principal place of business at 8677 Villa La Jolla Dr., #1107, La Jolla, CA 92037, is the owner of certain trademark rights in the mark "www.filelater.com" and variations thereon, along with the goodwill symbolized thereby and associated therewith and registrations and applications therefor. Trademark registration or application information (if any) is set forth on Exhibit A hereto.

B. The Assignor is the owner of the domain name www.filelater.com (the "Domain Name").

C. The Assignor properly registered the Domain Name with Go Daddy.com, Inc. (the "Registrar") without committing fraud or misrepresentation or otherwise making any false statement in the process of registration and maintenance of the registration of the Domain Name on or in connection with the transaction underlying this Assignment. Assignor is the registrant listed in the records of the Registrar as the sole owner of the registration of the Domain Name. Assignor has the authority to assign the Domain Name and the website.

D. The Assignee desires to acquire and assume the Domain Name from the Assignor in connection with the execution and delivery of that certain Asset Purchase Agreement, of even date herewith, by and between the Assignor, the Assignee, and Ryan Thompson, Mark Faggiano, Sebastian Allioaic and Frank Faggiano (the "Asset Purchase Agreement") and the Assignor desires to make such assignment by its signature below.

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, and other valuable and legally sufficient consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, sell, transfer and convey unto Assignee, and Assignee accepts and assumes the assignment, sale, transfer and conveyance by Assignor, of all right, title and interest in and to the Domain Name.



# ACKNOWLEDGMENT

State of California  
County of Riverside

On December 7, 2010 before me, Jacqueline Ficara, Notary Public  
(insert name and title of the officer)

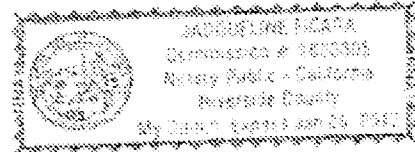
personally appeared Ryan B. Thompson  
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in  
~~his/her~~ authorized capacity(ies), and that by ~~his/her~~ signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing  
paragraph is true and correct.

WITNESS my hand and official seal.

Signature [Handwritten Signature]

(Seal)



**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

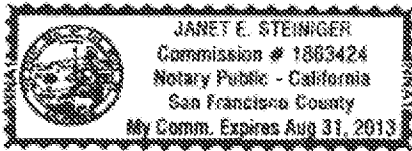
State of California

County of San Francisco

On December 20, 2010 before me, Janet E. Steiniger, Notary Public

personally appeared Daniel O' Donnell

who proved to me on the basis of satisfactory evidence to be the person(x) whose name(x) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Janet E. Steiniger  
Signature of Notary Public

Please destroy this and/or stamp when

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and would prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: Trademark, Domain Name and Trade Name Assignment

Document Date: December 20, 2010 Number of Pages: three

Signer(s) Other Than Named Above: Ryan B. Thompson

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: Daniel O'Donnell Signer's Name: \_\_\_\_\_

Corporate Officer --- Title(s): President and CEO  Corporate Officer --- Title(s): \_\_\_\_\_

Individual  Individual

Partner ---  Limited  General  Partner ---  Limited  General

Attorney in Fact  Attorney in Fact

Trustee  Trustee

Guardian or Conservator  Guardian or Conservator

Other: \_\_\_\_\_  Other: \_\_\_\_\_

Signer is Representing: \_\_\_\_\_ Signer is Representing: \_\_\_\_\_

Banks.com, Inc.

EXHIBIT A

**Trademark Registration or Application Information**



# Trademark Electronic Search System (TESS)



United States Patent and Trademark Office

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# FileLater

<b>Word Mark</b>	FILELATER
<b>Goods and Services</b>	IC 035, US 100 101 102, G & S: Tax filing services. FIRST USE: 20080117, FIRST USE IN COMMERCE: 20080300
<b>Standard Characters Claimed</b>	
<b>Mark Drawing Code</b>	(4) STANDARD CHARACTER MARK
<b>Serial Number</b>	77564206
<b>Filing Date</b>	February 6, 2009
<b>Current Filing Basis</b>	1A
<b>Original Filing Basis</b>	1A
<b>Published for Opposition</b>	June 2, 2009
<b>Registration Number</b>	3669176
<b>Registration Date</b>	August 18, 2009
<b>Owner</b>	(REGISTRANT) TPN Holdings, LLC DBA FileLater LIMITED LIABILITY COMPANY CALIFORNIA 9577 Villa La Jolla Dr #1107 La Jolla CALIFORNIA 92037
<b>Type of Mark</b>	SERVICE MARK
<b>Register</b>	PRINCIPAL
<b>Live/Dead Indicator</b>	LIVE

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