

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/20/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cuesol, Inc.		04/20/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Modiv Media, Inc.
Street Address:	1250 Hancock Street
Internal Address:	Suite 502N
City:	Quincy
State/Country:	MASSACHUSETTS
Postal Code:	02169
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2878894	MOBILELIME
Serial Number:	77198384	MODIV MEDIA
Registration Number:	3886597	MODIV
Registration Number:	3096301	CUESOL
Registration Number:	3167843	MOBILE LIME
Registration Number:	3106804	
Registration Number:	3366853	DELIVISION

CORRESPONDENCE DATA

Fax Number: (617)526-5000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 6175266448
 Email: huelinh.tran@wilmerhale.com

OP \$190.00 2878894

Correspondent Name: Michael J. Bevilacqua, Esq.
Address Line 1: Wilmer Cutler Pickering Hale and DorrLLP
Address Line 2: 60 State Street
Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	2205.640.123
NAME OF SUBMITTER:	Michael J. Bevilacqua
Signature:	/michael j. bevilacqua/
Date:	08/12/2011

Total Attachments: 4
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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:


"CUESOL, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MODIV MEDIA, INC." UNDER THE NAME OF "MODIV MEDIA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF APRIL, A.D. 2010, AT 8:17 O'CLOCK P.M.

3411476 8100M

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7945295

DATE: 04-21-10

TRADEMARK
REEL: 004604 FRAME: 0055

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
CUESOL, INC.
INTO
MODIV MEDIA, INC.**

**Pursuant to Section 253 of the
Delaware General Corporation Law**

Modiv Media, Inc. (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), does hereby certify that:

1. Cuesol, Inc., a Delaware corporation (the "Subsidiary"), was incorporated under the name Unipower Solutions, Inc. on July 24, 2001, pursuant to the DGCL and is existing thereunder.
2. The Corporation was incorporated under the name Vayusa Inc. on July 5, 2001, pursuant to the DGCL and is existing thereunder.
3. The Corporation owns of record 100% of the outstanding shares of common stock of the Subsidiary (the "Shares"), the Shares being the only stock of the Subsidiary outstanding.
4. At a meeting of the Board of Directors on March 9, 2010 pursuant to the provisions of Section 141 of the DGCL, the board of directors of the Corporation adopted the resolutions attached as **Exhibit A** hereto providing for the merger (the "Merger") of the Subsidiary with and into the Corporation, which resolutions have not been amended or rescinded and are in full force and effect.
5. The Corporation shall be the surviving corporation of the Merger.
6. After the time of the Merger the Subsidiary shall no longer be a separate corporation.
7. This Certificate of Ownership and Merger shall be effective upon filing.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed in its corporate name by its duly authorized officer.

Dated: April 20, 2010

Modiv Media, Inc,

By: 

Name: Paul Schatt

Title: Chairman and Chief Executive Officer

EXHIBIT A

Merger with Cuesol, Inc.

WHEREAS: The Corporation is the holder of all of the outstanding shares of capital stock of Cuesol, Inc., a Delaware corporation ("Cuesol").

WHEREAS: The Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation and its stockholders for Cuesol to be merged with and into the Corporation pursuant to Section 253 of the DGCL.

NOW, THEREFORE, BE IT RESOLVED: That pursuant to Section 253 of the DGCL, Cuesol shall be merged (the "Merger") with and into the Corporation, whereupon the separate existence of Cuesol shall cease, and the Corporation shall be the surviving corporation of the Merger (the "Surviving Corporation").

RESOLVED FURTHER: That the Merger is hereby approved and adopted by the Corporation pursuant to the provisions of Section 253 of the DGCL.

RESOLVED FURTHER: That the Merger shall become effective upon the acceptance of the filing of a Certificate of Ownership and Merger with respect to the Merger with the Secretary of State of the State of Delaware (the "Effective Time"), in substantially the form attached hereto as Exhibit A (the "Certificate of Merger").

RESOLVED FURTHER: That at the Effective Time by virtue of the Merger and without any action on the part of the Corporation, each outstanding share of common stock of Cuesol, par value \$0.001 per share, shall be canceled, and no payment shall be made with respect thereto.

RESOLVED FURTHER: That from and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the directors and officers of the Corporation at the Effective Time shall be the directors and officers of the Surviving Corporation.

RESOLVED FURTHER: That from and after the Effective Time, the bylaws of the Corporation shall be the bylaws of the Surviving Corporation until amended in accordance with applicable law.

RESOLVED FURTHER: That at the Effective Time the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation until amended in accordance with applicable law.

RESOLVED FURTHER: That the officers of the Corporation are authorized on behalf of the Corporation to take any and all actions, to execute, deliver and file any and all documents, agreements and instruments (including, without limitation, the Certificate of Merger) and to take any and all steps deemed by any such officer to be necessary or appropriate to carry out the purpose and intent of each of the foregoing resolutions, and all actions heretofore taken by any of them in furtherance thereof are hereby authorized, approved, ratified and confirmed in all respects.