

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
ViewCentral, Inc.		09/19/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Rainmaker Systems, Inc.		
Street Address:	900 East Hamilton Avenue		
Internal Address:	Suite 400		
City:	Campbell		
State/Country:	CALIFORNIA		
Postal Code:	95008		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2577736	VIEWCENTRAL	
CORRESPONDENCE DATA			
Fax Number:	(415)442-1001		
Phone:	(415) 442-1326		
Email:	ralpert@morganlewis.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Rochelle D. Alpert		
Address Line 1:	One Market, Spear Street Tower		
Address Line 4:	San Francisco, CALIFORNIA 94105		
ATTORNEY DOCKET NUMBER:	058800-2060		
NAME OF SUBMITTER:	Rochelle D. Alpert		
Signature:	/rda/		

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**TRADEMARK
 REEL: 004679 FRAME: 0386**

Date:

12/14/2011

Total Attachments: 2

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TRADEMARK ASSIGNMENT

This Trademark Assignment ("Assignment") confirms the assignment of the trademarks owned by the California corporation ViewCentral, Inc., ("ViewCentral") to Rainmaker Systems, Inc. a Delaware corporation located at 900 East Hamilton Avenue, Suite 400 Campbell, California 95008("Rainmaker").

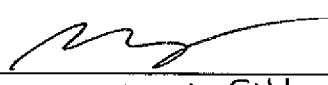
ViewCentral assigned, and Rainmaker received and accepted all of ViewCentral's rights, title and interest throughout the world, including any and all associated goodwill, whether at common law or by statute, in and to all trademarks, service marks, trade dress, logos, designs and slogans, in all formats without limitation, including but not limited to the federally registered mark listed on Schedule 1 of this assignment ("Marks"):

ViewCentral confirms that, for good and valuable consideration, it assigned, transferred and set over to Rainmaker, effective as of September 19, 2006, its entire right, title and interest in and to the Marks and the goodwill symbolized by the Marks. This Assignment includes the right to sue for and receive all damages from past infringements of the Marks arising prior to the effective date of the assignment. The right, title and interest is to be held and enjoyed by Rainmaker and Rainmaker's successors and assigns as fully and exclusively as it would have been held and enjoyed by ViewCentral had this assignment not been made.

ASSIGNOR:
VIEWCENTRAL, INC.

By: 
Name: Perry Lydon
Title: VP, SERVICES, CO-FOUNDER
Date: 9/19/2006

ASSIGNEE:
RAINMAKER SYSTEMS, INC.

By: 
Name: Michael Sitton
Title: CEO
Date: 9/19/2006

SCHEDULE 1

United States

Reg. No. 2577736 for VIEWCENTRAL