

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

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

<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Generate Holdings		12/22/2011	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
Name:	AdGen
Street Address:	151 West 26th Street
Internal Address:	11th floor
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

<b>PROPERTY NUMBERS Total: 4</b>		
Property Type	Number	Word Mark
Registration Number:	4008576	DEGENERATE
Registration Number:	3600323	GENERATE
Registration Number:	3694238	GENERATE
Registration Number:	3819461	GENERATE INSIGHT

<b>CORRESPONDENCE DATA</b>	
Fax Number:	2122444311
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	2127243290
Email:	gallit@schullerlegal.net
Correspondent Name:	Gallit Schuller, Esq.
Address Line 1:	140 Riverside Drive
Address Line 2:	Suite 32B
Address Line 4:	NEW YORK, NEW YORK 10024-2056

NAME OF SUBMITTER:	Gina DiGioia
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OP \$115.00 4008576

Signature:	/gd/
Date:	05/04/2012
<b>Total Attachments: 9</b> source=FINAL - AlloyGenerate - Trademark Assignment - Generate Holdings, Inc. (with Schedule)#page1.tif source=FINAL - AlloyGenerate - Trademark Assignment - Generate Holdings, Inc. (with Schedule)#page2.tif source=FINAL - AlloyGenerate - Trademark Assignment - Generate Holdings, Inc. (with Schedule)#page3.tif source=FINAL - AlloyGenerate - Trademark Assignment - Generate Holdings, Inc. (with Schedule)#page4.tif source=FINAL - AlloyGenerate - Trademark Assignment - Generate Holdings, Inc. (with Schedule)#page5.tif source=FINAL - AlloyGenerate - Trademark Assignment - Generate Holdings, Inc. (with Schedule)#page6.tif source=FINAL - AlloyGenerate - Trademark Assignment - Generate Holdings, Inc. (with Schedule)#page7.tif source=FINAL - AlloyGenerate - Trademark Assignment - Generate Holdings, Inc. (with Schedule)#page8.tif source=FINAL - AlloyGenerate - Trademark Assignment - Generate Holdings, Inc. (with Schedule)#page9.tif	

## TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is dated as of December 22, 2011 (the "Effective Date") between Generate Holdings, Inc. (the "Assignor"), and AdGen, LLC (the "Assignee"). All capitalized terms used herein but not otherwise defined shall have the meanings given them in the Purchase Agreement (as defined below).

WHEREAS, the Assignor and the Assignee have entered into a certain Asset Purchase Agreement dated as of the date hereof (the "Purchase Agreement"); and

WHEREAS, the Assignor has agreed to transfer, contribute and assign to the Assignee all of the Assignor's right, title and interest in and to the Assignor's registered and unregistered marks and/or trade names existing as of the Effective Date, including, without limitation, those set forth on the attached Schedule A hereto, together with the goodwill of the business associated therewith (collectively, the "Marks").

NOW, THEREFORE, in consideration of the Purchase Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. The Assignor hereby irrevocably assigns to the Assignee: (i) all of the Assignor's right, title, and interest in and to the Marks, together with the goodwill of the business associated therewith; (ii) any and all legal actions and rights and remedies at law or in equity for past infringements, misappropriations, or other violations of the Marks, including the right to sue for, collect, and retain all damages, profits, proceeds, and all other remedies associated therewith; and (iii) any and all income, royalties, and payments accruing on or after the Effective Date with respect to the Marks, for Assignee's own use and enjoyment and for the use and enjoyment of Assignee's successors, assigns, or other legal representatives. Assignor agrees to give Assignee and/or any person designated by Assignee all reasonable assistance that may be required to perfect the rights granted herein.

2. The Assignor agrees not to use (and to terminate and discontinue all use of) the terms contained in the Marks and any terms similar thereto in any domain name, domain name registration, trademark, service mark, trade name, company name, legal name, fictitious business name, logo, and any other indicator of origin, with regard to itself and any business or entity at any time owned or controlled by Assignor.

3. The Assignor authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any other official throughout the world whose duty is to register and record ownership in trademark registrations and applications for registration of trademarks, to record the Assignee as the assignee and owner of any and all of the Assignor's rights in the Marks.

4. All of the terms and provisions of this Assignment shall inure to the benefit of and be binding upon the parties hereto and their respective executors, heirs, personal representatives, successors and assigns.


5. No provision of this Assignment is intended to confer upon any Person other than the parties hereto and their respective executors, heirs, personal representatives, successors and assigns any rights or remedies hereunder.

6. This Assignment shall be governed by and interpreted and enforced in accordance with the laws of the State of New York, without giving effect to any choice of Law or conflicts of Laws rules or provision (whether of the State of New York or any other jurisdiction) that would cause the application of the Laws of a jurisdiction other than the State of New York.

[Signature page follows.]

IN WITNESS WHEREOF, the Assignor has duly executed this Assignment as of the date first written above.

Generate Holdings, Inc.

By:   
Name: Jordan Lewis  
Title: CEO

Signature page to Trademark Assignment

**SCHEDULE A**

See attached.

Trademark	Client Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
DEGENERATE	43035-031-014/ United States of America	85/106,703 12-Aug-2010	24-May-2011	4,008,576 09-Aug-2011	Registered 09-Aug-2021
	<i>Class(es):</i> 009			<i>Attorney(s):</i> LA JMP RDW	
	<i>Client:</i> Generate Holdings, Inc.			<i>Client Ref:</i>	
	<i>Agent Name:</i> not applicable			<i>Agent Ref:</i> N/A	
	<i>Owner Name:</i> Generate Holdings, Inc.			<i>First Use Date:</i> 18-Aug-2009	
	<i>Other Number:</i>			<i>Priority Ctry:</i>	
	<i>Mark Type:</i> Trademark				
DEGENERATE COMEDY	43035-031-006/ United States of America	77/689,552 12-Mar-2009	08-Sep-2009		Abandoned
	<i>Class(es):</i> 009			<i>Attorney(s):</i> LA JMP RDW	
	<i>Client:</i> Generate Holdings, Inc.			<i>Client Ref:</i>	
	<i>Agent Name:</i> not applicable			<i>Agent Ref:</i> N/A	
	<i>Owner Name:</i> Generate Holdings, Inc.			<i>First Use Date:</i>	
	<i>Other Number:</i>			<i>Priority Ctry:</i>	
	<i>Mark Type:</i> Trademark				
DEGENERATE COMEDY	43035-031-009/ United States of America	77/689,632 12-Mar-2009	14-Jul-2009		Abandoned
	<i>Class(es):</i> 025			<i>Attorney(s):</i> LA JMP RDW	
	<i>Client:</i> Generate Holdings, Inc.			<i>Client Ref:</i>	
	<i>Agent Name:</i> not applicable			<i>Agent Ref:</i> N/A	
	<i>Owner Name:</i> Generate Holdings, Inc.			<i>First Use Date:</i>	
	<i>Other Number:</i>			<i>Priority Ctry:</i>	
	<i>Mark Type:</i> Trademark				

Trademark	Client Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
DEGENERATE COMEDY	43035-031-010/ United States of America	77/689,669 12-Mar-2009			Abandoned
	<i>Class(es):</i> 041			<i>Attorney(s):</i> LA JMP RDW	
	<i>Client:</i> Generate Holdings, Inc.			<i>Client Ref:</i>	
	<i>Agent Name:</i> not applicable			<i>Agent Ref:</i> N/A	
	<i>Owner Name:</i> Generate Holdings, Inc.			<i>First Use Date:</i>	
	<i>Other Number:</i>			<i>Priority Ctry:</i>	
	<i>Mark Type:</i> Service Mark				
DEGENERATE COMEDY / DGENERATE COMEDY	43035-031-011/ United States of America				Search Only
	<i>Class(es):</i>			<i>Attorney(s):</i> LA JMP RDW	
	<i>Client:</i> Generate Holdings, Inc.			<i>Client Ref:</i>	
	<i>Agent Name:</i> not applicable			<i>Agent Ref:</i> N/A	
	<i>Owner Name:</i> Generate Holdings, Inc.			<i>First Use Date:</i>	
	<i>Other Number:</i>			<i>Priority Ctry:</i>	
	<i>Mark Type:</i> Trademark				
GENERATE	43035-031-003/ United States of America	78/821,012 22-Feb-2006	15-May-2007	3,600,323 31-Mar-2009	Registered 31-Mar-2019
	<i>Class(es):</i> 035, 041			<i>Attorney(s):</i> LA JMP RDW	
	<i>Client:</i> Generate Holdings, Inc.			<i>Client Ref:</i>	
	<i>Agent Name:</i> not applicable			<i>Agent Ref:</i> N/A	
	<i>Owner Name:</i> Generate Holdings, Inc.			<i>First Use Date:</i> 27-Feb-2006	
	<i>Other Number:</i>			<i>Priority Ctry:</i>	
	<i>Mark Type:</i> Service Mark				



Trademark	Client Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
GENERATE & Design	43035-031-002/ United States of America	78/821,029 22-Feb-2006	15-May-2007	3,694,238 06-Oct-2009	Registered 06-Oct-2019
	<i>Class(es):</i> 035, 041			<i>Attorney(s):</i> LA JMP RDW	
	<i>Client:</i> Generate Holdings, Inc.			<i>Client Ref:</i>	
	<i>Agent Name:</i> not applicable			<i>Agent Ref:</i> N/A	
	<i>Owner Name:</i> Generate Holdings, Inc.			<i>First Use Date:</i> 27-Feb-2006	
	<i>Other Number:</i>			<i>Priority Ctry:</i>	
	<i>Mark Type:</i> Service Mark				
GENERATE INSIGHT	43035-031-004/ United States of America	77/717,089 19-Apr-2009	14-Jul-2009	3,819,461 13-Jul-2010	Registered 13-Jul-2020
	<i>Class(es):</i> 035			<i>Attorney(s):</i> LA JMP RDW	
	<i>Client:</i> Generate Holdings, Inc.			<i>Client Ref:</i>	
	<i>Agent Name:</i> not applicable			<i>Agent Ref:</i> N/A	
	<i>Owner Name:</i> Generate Holdings, Inc.			<i>First Use Date:</i> 05-Jan-2009	
	<i>Other Number:</i>			<i>Priority Ctry:</i>	
	<i>Mark Type:</i> Service Mark				
GENERATE INSIGHTERS	43035-031-005/ United States of America	77/717,091 19-Apr-2009	14-Jul-2009		Abandoned
	<i>Class(es):</i> 035			<i>Attorney(s):</i> LA JMP RDW	
	<i>Client:</i> Generate Holdings, Inc.			<i>Client Ref:</i>	
	<i>Agent Name:</i> not applicable			<i>Agent Ref:</i> N/A	
	<i>Owner Name:</i> Generate Holdings, Inc.			<i>First Use Date:</i>	
	<i>Other Number:</i>			<i>Priority Ctry:</i>	
	<i>Mark Type:</i> Service Mark				

Trademark	Client Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
GENERATE MANAGEMENT	43035-031-001/ United States of America	78/821,020 22-Feb-2006		15-May-2007	Abandoned
	<i>Class(es):</i> 035, 041			<i>Attorney(s):</i> LA JMP RDW	
	<i>Client:</i> Generate Holdings, Inc.			<i>Client Ref:</i>	
	<i>Agent Name:</i>			<i>Agent Ref:</i>	
	<i>Owner Name:</i> Generate Holdings, Inc.			<i>First Use Date:</i>	
	<i>Other Number:</i>			<i>Priority Ctry:</i>	
	<i>Mark Type:</i> Service Mark				
LEARNING CIRCLES	43035-031-008/ United States of America	77/717,088 19-Apr-2009			Abandoned
	<i>Class(es):</i> 035			<i>Attorney(s):</i> LA JMP RDW	
	<i>Client:</i> Generate Holdings, Inc.			<i>Client Ref:</i>	
	<i>Agent Name:</i> not applicable			<i>Agent Ref:</i> N/A	
	<i>Owner Name:</i> Generate Holdings, Inc.			<i>First Use Date:</i>	
	<i>Other Number:</i>			<i>Priority Ctry:</i>	
	<i>Mark Type:</i> Service Mark				
LIFE-U-MENTARIES	43035-031-007/ United States of America	77/717,090 19-Apr-2009		14-Jul-2009	Abandoned
	<i>Class(es):</i> 035			<i>Attorney(s):</i> LA JMP RDW	
	<i>Client:</i> Generate Holdings, Inc.			<i>Client Ref:</i>	
	<i>Agent Name:</i> not applicable			<i>Agent Ref:</i> N/A	
	<i>Owner Name:</i> Generate Holdings, Inc.			<i>First Use Date:</i>	
	<i>Other Number:</i>			<i>Priority Ctry:</i>	
	<i>Mark Type:</i> Service Mark				

Trademark	Client Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
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SANDWICH COMEDY

43035-031-012/

United States of America

Search Only

*Class(es):*

*Attorney(s):* LA JMP RDW

*Client:* Generate Holdings, Inc.

*Client Ref:*

*Agent Name:* not applicable

*Agent Ref:* N/A

*Owner Name:* Generate Holdings, Inc.

*First Use Date:*

*Other Number:*

*Priority Ctry:*

*Mark Type:* Trademark