

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VIRTUAL CAPITAL, L.L.C		05/04/2012	LIMITED LIABILITY COMPANY: NEVADA
RECEIVING PARTY DATA			
Name:	X PRIZE Foundation, Inc.		
Street Address:	5510 Lincoln Boulevard		
Internal Address:	Ste 100		
City:	Playa Vista		
State/Country:	CALIFORNIA		
Postal Code:	90094		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3979217	PRIZE PHILANTHROPY	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	314-259-2000		
Email:	nick.williamson@bryancave.com, ndcollora@bryancave.com		
Correspondent Name:	Nick E. Williamson		
Address Line 1:	211 N. Broadway		
Address Line 2:	Suite 3600		
Address Line 4:	St. Louis, MISSOURI 63102		
NAME OF SUBMITTER:	Nick E. Williamson		
Signature:	/Nick E. Williamson/		

CH \$40.00 3979217

Date:

05/08/2012

Total Attachments: 3

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TRADEMARK ASSIGNMENT

This Assignment of Trademark between VIRTUAL CAPITAL L.L.C., having an address at 1616 Camino del Mar, Del Mar, CA 92014 (hereinafter "Assignor") and X PRIZE FOUNDATION, INC., a U.S. based 501(c)(3) nonprofit organization, having an address at 5510 Lincoln Blvd. Suite 100, Playa Vista, CA 90094-2034 (herein referred to as "Assignee") for the purpose of transferring the trademark ownership rights, shall be deemed executed as of the Execution Date provided below.

Recitals

WHEREAS, Assignor is the owner of record of a federal registration issued by the United States Patent and Trademark Office ("USPTO") for the service mark PRIZE PHILANTHROPY, U.S. Trademark Reg. No. 3,979,217 (hereinafter "Service Mark");

WHEREAS, Assignor has adopted and is using the Service Mark on:

- *“Education services, namely, conducting workshops in the field of technological innovation, environmental, financial services, biodiversity, energy, intellectual property, intellectual capital, investment, human capital, venture philanthropy, venture capital, financial capital, business and technology, and prize competitions;*
- *closed-circuit programs in the nature of educational programs namely, seminars, conferences, provided through online global computer networks in the field of technological innovation, environmental, financial services, biodiversity, energy, intellectual property, intellectual capital, investment, human capital, venture philanthropy, venture capital, financial capital, business and technology, and prize competitions;*
- *video-conferenced, in-person and "virtual" workshops in the field of technological innovation, environmental, financial services, biodiversity, energy, intellectual property, intellectual capital, investment, human capital, venture philanthropy, venture capital, financial capital, business and technology, and prize competitions; providing advisory and consulting services in the field of organizing prize competitions; organizing conferences focusing on achievements and awards and prizes;*
- *Development and dissemination of educational materials for others in the field of technological innovation, environmental, financial services, biodiversity, energy, intellectual property, intellectual capital, investment, human capital, venture philanthropy, venture capital, financial capital, business and technology, and prize competitions;*
- *providing motivational and educational speakers and personal coaching services in the field of technological innovation, environmental, financial services, biodiversity, energy, intellectual property, intellectual capital, investment, human capital, venture*



philanthropy, venture capital, financial capital, business and technology, and prize competitions;

- *educational services, namely, conducting seminars, courses, workshops, conferences, lectures, meetings, all of the above services related to or in connection with the fields of in the fields of technological innovation, environmental, financial services, biodiversity, energy, intellectual property, intellectual capital, investment, human capital, venture philanthropy, venture capital, financial capital, business and technology, and prize competitions;*
- *educational services, to individuals, groups, businesses, namely, arranging and conducting workshops, meetings, lectures, coaching, mentoring, seminars, classes, conferences, keynote lectures, customized training programs, in-house educational programs, on-line programs, providing motivational and educational speakers, courses of instruction all in the field of technological innovation, environmental, financial services, biodiversity, energy, intellectual property, intellectual capital, investment, human capital, venture philanthropy, venture capital, financial capital, business and technology, and prize competitions;*
- *providing a website featuring informal instruction in the fields technological innovation, environmental, financial services, biodiversity, energy, intellectual property, intellectual capital, investment, human capital, venture philanthropy, venture capital, financial capital, business and technology, and prize competitions”*

and on

- *“Business services relating to the promotion of business excellence through the distribution of prizes, promotional contests and incentive award programs to promote the sale of products and services of others;*
- *dissemination of advertising matter relating to the promotion of prize competitions; organization of exhibitions for business and advertising purposes to promote achievement, innovation, excellence and technological development;*
- *promoting the goods and services of others by providing contests, prizes and incentive award programs and quality and achievement awards, all of the above services related to or in connection with the fields of in the fields of technological innovation, environmental, financial services, biodiversity, energy, intellectual property, intellectual capital, investment, human capital, venture philanthropy, venture capital, financial capital, business and technology, and prize competitions;*
- *conducting trade shows in the fields of technological innovation, environmental, financial services, biodiversity, energy, intellectual property, intellectual capital, investment, human capital, venture philanthropy, venture capital, financial capital, business and technology, and prize competitions; business management and business consulting and advisory services;*

- *business management and business consulting and advisory services in the fields of intellectual property, financing, alliances, human capital management, sales, marketing, public relations, business and information technology, financial management, business management, joint ventures, interim management, personnel recruitment, sales techniques, marketing, market research, public relations, accounting, business auditing, tax, sales and marketing, sales techniques, advertising and marketing, business and technology, scientific review, peer review, and prize competitions”*

since April 11, 2011;

WHEREAS, Assignee is desirous of acquiring the Service Mark, any and all common law rights related thereto and all the goodwill associated therewith for business purposes; and

WHEREAS, Assignor is desirous of transferring ownership of the Service Mark, any and all common law rights related thereto and all the goodwill associated therewith to Assignee;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor and Assignee hereby agree as follows:

Agreement

Assignor does hereby assign to Assignee all rights, title and interest in and to the Service Mark and any and all common law rights related thereto, together with the goodwill of the business symbolized by the Service Mark and any and all common law rights related thereto; and in and to any and all causes of action (either in law or in equity), as well as the right to enforce any rights and file any causes of action, including the right to recover damages, for any past, present, or future infringement, misappropriation and/or dilution of the Service Mark and any and all common law rights related thereto.

Execution Date: 11 / 10 / 11

<p><u>Assignor</u> Virtual Capital, L.L.C. A Nevada limited liability company</p>	<p><u>Assignee</u> X PRIZE FOUNDATION, INC. A US-Based Non-Profit Organization</p>
<p>VIRTUAL CAPITAL, L.L.C. By: <u>[Signature]</u> Lee Stein Its: Managing Member</p>	<p>X PRIZE FOUNDATION, INC. By: <u>[Signature]</u> Dr. Peter H. Diamandis Its: CEO and Founder 5/4/12</p>

