

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Memorandum and Notice of Security Interest in Intellectual Property		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PlanetOut USA Inc.		01/01/2012	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Stephen P. Jarchow, as Agent		
<b>Street Address:</b>	8411 Preston Road, Suite 740		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75225		
<b>Entity Type:</b>	an Individual: TEXAS		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	4102685	GAY.COM	
Registration Number:	4091297	GAY.COM	
Registration Number:	2722974	GAY.COM	
Registration Number:	2294940	GAY.NET	
Registration Number:	3254922	OUT&ABOUT	
Registration Number:	1880544	OUT & ABOUT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9497600182		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
<b>Phone:</b>	949-760-1121		
<b>Email:</b>	trademark@buchalter.com		
<b>Correspondent Name:</b>	Sandra P. Thompson, PhD.		
<b>Address Line 1:</b>	18400 Von Karman Avenue, Ste 800		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92612		

CH \$165.00 4102685

ATTORNEY DOCKET NUMBER:	J3962-0002
NAME OF SUBMITTER:	Sandra P. Thompson, PhD.
Signature:	/Sandra P. Thompson/
Date:	06/08/2012
<b>Total Attachments: 3</b> source=6T - PlantOut Memorandum and Notice of Security Interest in Intellectual Property#page1.tif source=6T - PlantOut Memorandum and Notice of Security Interest in Intellectual Property#page2.tif source=6T - PlantOut Memorandum and Notice of Security Interest in Intellectual Property#page3.tif	

**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

**January 1, 2012**

**PLANETOUT USA INC.**, a Delaware corporation, whose address is 10990 Wilshire Blvd., Penthouse Suite, Los Angeles, CA 90024 ("**Debtor**") hereby acknowledges that it has granted to **STEPHEN P. JARCHOW**, as Agent, whose address is 8411 Preston Road, Suite 740, Dallas, TX 75225, (the "**Secured Party**"), a security interest in and to all of the Debtor's right, title and interest in and to the trademarks and trademark registrations and applications therefor which are identified on the Exhibit attached hereto and herein incorporated by this reference and owned by Debtor (the "**Trademarks**"), together with the goodwill and assets of the business, to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Amended and Restated Line of Credit Agreement of even date herewith (as may be amended or modified from time to time, the "**Agreement**"), among Debtor and Secured Party as security for the Obligations as set forth in the Agreement. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first above written.

**PLANETOUT USA INC.,**  
a Delaware corporation



By: \_\_\_\_\_  
Name: Stephen P. Jarch  
Title: Chairman

EXHIBIT  
TRADEMARKS

<b>No.</b>	<b>Title</b>	<b>Serial / Reg. Nos.</b>	<b>Reg. / File Date</b>	<b>Owner</b>
1.	GAY.COM (stylized)	4102685	21-Feb-12	PlanetOut USA Inc.
2.	GAY.COM and Design	4091297	24-Jan-12	PlanetOut USA Inc.
3.	GAY.COM & Design (stick figures)	2722974	10-Jun-03	PlanetOut USA Inc.
4.	GAY.COM & Design (Argentina)	2072770	16-Mar-06	PlanetOut USA Inc.
5.	GAY.COM & Design (Brazil)	823067858	20-Oct-09	PlanetOut USA Inc.
6.	GAY.COM & Design (E.U.)	1558410	15-Mar-00	PlanetOut USA Inc.
7.	GAY.NET & Design (old)	2294940	30-Nov-99	PlanetOut USA Inc.
8.	OUT & ABOUT	3254922	26-Jun-07	PlanetOut USA Inc.
9.	OUT & ABOUT	1880544	28-Feb-95	PlanetOut USA Inc.

Exhibit A