#### 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
GSV LLC		102/26/2013 I	LIMITED LIABILITY COMPANY: DELAWARE

#### **RECEIVING PARTY DATA**

Name:	T-Mobile USA, Inc.
Street Address:	12920 S.E. 38th Street
City:	Bellevue
State/Country:	WASHINGTON
Postal Code:	98006
Entity Type:	CORPORATION: DELAWARE

### PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark	
Serial Number:	85978527	GOSMART	
Serial Number:	85978379	GOSMART MOBILE	
Serial Number:	85978619	GO SMART MOBILE	
Serial Number:	85978134	GO SMART MOBILE	
Serial Number:	85527430	GOSMART	
Serial Number:	85527478	GOSMART MOBILE	
Serial Number:	85625113	GO SMART MOBILE	
Serial Number:	85625120	GO SMART MOBILE	
Serial Number:	85716527	NO DUM	

#### CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 425-383-4000

TRADEMARK REEL: 004977 FRAME: 0253

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Email: IPCOUNSEL@T-MOBILE.COM Correspondent Name: Richard W. Hansen Address Line 1: 12920 S.E. 38th Street Bellevue, WASHINGTON 98006 Address Line 4: NAME OF SUBMITTER: Richard W. Hansen Signature: /Richard W. Hansen/ 02/26/2013 Date: Total Attachments: 7 source=Assignment#page1.tif source=Assignment#page2.tif source=Assignment#page3.tif source=Assignment#page4.tif source=Assignment#page5.tif source=Assignment#page6.tif source=Assignment#page7.tif

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#### ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, GSV LLC ("Assignor"), a Delaware limited liability company with an address at 555 West Fifth St., 31<sup>st</sup> Fl., Los Angeles, CA 90013 has common law rights in the mark(s) that are the subject of this assignment and as shown in the attached Exhibits; and

WHEREAS, Assignor is the owner of the trademark/service mark registrations set forth in Exhibit 1 and incorporated herein by reference;

WHEREAS, Assignor is the owner of the pending use-based trademark/service mark applications set forth in Exhibit 2 and incorporated herein by reference;

WHEREAS, Assignor is the owner of the pending intent-to-use-based trademark/service mark applications set forth in Exhibit 3 and incorporated herein by reference;

WHEREAS, Assignor is the owner of the pending applications in jurisdictions that do not require use claims set forth in Exhibit 4 and incorporated herein by reference;

WHEREAS, T-Mobile USA, Inc. ("Assignee"), a Delaware corporation with its principal place of business at 12920 S.E. 38th Street, Bellevue, WA 98006, is desirous of acquiring said common law rights, registrations, applications and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the marks set forth in Exhibits 1, 2, 3, and 4 together with that portion of its business relating to the marks and the goodwill appurtenant thereto.

Assignor agrees to execute and deliver, at the request of Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all right, title, and interest in and to the Mark to the Assignee and/or provide evidence to support any of the foregoing in the event such evidence is necessary to effectuate the assignment, to the extent such evidence is in the possession or control of Assignor.

Assignor may be permitted to use and/or continue to use the marks set forth in Exhibits 1 - 4 as a licensee of Assignee in certain jurisdictions in accordance with a separate agreement. All such

[remainder of this page intentionally left blank]

TRADEMARK REEL: 004977 FRAME: 0255 uses by Assignor shall be on behalf of and inure to the benefit of Assignee.

Signed this day of February, 2013.

**GSV LLC** 

Name: Lauren Venezia

Title: Senior Vice President

STATE OF WASHINGTON ) ss. COUNTY OF KING )

On the day of February, 2013, before me personally appeared Lauren Venezia, the person who signed the foregoing instrument, who being by me duly sworn, acknowledged that he/she is the Senior Vice President of GSV LLC, the corporation described in and which executed the foregoing instrument, that he/she has signed said instrument as a free act on behalf of said corporation, and that he/she has the authority to act on behalf of, and bind, said corporation.

SUBSCRIBED AND SWORN to before me on the date stated above.

NOTARY PUBLIC in and for the State of

My Appointment Expires:

SHINGTON.

### **Acceptance of Assignment**

T-Mobile USA, Inc., the Assignee above, does hereby accept the assignment of the trademarks. Signed this day of February, 2013.

T-MOBILE USA, INC.

y: \_\_\_\_\_

Title: Senior Vice President

STATE OF WASHINGTON ) ss COUNTY OF KING )

On the day of February, 2013, before me personally appeared Lauren Venezia the person who signed the foregoing instrument, who being by me duly sworn, acknowledged that he/she is the Senior Vice President of T-Mobile USA, Inc., the corporation described in and which executed the foregoing instrument, that he/she has signed said instrument as a free act on behalf of said corporation, and that he/she has the authority to act on behalf of, and bind, said corporation.

SUBSCRIBED AND SWORN to before me on the date stated above.

CROVO Second NOTARY PUBLIC in and for the State of Washing at Manualuse My Appointment Expires:

# TRADEMARK REGISTRATIONS

Trademark	Jurisdiction / Registration No.	Registration Date
GOSMART	European Community Trademark (CTM) / 010598365	Jul. 13, 2012

# PENDING "USE" APPLICATIONS

Trademark	Jurisdiction / Serial No.	Filing Date
GOSMART	USA 85978527	1/27/12
GOSMART MOBILE	USA 85978379	1/27/12
smärt	USA 85978619	5/14/12
<b>Smart</b>	USA 85978134	5/14/12

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# PENDING "INTENT TO USE" APPLICATIONS

Trademark	Jurisdiction / Serial No.	Filing Date
GOSMART	USA / 85527430	Jan. 27, 2012
GOSMART MOBILE	USA / 85527478	Jan. 27, 2012
<b>Gemart</b>	USA / 85625113	May 14, 2012
smart	USA / 85625120	May 14, 2012
NO DUM	USA / 85716527	Aug. 29, 2012

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# PENDING APPLICATIONS IN JURISDICTIONS THAT DO NOT REQUIRE <u>USE CLAIMS</u>

Trademark	Jurisdiction / Serial No.	Filing Date
GOSMART MOBILE logo	CTM / 11209079	10/8/2012
GOSMART	Hong Kong / 302387656	9/25/2012
GOSMART	South Korea / 40-2012-60550	10/2/2012

**RECORDED: 02/26/2013**