

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT		
EFFECTIVE DATE:	10/01/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Voxeo Corporation		03/04/2013
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Voxeo Labs, Inc.		
Street Address:	800 Menlo Avenue		
Internal Address:	Suite 210		
City:	Menlo Park		
State/Country:	CALIFORNIA		
Postal Code:	94025		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
	Property Type	Number	Word Mark
	Serial Number:	85072017	PHONO
	Serial Number:	85041684	MOHO
	Serial Number:	85975326	IMIFIED
	Serial Number:	85037534	VOXEO PRISM
	Serial Number:	85467132	RAYO
CORRESPONDENCE DATA			
Fax Number:	2027995000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2027994000		
Email:	alberto.zacapa@dlapiper.com		
Correspondent Name:	Thomas E. Zutic, DLA Piper LLP (US)		
Address Line 1:	500 Eighth Street, NW		

OP \$140.00 85072017

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	385657-000001
NAME OF SUBMITTER:	Thomas E. Zutic
Signature:	/Thomas E. Zutic/
Date:	08/08/2013

**Total Attachments: 14**

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## Trademark Assignment

**WHEREAS**, Voxeo Corporation, a corporation formed under the laws of the state of Delaware, with its principal place of business at 189 S. Orange Ave., Orlando, FL 32801 ("Assignor"), owns and has a *bona fide* intent to use the Marks TROPO, SIPMETHOD, SIPOINT, SIPPOINT and IMIFIED ("the Marks") in connection with the following goods and/or services: **TROPO** goods/services= "Downloadable computer software for developing other computer programs; Downloadable computer software for assisting developers in creating program code for communications applications, telecommunications services, instant messaging applications and short message service (SMS) applications," in International Class 9. And, "Providing on-line non-downloadable software for developing other computer programs; Providing on-line non-downloadable software for assisting developers in creating program code for communications applications, telecommunications services, instant messaging applications and short message service (SMS) applications," in International Class 42. **SIPMETHOD** goods/services= Computer telephony software, in International Class 9. And, "Internet telephony services; Telecommunication services, namely, local and long distance transmission of voice, data, and graphics by means of telephone, telegraphic, cable, and satellite transmissions; Voice over internet protocol (VOIP) services, in International Class 38. **SIPOINT** goods/services= Computer telephony software, in International Class 9. And, "Internet telephony services; Telecommunication services, namely, local and long distance transmission of voice, data, and graphics by means of telephone, telegraphic, cable, and satellite transmissions; Voice over internet protocol (VOIP) services," in International Class 38. **SIPPOINT** good/services= Computer telephony software, in International Class 9. "Internet telephony services; Telecommunication services, namely, local and long distance transmission of voice, data, and graphics by means of telephone, telegraphic, cable, and satellite transmissions; Voice over internet protocol (VOIP) services," in International Class 42. **IMIFIED** goods/services= "Computer telephony software," in International Class 9.; and

**WHEREAS**, Assignor has applied to register the Marks on the Principal Register of the United States Patent and Trademark Office based on Assignor's *bona fide* intent to use the marks in commerce in connection with the above-described goods and/or services, Application Serial Nos. 77691311 (TROPO words mark, filed 03/15/2009), 85057760 (SIPMETHOD words mark, filed 06/08/2010), 85058922 (SIPOINT words mark, filed 06/09/2010), 85058846 (SIPPOINT words mark, filed 06/09/2010), and 85051186 (IMIFIED words mark, filed 05/31/2010); and

**WHEREAS**, Voxeo Labs, Inc., a corporation formed under the laws of the state of Delaware, with its principal place of business at, 800 Menlo Ave., Suite 210, Menlo Park, CA 94025 ("Assignee"), desires to acquire the business of Assignor in connection with which Assignor has a *bona fide* intent to use the Marks and the pending Applications;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Marks and the pending Applications therefor, together with that portion of Assignor's business in connection with which it has a *bona fide* intent to use the Marks, *nunc pro tunc*, effective as of October 1, 2012.

Matthew Hoff

Signature of Matthew Hoff (printed name)  
Assignor: Voxeo Corporation

Title: Officer of Assignor - CFO

Date of signing: 3-4-2013

**ASSET CONTRIBUTION AGREEMENT**

**by and among**

**VOXEO CORPORATION**

**AS VOXEO**

**AND**

**VOXEO LABS, INC.**

**AS LABS**

**Dated as of October 1, 2012**

**ASSET CONTRIBUTION AGREEMENT**

THIS ASSET CONTRIBUTION AGREEMENT (the "Agreement") is made and entered into as of this first day of October, 2012, by and among **VOXEO CORPORATION**, a Delaware corporation ("Voxeo"), and **VOXEO LABS, INC.**, a Delaware corporation ("Labs").

**BACKGROUND:**

A. Voxeo is in the business of, among other things, producing innovative software solutions comprised of the products and services set forth on **Exhibit A** hereto (such products and services set forth on **Exhibit A** are referred to as the "Labs Products" and the business relating to development and commercialization of the Labs Products is referred to as the "Business").

B. Pursuant to the terms and conditions contained herein, Voxeo desires to transfer to Labs, and Labs desires to acquire from Voxeo, the Assets (as defined below) and Assumed Liabilities (as defined below) (the "Transaction").

C. Labs acknowledges that Voxeo engages in other businesses and markets and sells other products and services not included in Labs Products or the Business, and that only the Business and the Labs Products are included in and subject to this Agreement.

D. [REDACTED]

NOW, THEREFORE, FOR AND IN CONSIDERATION of the premises, the mutual promises, covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

ARTICLE I.

CONTRIBUTION OF ASSETS

Section 1.01 Transfer of Assets. Upon the terms and subject to the conditions set forth in this Agreement, effective as of the date hereof, Voxeo hereby assigns, transfers, conveys and delivers to Labs, and Labs shall accept from Voxeo full title and interest in all of the Assets (as defined below), free and clear of any and all liens, charges, security interests, mortgages, pledges, claims, rights of third parties and other encumbrances of any kind or nature (collectively "Encumbrances"). For purposes of this Agreement, the "Assets" shall mean all of the assets, properties and rights of Voxeo set forth on Exhibit B.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



[REDACTED]

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[REDACTED]

[REDACTED]

Section 2.11 Counterparts; Fax Signatures. This Agreement and any agreement, document or instrument required or contemplated hereby may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute the same agreement, document or instrument. Any signature page of any such counterpart, or any electronic facsimile thereof, may be attached or appended to any other counterpart to complete a fully executed counterpart of such agreement, document or instrument, and any telecopy or other facsimile transmission of any signature shall be deemed an original and shall bind such party.

*[Signatures Begin on Next Page]*

IN WITNESS WHEREOF, the undersigned have set their hands and seals to this Agreement as of the date first set forth above.

**VOXEO CORPORATION:**

VOXEO CORPORATION, a Delaware corporation

By:  \_\_\_\_\_

Name:

Title:

**VOXEO LABS, INC.:**

VOXEO LABS, INC., a Delaware corporation

By: \_\_\_\_\_

Name:

Title:

Exhibit A

Products

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

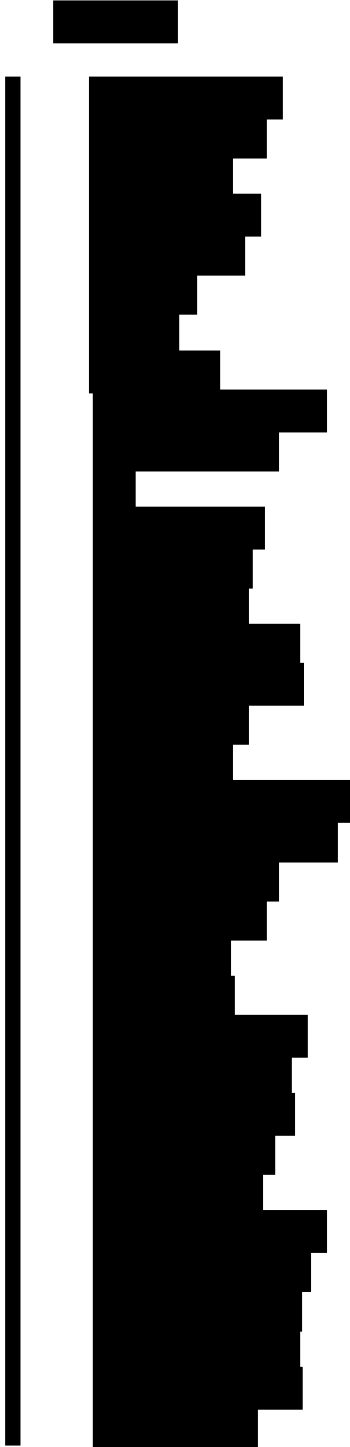
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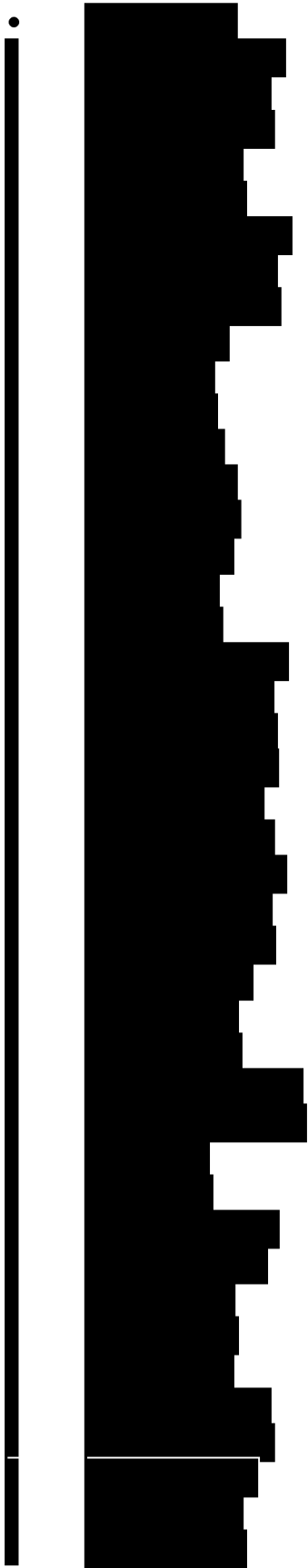
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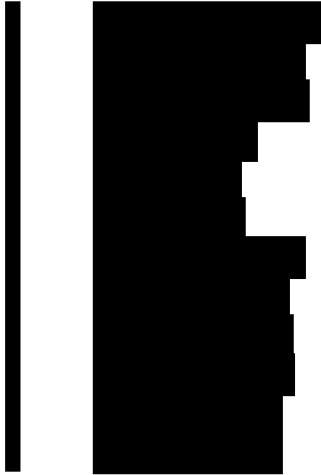
Exhibit B

Assets

(i) List of Registered IP being transferred to Labs

The table content is completely redacted with black boxes. A small rectangular redaction is located at the top left, above the table's starting row. A long vertical redaction bar runs down the left side of the table. The main body of the table is filled with a large, irregular black redaction block.





Trademarks:

- Tropo
  - Filed -3/15/2009
  - Pending
- Phono
  - Filed – 6/25/2010
  - Registered
- Rayo
  - Filed -11/8/2011
  - Pending
- Prism
  - Filed – 5/13/2010
  - Pending
- Moho
  - Filed - 5/18/2010
  - Registered
- SIPoint
  - Filed - 6/9/2010
  - Pending
- SIPPoint
  - Filed - 6/9/2010
  - Pending
- Clackpoint
  - Filed 6/9/2010
  - Pending
- IMIfied
  - Filed 5/31/2010
  - Pending
- Sipmethod
  - Filed 6/18/2010

