

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Stock Purchase Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Silverpoint, Inc.		02/26/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	finalSite Holdings, Inc.		
Street Address:	809 Main Street		
City:	East Hartford		
State/Country:	CONNECTICUT		
Postal Code:	06108		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2741879	SILVERPOINT SCHOOLSUITE	
Registration Number:	2700493	SILVERPOINT	
CORRESPONDENCE DATA			
Fax Number:	9374436635		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	937-443-6817		
Email:	trademarks@thompsonhine.com		
Correspondent Name:	Roger H. Bora		
Address Line 1:	10050 Innovation Drive, Suite 400		
Address Line 4:	Dayton, OHIO 45342-4934		
ATTORNEY DOCKET NUMBER:	091957-001US1 & US2		
NAME OF SUBMITTER:	Roger H. Bora		
Signature:	/roger h bora/		

OP \$65.00 2741879

Date:

09/25/2013

**Total Attachments: 5**

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STOCK PURCHASE AGREEMENT

THIS STOCK PURCHASE AGREEMENT (the "Agreement") is made as of February 26, 2013, by and among finalSite Holdings Inc., a Delaware corporation ("Purchaser") [REDACTED]

WITNESSETH:

WHEREAS, prior to the date hereof, [REDACTED] owned all of the issued and outstanding capital stock (the "Shares") of Silverpoint, Inc., a Delaware corporation (the "Company");

WHEREAS, pursuant to that certain stock contribution agreement, dated February 25, 2013 (the "Contribution Agreement"), by and among [REDACTED] contributed all of the Shares held by them to Seller in exchange for all of the issued and outstanding capital stock of Seller and, following the contribution and exchange contemplated by the Contribution Agreement, [REDACTED] owned all of the issued and outstanding capital stock of Seller and Seller owned all of the issued and outstanding capital stock of the Company;

WHEREAS, pursuant to that certain Stock Purchase Agreement, dated February 25, 2013 (the "Owner's Stock Purchase Agreement"), by and among [REDACTED] sold a portion of the shares of Seller held by them to [REDACTED]

WHEREAS, as of the date hereof, as a result of the consummation of the transactions contemplated by the Owner's Stock Purchase Agreement, [REDACTED] own 41.0%, 36.0%, 18.0% and 5.0%, respectively, of the issued and outstanding shares of the Seller;

WHEREAS, as of the date hereof, Seller owns all of the issued and outstanding Shares of the Company;

WHEREAS, upon the terms and conditions set forth herein, Purchaser desires to purchase from Seller and Seller desires to sell to Purchaser, all of the Shares; and

WHEREAS, at the Closing (defined below), the Owners will join the Stockholders Agreement (defined below) with respect to the issuance of shares of Series A Preferred Stock to the Seller as contemplated herein.

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties to this Agreement, each intending to be legally bound, agree as follows:

[REDACTED]

K. Intellectual Property.

(i) Schedule 3.1K(i)(a) sets forth a complete list, as of the date hereof, of each item of Intellectual Property registered by or on behalf of the Company and any applications and renewals for any of the foregoing owned by the Company ("Company Registered Intellectual Property") and all material unregistered Intellectual Property included within the Company Owned Intellectual Property and identifies each material license, agreement, or other permission that the Company has granted to or received from any third party with respect to any of the Company Owned Intellectual Property.

[REDACTED]

IN WITNESS, each party hereto has duly executed this Agreement as of the date first written above.

PURCHASER

FINALSITE HOLDINGS, INC.

By: [Signature]

Name: Jonathan Moser

Title: CEO

[Signature Page to Stock Purchase Agreement]

COMPANY

SILVERPOINT, INC.

By: 

Name:

Title:

ANGELO OTTEN  
PRESIDENT

[Signature Page to Stock Purchase Agreement]

**Schedule 3.1(K)(i)(a)**  
**Intellectual Property**

Silverpoint, Inc.  
Silverpoint SchoolSuite  
Silverpoint Apps