

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
HomeGain.com, Inc.		12/17/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Reply! Inc.		
Street Address:	12667 Alcosta Blvd, Ste. 200		
City:	San Ramon		
State/Country:	CALIFORNIA		
Postal Code:	94583		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3361064	AGENTEVALUATOR	
Registration Number:	3318878	HOMEGAIN	
CORRESPONDENCE DATA			
Fax Number:	6508332001		
Phone:	650.833.2373		
Email:	tmfilings@dlapiper.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Paul A. McLean, Esq.		
Address Line 1:	2000 University Avenue		
Address Line 4:	East Palo Alto, CALIFORNIA 94303		

Assignment

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ATTORNEY DOCKET NUMBER:	353952-900145/147
NAME OF SUBMITTER:	Paul A. McLean
Signature:	/Paul A. McLean/
Date:	12/18/2013
Total Attachments: 1 source=Assignment re AGENTEVALUATOR HOMEGAIN#page1.tif	
RECEIPT INFORMATION	
ETAS ID:	TM289754
Receipt Date:	12/18/2013
Fee Amount:	\$65

ASSIGNMENT OF TRADEMARKS

WHEREAS, HomeGain.com, Inc., a Delaware corporation, having a principal place of business at 12667 Alcosta Blvd., Ste. 200, San Ramon, California is the owner of the following trademarks (the "Trademarks") for which registrations have been issued in the United States Patent and Trademark Office (the Registrations):

<u>Trademark</u>	<u>Reg. No.</u>	<u>Registration Date</u>
HOMEGAIN	3318878	10/23/2007
AGENTEVALUATOR	3361064	12/25/2007

and

WHEREAS, Reply! Inc., a Delaware corporation, having its principal offices at 12667 Alcosta Blvd., Ste. 200, San Ramon, California has succeeded to the business, assets and appurtenant goodwill of HomeGain.com, Inc., is desirous of acquiring said Trademarks;

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, HomeGain.com, Inc. assigns to Reply! Inc. and Reply! Inc. hereby accepts, all right, title and interest in and to the Trademarks and the Registrations, in the United States and throughout the world together with the common law rights and goodwill of the business symbolized by the Trademarks and together with the right to recover for damages and profits from past infringements thereof, if any.

HomeGain.com, Inc., hereby constitutes and appoints Reply!, Inc. as HomeGain.com, Inc.'s true and lawful attorney in fact, with full power of substitution in HomeGain.com, Inc.'s name and stead, to take any and all steps, including proceedings at law, in equity or otherwise, to execute, acknowledge and deliver any and all instruments and assurances necessary or expedient in order to vest or perfect the aforesaid rights and causes of action more effectively in Reply! Inc. or to protect the same or to enforce any claim or right of any kind with respect thereto. This includes, but is not limited to, any rights with respect to the Trademarks that may have accrued in HomeGain.com, Inc.'s favor from the respective date of first use of any of the Trademarks from the Effective Date of this Assignment. HomeGain.com, Inc. hereby declares that the foregoing power is coupled with an interest and as such is irrevocable.

Reply! Inc.

HomeGain.com, Inc.

By: [Signature]

By: [Signature]

Name: NANDITA SUBRAMANIAM

Name: Pooyam Zamani

Date: 12/17/13

Date: 12/17/13

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