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|-----------------------------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------------------|-----------------------|
| 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 |                                              |                       |

|                                                                                |                   |
|--------------------------------------------------------------------------------|-------------------|
| ATTORNEY DOCKET NUMBER:                                                        | 353952-900145/147 |
| NAME OF SUBMITTER:                                                             | Paul A. McLean    |
| Signature:                                                                     | /Paul A. McLean/  |
| Date:                                                                          | 12/18/2013        |
| Total Attachments: 1<br>source=Assignment re AGENTEVALUATOR HOMEGAIN#page1.tif |                   |
| <b>RECEIPT INFORMATION</b>                                                     |                   |
| 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, Replyl 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 Replyl Inc. and Replyl 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 Replyl, 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 Replyl 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.

Replyl Inc.

HomeGain.com, Inc.

By: [Signature]

By: [Signature]

Name: NANDITA SOBRAMANIAN

Name: Poyam Zamani

Date: 12/17/13

Date: 12/17/13

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