

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

05/20/2014
 900289676

ETAS ID: TM305030

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	11/10/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IAC Search & Media, Inc.		11/10/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sendori, Inc
Street Address:	303 W Joaquin Avenue, Suite 240
City:	San Leandro
State/Country:	CALIFORNIA
Postal Code:	94577
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	3983952	PURELEADS

CORRESPONDENCE DATA

Fax Number: 5102252800
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: 5104968300
Email: choletta.bunch@sendori.com
Correspondent Name: Sendori
Address Line 1: 303 W Joaquin Avenue, Suite 240
Address Line 4: San Leandro, CALIFORNIA 94577

NAME OF SUBMITTER:	Dan Rowley
SIGNATURE:	/dan rowley/
DATE SIGNED:	05/20/2014

Total Attachments: 4

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SCHEDULE A
DISCLOSURE SCHEDULE
to
PURCHASE AGREEMENT
Dated as of November 2, 2011
by and among
IAC SEARCH & MEDIA, INC.,
SENDORI HOLDINGS, INC.,
THE SELLING STOCKHOLDERS IDENTIFIED THEREIN
and
SENDORI ACQUISITION LLC,
LUZ PLACE LLC

This Disclosure Schedule is being delivered pursuant to that certain Purchase Agreement, dated as of November 2, 2011 (the "Agreement"), by and among IAC Search & Media, Inc., a Delaware corporation ("IACSAM"), Sendori Holdings, Inc., a Delaware corporation (the "Company"), Ofer Ronen and Dave Weldon (each, a "Selling Stockholder" and, collectively, the "Selling Stockholders"), and Sendori Acquisition LLC and Luz Place LLC (each individually a "Purchaser" and collectively, "Purchasers"). Capitalized terms used herein shall have the meanings set forth in the Agreement unless otherwise defined herein.

Neither the specification of any dollar amount in the representations and warranties contained in the Agreement nor the inclusion of any specific item in this Disclosure Schedule shall be considered an admission by the Company, the Sub or the Sellers that such amounts, higher or lower amounts, the items so included or any undisclosed item or information of comparable or greater significance are or are not material or constitute a Material Adverse Effect.

Headings and subheadings have been inserted herein for convenience of reference only and shall to no extent have the effect of amending or changing the express description hereof as set forth in the Agreement. Disclosure in any Section of the Disclosure Schedule shall apply to the indicated Section(s) of the Agreement and to any other Section(s) of the Agreement to the extent that it is reasonably apparent that such disclosure is relevant to such other Section(s) of the Agreement.

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Disclosure Schedule

Section 3.01	Acquired Assets
Section 3.03	Assumed Liabilities
Section 3.05	Closing Statement of Business Working Capital
Section 4.03	Governmental Authorization; Third Party Consents
Section 4.04	Noncontravention
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Section 4.09(b)	Material Contracts - Third Party Consent
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Section 4.11	Litigation
Section 4.12(b)	Company Office Locations
Section 4.13	Permits
Section 4.15	Compliance With Laws
Section 4.16	Intellectual Property
Section 4.17	Finders' Fees
Section 4.18	Labor and Employment Matters
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Section 4.20	Tax Matters
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Section 4.21(b)	Insurance Claims History
Section 4.24	Unbilled Accounts Receivable
Section 5.02	Consents and Approvals
Section 8.03	Related Party Agreements Not Cancelled

SECTION 4.16

INTELLECTUAL PROPERTY

(a)

(i) Business Scheduled Marks

See Appendix 4.16(a)(i) attached hereto.

(ii) Business Domain Names

Company:

searchgovernor.com
glorysearch.com
searchtreat.com
cedori.com
fixedratecds.com
cendoori.com
mayorsearch.com
sendori.net
cheapeststring.com
wedringsshop.com
zendore.com
sendory.com
sednori.com
cindori.com
weddingringsshop.com
sendorri.com
cendore.com
sendori.cm
sendori.com

NewCo:

fantailmedia.com
fantailmedia.net
internetbrandguide.com
internetsearchguide.net
navigationguide.net
pureleads.com
safeguide.net
searchassist.com
securebrand.net

APPENDIX 4.16(a)(i)

MARKS

<u>Mark/Serial Number/Registration Number/Applicant</u>	<u>Country</u>	<u>Class/Goods and Services</u>	<u>Status</u>
SENDORI Serial No: 85/031,100 Reg. No: 3,896,935 Sendori, Inc.	United States	Class 42: Providing domain, key word and browser error traffic navigation services for domain name registrants, domain name portfolio managers and advertisers, namely, redirection of Internet traffic to the websites of marketers	Registered App Date: 05/05/2010 Reg Date: 12/28/2010 Section 8 & 15 Due: 12/28/2016
SENDORI Serial No: IR1063232 Reg. No: IR1063232 Sendori, Inc.	Madrid Protocol Designated countries: - European Community*	Class 42: Providing domain, key word and browser error traffic navigation services for domain name registrants, domain name portfolio managers and advertisers, namely, redirection of Internet traffic to the websites of marketers	Registered App Date: 11/05/2010 Reg Date: 11/05/2010 Renewal Due: 11/05/2020
SENDORI Serial No: IR1063232 Reg. No: Sendori, Inc.	European Community*	Class 42: Providing domain, key word and browser error traffic navigation services for domain name registrants, domain name portfolio managers and advertisers, namely, redirection of Internet traffic to the websites of marketers	Madrid Ext - Pending Protection App Date: 11/05/2010 Opposition Period Expires: 10/28/2011
PURELEADS Serial No: 85/031,135 Reg. No: 3,983,952 IAC Search & Media, Inc.	United States	Class 35: Advertising services, namely, promoting the goods and services of others by evaluating, qualifying and redirecting Internet advertising traffic to advertiser websites	Registered App Date: 05/05/2010 Reg Date: 06/28/2011 Section 8 & 15 Due: 06/28/2017

Appendices, Schedules and Exhibits

Schedules:

- A - Disclosure Schedule
- 3.01 - Acquired Assets; Assumed Contracts
- 3.03 - Assumed Liabilities
- 3.05 - Closing Statement of Business Working Capital

Exhibits:

- A - Assignment of Contracts
- B - Assignment
- C - Escrow Agreement
- D - IP Assignment Agreement
- E - Transition Services Agreement
- F - Funds Flow Statement

PURCHASE AGREEMENT

THIS PURCHASE AGREEMENT (this "**Agreement**") is made as of November 2, 2011, by and among Sendori Acquisition LLC and Luz Place LLC (each individually a "**Purchaser**" and collectively, "**Purchasers**"), Sendori Holdings, Inc., a Delaware corporation (the "**Company**"), IAC Search & Media, Inc., a Delaware corporation ("**IACSAM**"), and Ofer Ronen and Dave Weldon (each a "**Selling Stockholder**" and, collectively, the "**Selling Stockholders**"). IACSAM and the Selling Stockholders are each a "**Seller**" and, collectively, the "**Sellers**".

WITNESSETH:

WHEREAS, IACSAM is the sole member of SSL Assets, LLC, a Delaware limited liability company ("**NewCo**"), and is the record and beneficial owner of all of the issued and outstanding NewCo membership interests (the "**Purchased NewCo Interest**");

WHEREAS, Purchasers desire to purchase from IACSAM, and IACSAM desires to sell to Purchasers, all of the Purchased NewCo Interest for the consideration described herein;

WHEREAS, immediately prior to the execution of this Agreement, IACSAM has delivered documents contributing those assets defined herein as the Acquired Assets to NewCo and assigning those contracts defined herein as the Assumed Contracts to NewCo all as of October 31, 2011;

WHEREAS, the Sellers are all of the stockholders of the Company and are the record and beneficial owners of all of the issued and outstanding Company Stock (the "**Purchased Company Shares**");

WHEREAS, the Company is the sole stockholder of Sendori, Inc., a Delaware corporation (the "**Sub**");

WHEREAS, on the terms and subject to the conditions set forth in this Agreement, Purchasers desire to cause NewCo to purchase from the Sellers, and the Sellers desire to sell to NewCo, all of the Purchased Company Shares for the consideration described herein; and

NOW, THEREFORE, in consideration of the foregoing and the representations, warranties, covenants and other agreements set forth herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties to this Agreement agree, and intend to be legally bound, as follows:

ARTICLE 1 DEFINITIONS

The following terms, as used herein, have the following meanings:

"**Acquired Assets**" means those Assets listed on Schedule 3.01.

"**Affiliate**" means, with respect to any Person, (i) any Person directly or indirectly controlling, controlled by, or under common control with such other Person and (ii) if the

EXECUTION VERSION

PURCHASE AGREEMENT

dated as of

November 2, 2011

by and among

IAC SEARCH & MEDIA, INC.,

SENDORI HOLDINGS, INC.,

THE SELLING STOCKHOLDERS IDENTIFIED HEREIN,

and

SENDORI ACQUISITION LLC,

LUZ PLACE LLC

TRADEMARK
REEL: 005286 FRAME: 0256

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:53 PM 09/30/2013
FILED 08:53 PM 09/30/2013
SRV 131146207 - 4621171 FILE

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is Sendori Holdings, LLC.

Second: The address of its registered office in the State of Delaware is: 160 Greentree Dr., Suite 101 in the City of Dover, DE 19904. The name of its Registered agent at such address is National Registered Agents Inc.

In Witness Whereof, the undersigned have executed this Certificate of Formation on September 20, 2013.

By: 

Name: Dan Rowley

Title: Authorized Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:53 PM 09/30/2013
FILED 08:53 PM 09/30/2013
SRV 131146207 - 4621171 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1. The jurisdiction where the Corporation first formed is the State of Delaware.
2. The jurisdiction immediately prior to filing this Certificate is the State of Delaware.
3. The date the corporation first formed is December 5, 2008. The Corporation was converted into a Delaware limited liability company on November 1, 2012. The limited liability company was converted into a Delaware corporation on June 28, 2013.
4. The name of the Corporation immediately prior to filing this Certificate is Sendori Holdings, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Sendori Holdings, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on
September 2, 2013.

By: _____

Name: Dan Rowley
Title: President

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:52 PM 09/30/2013
FILED 08:52 PM 09/30/2013
SRV 131146204 - 4142876 FILE

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is Sendori, LLC.

Second: The address of its registered office in the State of Delaware is: 160 Greentree Dr., Suite 101 in the City of Dover, DE 19904. The name of its Registered agent at such address is National Registered Agents, Inc.

In Witness Whereof, the undersigned has executed this Certificate of Formation on September 20, 2013

By: 

Name: Dan Rowley
Title: Authorized Officer

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1. The jurisdiction where the Corporation first formed is the State of Delaware.
2. The jurisdiction immediately prior to filing this Certificate is the State of Delaware.
3. The date the Corporation first formed is April 17, 2006. The Corporation was converted into a Delaware limited liability company on November 1, 2012. The limited liability company was converted into a Delaware corporation on June 28, 2013.
4. The name of the Corporation immediately prior to filing this Certificate is Sendori, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Sendori, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on September 20, 2013.

By: 

Name: Dan Rowley
Title: President