

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM313719

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SUBHUB LTD.		10/17/2013	LIMITED LIABILITY COMPANY: UNITED KINGDOM
RECEIVING PARTY DATA			
Name:	MEMBER DIGITAL LTD.		
Street Address:	Bath Coworking, Guildhall, High Street		
City:	Bath		
State/Country:	UNITED KINGDOM		
Postal Code:	BA1 5EB		
Entity Type:	LIMITED LIABILITY COMPANY: UNITED KINGDOM		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4254345	SUBHUB	
CORRESPONDENCE DATA			
Fax Number:	2123707889		
<i>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.</i>			
Phone:	212-370-1300		
Email:	pto@egsllp.com		
Correspondent Name:	Jennifer D. Silverman		
Address Line 1:	1345 Avenue of the Americas, 11th Floor		
Address Line 2:	Ellenoff Grossman and Schole LLP		
Address Line 4:	New York, NEW YORK 10105		
ATTORNEY DOCKET NUMBER:	13969.007		
NAME OF SUBMITTER:	Jennifer D. Silverman		
SIGNATURE:	/Jennifer D. Silverman/		
DATE SIGNED:	08/12/2014		
Total Attachments: 3			
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TRADEMARK ASSIGNMENT

WHEREAS, **SUBHUB LTD.**, a limited liability company organized and existing under and by virtue of the laws of the United Kingdom, having an address at Riverside Meads Lane Wheathampstead, Herts, United Kingdom AL4 8BZ (herein "Assignor"), has used in its business, and thereby owns, the registered trademarks listed in attached Schedule A (the "Assigned Trademarks"); and

WHEREAS, **MEMBER DIGITAL LTD.**, a limited liability company organized and existing under and by virtue of the laws of the United Kingdom, having an address at Bath Coworking, Guildhall, High Street, Bath, United Kingdom BA1 5EB (herein "Assignee"), is desirous of acquiring the entire, right, title and interest, including all common law rights that may exist therein, in and to the Assigned Trademarks and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith.

THEREFORE, BE IT KNOWN that for good and valuable consideration of £1, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers, and conveys to Assignee, its successors and/or assigns, free and clear of all liens and encumbrances, all of Assignor's entire right, title and interest, including all common law rights that may exist therein, in and to the Assigned Trademarks and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and/or symbolized thereby and any right to recover for past infringement(s) thereof. Both parties confirm that the Assigned Trademarks were assigned on October 17, 2013 and for the avoidance of doubt and without prejudice to this statement, the Assignor now assigns the Assigned Trademarks to the Assignee.

Assignor shall execute any and all further documents necessary or advisable to effectuate and record this Agreement. Assignor irrevocably designates and appoints Assignee and its duly authorized officers, members, assignees, affiliates and employees and agents as its agent and attorney-in-fact to execute and file any and all applications and other necessary documents and to do all other lawfully permitted acts to further the prosecution, issuance or enforcement of the Assigned Trademarks with the same legal force and effect as if Assignor had executed them.

The laws of England and Wales shall govern the interpretation and enforcement of this Agreement.

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ASSIGNOR: SUBHUB LTD. By: _____ <i>Evan Rudowski</i> _ Dated: October 17, 2013	ASSIGNEE: MEMBER DIGITAL LTD. By: _____ <i>Evan Rudowski</i> _ Dated: October 17, 2013
Name: Evan Rudowski	Name: Evan Rudowski
Title: Co-Founder and CEO	Title: CEO

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SCHEDULE A

<u>TRADEMARK</u>	<u>SERIAL/ REG. NO.</u>	<u>ISSUANCE DATE</u>	<u>COUNTRY</u>
SUBHUB	Reg. No. 4254345	issued December 4, 2012	U.S.A.
SUBHUB	Reg. No. UK00002378681	issued November 23, 2004	United Kingdom
SubHub	Reg. No. UK00002378681	issued November 23, 2004	United Kingdom
subhub	Reg. No. UK00002378681	issued November 23, 2004	United Kingdom

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