

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM318263

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
YOUCHANGE, INC.		09/25/2014	CORPORATION: ARIZONA
RECEIVING PARTY DATA			
Name:	EARTH 911, INC.		
Street Address:	1375 N. Scottsdale Road, Suite 140		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85257		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4035962	YOUCHANGE	
CORRESPONDENCE DATA			
Fax Number:	3105860564		
<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:	(310) 586-7700		
Email:	gtipmail@gtlaw.com		
Correspondent Name:	Candice E. Kim		
Address Line 1:	1840 Century Park East		
Address Line 4:	Los Angeles, CALIFORNIA 90067		
ATTORNEY DOCKET NUMBER:	036647-000200		
NAME OF SUBMITTER:	Candice E. Kim		
SIGNATURE:	/cek/		
DATE SIGNED:	09/29/2014		
Total Attachments: 2			
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TRADEMARK ASSIGNMENT

This Trademark Assignment (hereinafter referred to as "Assignment") is made by and between YOUCHANGE, INC., an Arizona corporation with a business address at 2708 North 68th Street, Suite 4, Scottsdale, Arizona 85257 (the "Assignor"), and EARTH 911, INC., a Delaware corporation with a business address at 1375 N. Scottsdale Road, Suite 140, Scottsdale, Arizona 85257 (the "Assignee")(collectively, the Assignor and the Assignee are referred to as the "Parties").

WHEREAS, Assignor is the owner of the trademark YOUCHANGE and the goodwill of the business symbolized thereby and associated therewith (referred to as the "Mark");

WHEREAS, Assignor is the owner of U.S. Trademark Registration No. 4,035,962 for the mark YOUCHANGE covering "On-line wholesale and retail marketplace featuring pre-owned electronics mainly laptops, computers, cameras, cell phones, MP3 Players, DVD players, Gaming Consoles, PDA's, Tablet/Readers, TVs, Printers and other electronic accessories" in Class 35; and "Refurbishing of pre-owned electronics mainly laptops, computers, cameras, cell phones, MP 3 players, DVD players, gaming consoles, PDA's, Tablets/Readers, TVs, printers, servers, and parts thereof" in Class 37 (the "Registration");

WHEREAS, Assignee is desirous of acquiring all Assignor's right, title, and interest in and to the Mark and the Registration, and Assignor is desirous of assigning to Assignee all Assignor's right, title, and interest in and to the Mark and the Registration;

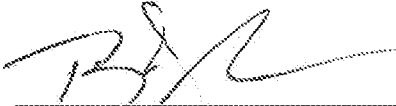
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all Assignor's right, title, and interest in and to the Mark and the Registration, together with the goodwill of the business symbolized by the Mark and the Registration, and all rights to damages and profits, due or accrued, arising out of past infringements of said Mark and the Registration, and the right to sue for and recover the same.

Assignor shall promptly, upon the request of Assignee, execute such other documents and/or instruments of assignment, transfer and conveyance as Assignee may reasonably request to permit Assignee to record the assignment made by this instrument or any other documents Assignee may reasonably deem necessary or advisable to effectuate the terms and intent of this Trademark Assignment.


[Signature Page to Follow]

IN WITNESS WHEREOF, Assignor and Assignee have each executed this Assignment, which is effective as of the last date written below.

YOUCHANGE, INC.

By: 
Name: Brian Dick
Title: CEO
Date: 9/25/14

EARTH 911, INC.

By: 
Name: Laurie L. Latham
Title: CFO
Date: 9/25/2014