

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM322136

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|---|---|-----------------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Divisadero Digital Inc. | | 05/14/2014 | CORPORATION: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | Jonathan Chin | | |
| Street Address: | 309 2nd Avenue, #2 | | |
| City: | San Francisco | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 94118 | | |
| Entity Type: | INDIVIDUAL: UNITED STATES | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 86196451 | BANNERMAN | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 4156932222 | | |
| <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: | 415 693 2171 | | |
| Email: | rsingh@cooley.com, ahiscott@cooley.com, trademarks@cooley.com | | |
| Correspondent Name: | Ariana G. Hiscott, Cooley LLP | | |
| Address Line 1: | 1299 Pennsylvania Ave NW | | |
| Address Line 4: | Washington, D.C. 20004 | | |
| ATTORNEY DOCKET NUMBER: | 322628-20000 | | |
| NAME OF SUBMITTER: | Ariana G. Hiscott | | |
| SIGNATURE: | /Ariana G. Hiscott/ | | |
| DATE SIGNED: | 11/04/2014 | | |
| Total Attachments: 2 | | | |
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| source=Divisadero Digital - Plan of Liquidation#page2.tif | | | |

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PLAN OF LIQUIDATION AND DISSOLUTION

DIVISADERO DIGITAL INC., A CALIFORNIA CORPORATION

This Plan of Liquidation and Dissolution (the "**Plan**") is intended to accomplish the complete liquidation and dissolution of Divisadero Digital Inc., a California corporation (the "**Company**").

1. History. The Company did not form a Board of Directors, nor were any shares of capital stock issued. Robert J. Sehr Jr. acted as incorporator of the Company, which was formed on January 12, 2012 as B P Look. On June 5, 2012, Jonathan Chin, acting as President and Secretary of the Company, filed a Certificate of Amendment to change the name of the Company to Divisadero Digital Inc.

2. Effective Date. By signature hereof, Jonathan Chin, acting as President and Secretary of the Company, has adopted this Plan. This Plan shall constitute the adopted Plan of the Company, and shall become effective as of May 14, 2014 (the "**Effective Date**").

3. Certificates. On or promptly after the Effective Date, the Company shall file with the Secretary of State of the State of California: (a) a Certificate of Election to Wind Up and Dissolve, together with (b) a Certificate of Dissolution (together, the "**Certificates**"). Dissolution is effective upon the filing of the Certificates with the Secretary of State of the State of California.

4. Cessation of Business Activities. After the Effective Date, the Company shall not engage in any business activities except to the extent necessary to preserve the value of its assets, wind up its business affairs, and distribute its assets in accordance with this Plan.

5. Dissolution Process. From and after the Effective Date, the Company shall complete the following actions:

(a) The Company (i) shall pay or make reasonable provision to pay all claims and obligations, including all contingent, conditional or unmatured contractual claims known to the Company, if any, (ii) shall make such provision as will be reasonably likely to be sufficient to provide compensation for any claim against the Company which is the subject of a pending action, suit or proceeding to which the Company is a party, and (iii) shall make such provision as will be reasonably likely to be sufficient to provide compensation for claims that have not been made known to the Company or that have not arisen but that, based on facts known to the Company, are likely to arise or to become known to the Company. Such claims shall be paid or provided for in full if there are sufficient assets. All such claims shall be paid in full and any such provision for payment made shall be made in full if there are sufficient assets. If there are insufficient assets, such claims and obligations

shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of assets legally available therefor.

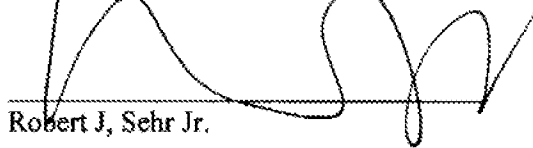
(b) The Company shall distribute to Jonathan Chin all remaining assets, including all intellectual property and all available cash (if any), including the cash proceeds of any sale, exchange or disposition, except such cash, property or assets as are required for paying or making reasonable provision for the claims and obligations of the Company.

6. Expenses of Dissolution. In connection with and for the purposes of implementing and assuring completion of this Plan, the Company may pay any brokerage, agency, professional and other fees and expenses of persons rendering services to the Company in connection with the collection, sale, exchange or other disposition of the Company's property and assets and the implementation of this Plan.



Jonathan Chin
President & Secretary

ACKNOWLEDGED AND AGREED:



Robert J. Sehr Jr.