

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM337871

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Q1Media, Inc.		04/09/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Partners for Growth IV, L.P.		
Street Address:	150 Pacific Avenue		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94111		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	86333436	VREAD	
Registration Number:	4600369	Q1MEDIA	
Registration Number:	4600370	ADEXCITE	
Registration Number:	4665933	HYDRA PLATFORM	
Registration Number:	4596134	ADEXCITE VIDEO	
CORRESPONDENCE DATA			
Fax Number:	4157385371		
<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:	4153813283		
Email:	ben@greenspan-law.com		
Correspondent Name:	Benjamin Greenspan		
Address Line 1:	620 Laguna Road		
Address Line 4:	MILL VALLEY, CALIFORNIA 94941		
ATTORNEY DOCKET NUMBER:	PFG4-Q1MEDIA		
NAME OF SUBMITTER:	Benjamin Greenspan		
SIGNATURE:	/bg2/		
DATE SIGNED:	04/10/2015		
Total Attachments: 3			

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AMENDED AND RESTATED TRADEMARK COLLATERAL AGREEMENT AND NOTICE

This Amended and Restated Trademark Collateral Agreement and Notice dated as of April 9, 2015 ("Trademark Agreement"), is between Q1Media, Inc, a Delaware corporation with its principal place of business at 11401 Century Oaks Terrace, Suite 470, Austin, TX 78758 ("Assignor") and Partners for Growth IV, L.P., 150 Pacific Avenue, San Francisco, CA 94111 ("Assignee") pursuant to an Amended and Restated Loan and Security Agreement and Reaffirmation of Intellectual Property Security Agreement of even date herewith by and among Assignor and Assignee (the "IP Security Agreement") and pursuant to certain other loan documents referenced therein (collectively, the "Loan Documents").

WHEREAS, the parties entered into that certain Trademark Collateral Agreement and Notice on February 20, 2014 and the parties desire to update the Marks disclosed therein;

WHEREAS, Assignor is the owner of certain trademarks, including all federal applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized thereby, as listed on Exhibit 1 hereto (the "Marks"); and

WHEREAS, Assignee has agreed to extend certain credit to Assignor on condition that the Assignor pledge and grant to Assignee as collateral for the Obligations (as defined in the Loan Documents) a security interest and lien in and to the Marks and all proceeds thereof and all other related claims and rights as more fully described in the IP Security Agreement in favor of the Assignee, by and among Assignor and Assignee;

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Assignor hereby pledges and grants to Assignee a security interest and lien in and to the Marks and all proceeds thereof and gives notice of such security interest and the existence of such Security Agreement providing therefor.

Executed as of the date first above written.

Assignor:

Q1Media, Inc

By 

Chief Executive Officer

By _____

Secretary

Assignee:

PARTNERS FOR GROWTH IV, L.P.

By _____

Name: _____

Title: Manager, Partners for Growth IV, LLC
Its General Partner

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WHEREAS, Assignor is the owner of certain trademarks, including all federal applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized thereby, as listed on Exhibit 1 hereto (the "Marks"); and

WHEREAS, Assignee has agreed to extend certain credit to Assignor on condition that the Assignor pledge and grant to Assignee as collateral for the Obligations (as defined in the Loan Documents) a security interest and lien in and to the Marks and all proceeds thereof and all other related claims and rights as more fully described in the IP Security Agreement in favor of the Assignee, by and among Assignor and Assignee;

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Assignor hereby pledges and grants to Assignee a security interest and lien in and to the Marks and all proceeds thereof and gives notice of such security interest and the existence of such Security Agreement providing therefor.

Executed as of the date first above written.

Assignor:

Q1Media, Inc

By _____
Chief Executive Officer

By _____
Secretary

Assignee:

PARTNERS FOR GROWTH IV, L.P.

By  _____

Name: Jason Georgatos

Title: Manager, Partners for Growth IV, LLC
Its General Partner

EXHIBIT 1
Q1Media, Inc

Trademark Schedule

Registration Number	Date Registered	Mark	Owner
4,600,369	September 9, 2014	Q1Media	Q1Media, Inc.
4,600,370	September 9, 2014	AdExcite	Q1Media, Inc.
4,665,933	January 6, 2015	Hydra Platform	Q1Media, Inc.
4,596,134	September 9, 2015	AdExcite Video	Q1Media, Inc.
Serial Number	Date Filed	Mark	Owner
86333436	July 17, 2014	vRead	Q1Media, Inc.