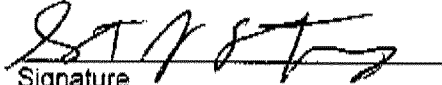


**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): (List using letters or numbers for multiple parties)</p> <p>PROJECT BILOCAL LLC</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Other: Limited Liability Company <input type="checkbox"/> Corporation of:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: KNOBBE, MARTENS, OLSON & BEAR, LLP Internal Address: FOURTEENTH FLOOR Street Address: 2040 MAIN STREET City: IRVINE State: CA ZIP: 92614</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> General Partnership <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Other: California Limited Liability Partnership <input type="checkbox"/> Corporation of:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Security Interest</p> <p>Execution Date: (List as in section 1 if multiple signatures) FEBRUARY 19, 2016</p>	<p>Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>4. Application number(s) or registration number(s):</p> <p>a. Trademark Application No(s):</p> <p>b. Trademark Registration No(s): 4773614</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Party to whom correspondence concerning document should be mailed:</p> <p>Customer No. 20,995 Address: Knobbe, Martens, Olson & Bear, LLP 2040 Main Street, 14th Floor Irvine, CA 92614 Return Fax: (949) 760-9502 Attorney's Docket No.: MODO.UCC1</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 1.21(h)): \$40.00 <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p>
<p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>	
<p>9. Statement and signature.</p> <p>To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.</p> <p>STEVEN J. NATAUPSKY  <u>5/9/16</u> Name of Person Signing Signature Date</p> <p align="center">Total number of pages including cover sheet, attachments and document: 4</p>	

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RECORDTM

CH \$40.00 4773614

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) MICHELL DO (949) 760-0404
B. E-MAIL CONTACT AT FILER (optional) MICHELL.DO@KNOBBR.COM
C. SEND ACKNOWLEDGMENT TO: (Name and Address) KNOBBR, MARTENS, OLSON & BEAR, LLP 2040 MAIN STREET 14TH FLOOR IRVINE, CA 92614

Delaware Department of State
U.C.C. Filing Section
Filed: 07:15 PM 02/19/2016
U.C.C. Initial Filing No: 2016 1019957

Service Request No: 20160974680

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME PROJECT BILOCAL LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
100 PARK AVE., SUITE 1600	NEW YORK	NY	10017	US

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME KNOBBR, MARTENS, OLSON & BEAR, LLP				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
2040 MAIN STREET, 14TH FLOOR	IRVINE	CA	92614	US

4. COLLATERAL: This financing statement covers the following collateral:

Collateral Description - please see attached

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box: Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility Agricultural Lian Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessor/Lessee Consignor/Consignee Seller/Buyer Bailor/Bellee Licensor/Licensee

8. OPTIONAL FILER REFERENCE DATA:
MODO - UCC1

All of debtor's intellectual property that is or has ever been the subject of secured party's representation and all files and records relating thereto, any recoveries from litigation involving such intellectual property, including, without limitation, any judgments, amounts paid in settlement, insurance proceeds and any awards of attorneys' fees and costs, and any other proceeds of such intellectual property, including, but not limited to, the property described below.

U.S. Patent & Patent Applications

Application No.	App. Filing Date	Title of Invention
62/141096	3/31/2015	
62/191194	7/10/2015	

PG 1 OF 2

All of debtor's intellectual property that is or has ever been the subject of secured party's representation and all files and records relating thereto, any recoveries from litigation involving such intellectual property, including, without limitation, any judgments, amounts paid in settlement, insurance proceeds and any awards of attorneys' fees and costs, and any other proceeds of such intellectual property, including, but not limited to, the property described below.

US Trademark & Trademark Applications

Reg. No.	Reg. Date	Trademark Name
4773614	7/14/2015	MODOMODO

Non US Trademark & Trademark Applications

Reg. No.	Reg. Date	Country	Trademark Name
12924676	10/22/2014	EM	MODOMODO
7091457	2/19/2009	EM	MODOMODO
7092001	2/19/2009	EM	d and Design
10523843	5/5/2012	EM	m and Design