

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM412860

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Recruit Holdings Co., Ltd.		06/30/2016	Corporation: JAPAN
RECEIVING PARTY DATA			
Name:	RGF OHR USA, Inc.		
Street Address:	6433 Champion Grandview Way		
Internal Address:	Rebecca Haar		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78750		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	4501225		
Registration Number:	4314429	SIMPLY APPLY	
Registration Number:	3262130	SIMPLY HIRED	
Registration Number:	3212618	SIMPLY HIRED	
Registration Number:	3215124	SIMPLY HIRED	
Registration Number:	3229158	SIMPLY HIRED	
Registration Number:	4314428	SIMPLY POST	
Registration Number:	4501226	SIMPLYHIRED	
Registration Number:	3889575	JOB SEARCH MADE SIMPLE	
Registration Number:	3739483	JOB-A-MATIC	
Serial Number:	86475743	SIMPLYHIRED EMPLOYER BRAND INDEX	
Serial Number:	86475745	SIMPLYHIRED EBI	
CORRESPONDENCE DATA			
Fax Number:	9495676710		
<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:	5039434828		
Email:	mweddington@orrick.com		

CH \$315.00 4501225

Correspondent Name: Orrick, Herrington & Sutcliffe LLP
Address Line 1: 2050 Main St., Suite 1100
Address Line 4: Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER: 33659.3

NAME OF SUBMITTER: Kristin S. Cornuelle

SIGNATURE: /Kristin S. Cornuelle/

DATE SIGNED: 01/19/2017

Total Attachments: 7

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TRADEMARK ASSIGNMENT

This Trademark Assignment (“**Assignment**”) is effective as of the 30th day of June, 2016 (it being understood and agreed that the date and time of the execution and delivery of this Agreement, based on Pacific Time in California, USA, occurred on July 1, 2016 based on the corresponding date and time in Tokyo, Japan), (the “**Effective Date**”), by and between Recruit Holdings Co., Ltd., a Japanese corporation (hereinafter “**Assignor**”) and RGF OHR USA, Inc. (“**Assignee**”). Capitalized terms used but not otherwise defined herein shall have the meaning set forth in that certain Asset Purchase Agreement (as defined below).

RECITALS

Assignor and Simply Hired, Inc. (“**Simply Hired**”) have entered into the Asset Purchase Agreement (the “**Asset Purchase Agreement**”) dated April 20, 2016, pursuant to which Simply Hired has agreed to convey, transfer and assign to Assignee all of its interest in the trademarks set forth in Schedule A attached hereto and incorporated herewith, and rights appurtenant thereto, including, but not limited to, common law rights, title and interest, and the goodwill associated therewith (hereinafter collectively referred to as the “**Trademarks**”), and Assignor has agreed to acquire all rights, title and interest in and to the Trademarks worldwide as of the Closing (as defined in the Asset Purchase Agreement); and

Immediately after the Closing, Assignor and Assignee have entered into that certain Contribution Agreement dated as of the date hereof (the “**Contribution Agreement**”) pursuant to which, among other things, immediately after the Closing, Assignor has agreed to convey, transfer and assign to Assignee all of its right, title and interest to the Transferred Assets (as defined in the Asset Purchase Agreement) which include the Trademarks and Assignee has agreed to acquire all such rights, title and interest in and to the Trademarks worldwide, as described in the Contribution Agreement.

NOW THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignment. Assignor hereby assigns to Assignee all rights, title and interest as Assignor may possess in and to the Trademarks worldwide, together with (i) the goodwill symbolized by said Trademarks, (ii) all registrations and applications (including intent-to-use applications) for the Trademarks, (iii) all income, royalties, damages and payments in respect of the Trademarks, and (iv) all causes of action (either in law or in equity) and the right to sue, counterclaim and recover for infringement of the Trademarks.

2. Assistance; Assurances. Following the date hereof, upon Assignee’s reasonable request, Assignor will assist Assignee as reasonably necessary to secure, perfect, maintain or evidence the assignment of the Trademarks to Assignee, including, without limitation, the execution of any other assignments or documents that may be necessary to evidence Assignee’s ownership of the Trademarks in the US Patent and Trademark Office and the trademark offices of any foreign country or jurisdiction. Assignor hereby appoints Assignee’s in-house trademark counsel as Assignor’s attorney-in-fact to execute all documents on behalf of Assignor for this limited purpose.

3. Prohibited Use. Following the assignment of the Trademarks on the date hereof, Assignor shall not use the Trademarks, or any variation thereon, with any product or service in any country or jurisdiction worldwide.

4. Miscellaneous. This Assignment shall be governed by the governing law provision of the Contribution Agreement. In the event of a conflict between the provisions herein and the terms and conditions of the Contribution Agreement, the terms and conditions of the Contribution Agreement shall govern. Notwithstanding any other provision of this Assignment to the contrary, nothing contained in this Assignment shall in any way supersede, merge with, modify, replace, amend, change, rescind, waive, exceed, expand, enlarge or in any way affect the provisions set forth in the Contribution Agreement nor

shall this Assignment reduce, expand or enlarge any remedies under the Contribution Agreement. This Assignment may not be supplemented, altered or modified in any manner except by a writing signed by the parties hereto. This Assignment may be executed in any number of counterparts by the parties hereto, each of which when so executed and delivered shall be deemed an original and all of which counterparts taken together constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, this Trademark Assignment has been executed by the duly authorized representatives of the parties the day and year first above written.

ASSIGNEE

RGF OHR USA, INC.

By: 

(Signature)

Name: Takashi Nishimura
Title: President

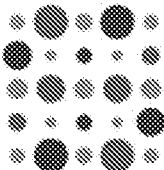


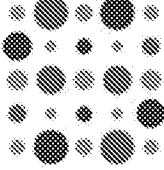


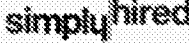
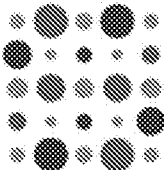
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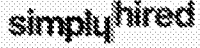
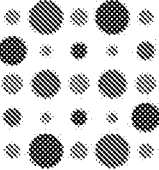

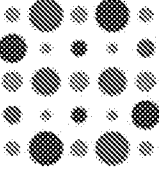


RECRUIT HOLDINGS CO., LTD.

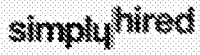

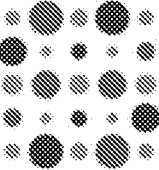

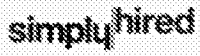
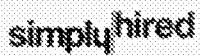
By: 尾形 宏明
(Signature)

Name: Hiroaki Ogata
Title: Corporate Professional Officer,
Corporate Development

SCHEDULE A

Mark	Country	Reg/App #	Status
Misc. Design (Dots) 	Australia (WIPO extension)	Reg. 1174348 /1581105	Registered
SIMPLY HIRED	Australia	1087782	Registered
SIMPLY FIRED & DESIGN 	Australia	1087781	Registered (To be abandoned)
	Brazil	Reg. 830351990	Registered
Misc. Design (Dots) 	Canada	TMA903757	Registered
SIMPLY APPLY	Canada	TMA877050	Registered
SIMPLY FIRED	Canada	TMA697060	Registered 2007-09-21 (To Be Abandoned)
SIMPLY HIRED	Canada	TMA698009	Registered 09-Oct-2007
SIMPLY HIRED & DESIGN 	Canada	TMA763059	Registered 31-Mar-2010
SIMPLY POST	Canada	App: 1589897, Reg: TMA900155	Registered 01-Apr-2015
SIMPLYHIRED	Canada	TMA903756	Registered 15-May-2015
SIMPLY FIRED & DESIGN 	China (People's Republic) (WIPO Extension)	897776	Registered (To be abandoned)
SIMPLY HIRED & DESIGN 	China (People's Republic) (WIPO Extension)	897829	Registered 28-Mar-2006
Misc. Design (Dots) 	European Community	12028924	Registered 11-Apr-2014

Mark	Country	Reg/App #	Status
SIMPLY FIRED	European Community (WIPO Extension)	897139	Registered 31-Mar-2006 (To Be Abandoned)
SIMPLY HIRED & DESIGN 	European Community (WIPO Extension)	897829	Registered 28-Mar-2016
SIMPLY POST	European Community	11117331	Registered 14-Mar-2013
SimplyHired	European Community	12029039	Registered 26-Dec-2013
Misc. Design (Dots) 	India	2664197	OAR Filed
SIMPLY HIRED	India	1426659	Registered
SIMPLY HIRED & DESIGN 	India	1766097	Accepted
SIMPLYHIRED	India	2664196	Published.
JOB SEARCH MADE SIMPLE	Int'l Registration - Madrid Protocol Only	1055999	Registered (To Be Abandoned)
Misc. Design (Dots) 	Int'l Registration - Madrid Protocol Only	1174348	Registered 22-Aug-2013
SIMPLY FIRED	Int'l Registration - Madrid Protocol Only	897139	Registered 31-Mar-2006 (To Be Abandoned)
SIMPLY FIRED & DESIGN 	Int'l Registration - Madrid Protocol Only	897776	Registered (To be abandoned)
SIMPLY HIRED & DESIGN 	Int'l Registration - Madrid Protocol Only	897829	Registered
SIMPLY HIRED & DESIGN	Japan (WIPO Extension)	897829	Registered

Mark	Country	Reg/App #	Status
			
SIMPLY FIRED	Japan	5026674	Registered (To be abandoned)
SIMPLYHIRED	South Africa	2015/12599 18 May 2015	Pending
SIMPLYHIRED	South Africa	2015/12600 18 May 2015	Pending
	Taiwan	1240558	Registered 01-Dec-2006
SIMPLY FIRED & DESIGN	Taiwan	1240557	Registered 01-Dec-2006 (to be abandoned)
Misc. Design (Dots) 	United States	4501225	Registered 25-Mar-2014
SIMPLY APPLY	United States	4314429	Registered 2-Apr-2013
SIMPLY HIRED	United States	3262130	Registered 10-Jul-2007
	United States	3212618	Registered 27-Feb-2007
	United States	3215124	Registered 06-Mar-2007
	United States	3229158	Registered 17-Apr- -2007
SIMPLY POST	United States	4314428	Registered 02-Apr-2013
SIMPLYHIRED	United States	4501226	Registered 25-Mar-2014
JOB SEARCH MADE SIMPLE	United States	3889575	Registered 14-Dec-2010 (To be Abandoned)
JOB-A-MATIC	United States	3739483	Registered 19-Jan-2010 (To be Abandoned)
SimplyHired Employer Brand Index	United States	86/475743	NOA issued 29-Dec-2015 (To be Abandoned)
SimplyHired EBI	United States	86/475745	NOA issued 29-Dec-2015 (To be Abandoned)