

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM437986

| | |
|------------------------------|----------------------------------------------------|
| SUBMISSION TYPE: | RESUBMISSION |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL |
| RESUBMIT DOCUMENT ID: | 900415577 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------------|----------|----------------|-----------------------|
| Altitude Digital Partners, Inc. | | 08/01/2017 | Corporation: DELAWARE |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | AdGenesis Holdings LLC |
| Street Address: | 49 West 27th Street, Mezzanine West |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10001 |
| Entity Type: | Limited Liability Company: DELAWARE |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|-----------------------------|---------|----------------|
| Registration Number: | 4694283 | ALTITUDE ARENA |

CORRESPONDENCE DATA

Fax Number: 2028427899
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.
Phone: 202-728-7021
Email: cfountain@cooley.com
Correspondent Name: Cheryl Fountain
Address Line 1: 1299 Pennsylvania Ave, NW, Ste 700
Address Line 2: Cooley LLP
Address Line 4: Washington, D.C. 20004

| | |
|--------------------------------|----------------------------------|
| ATTORNEY DOCKET NUMBER: | 330400-100 |
| NAME OF SUBMITTER: | Cheryl Fountain, SR TM Paralegal |
| SIGNATURE: | /cherylfountain/ |
| DATE SIGNED: | 08/04/2017 |

Total Attachments: 4

source=UPDATED Assignment of Trademark Rights Altitude and AdGenesis (002)#page1.tif
source=UPDATED Assignment of Trademark Rights Altitude and AdGenesis (002)#page2.tif
source=UPDATED Assignment of Trademark Rights Altitude and AdGenesis (002)#page3.tif

ASSIGNMENT OF TRADEMARK RIGHTS

This ASSIGNMENT OF TRADEMARK RIGHTS, dated as of August 1, 2017 (“**Trademark Assignment**”), is executed and delivered to AdGenesis Holdings LLC, a Delaware limited liability company (“**Purchaser**”), by Altitude Digital Partners, Inc., a Delaware corporation (the “**Seller**”). All capitalized words and terms used in this Patent Assignment and not otherwise defined herein shall have the respective meanings ascribed to them in the Asset Purchase Agreement dated as of the date hereof between the Seller and Purchaser, solely in its capacity as representative of the Indemnifying Payees (as defined therein) and other Indemnitors (as defined therein) (the “**Agreement**”).

WHEREAS, the Seller is the owner of the trademarks and trademark registrations thereof identified on Schedule A hereto (the “**Trademarks**”); and

WHEREAS, pursuant to the Agreement, the Seller has agreed to sell, assign, transfer and deliver to Purchaser all right, title and interest in, to and under the Trademarks, free and clear of all Encumbrances;

NOW, THEREFORE, in consideration of the mutual promises set forth in the Agreement and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Seller and Purchaser hereby agree as follows:

1. The Seller hereby irrevocably assigns to Purchaser: (i) all right, including common law rights, title, and interest in and to the Trademarks, together with the goodwill associated therewith and any and all registrations thereof; (ii) any and all legal actions and rights and remedies at law or in equity for past infringements, misappropriations, or other violations of the Trademarks, including the right to sue for, collect, and retain all damages, profits, proceeds, and all other remedies associated therewith; and (iii) any and all income, royalties, and payments accruing on or after the Effective Date with respect to the Trademarks, for Purchaser’s own use and enjoyment and for the use and enjoyment of Purchaser’s successors, assigns, or other legal representatives.

2. The Seller authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any other official throughout the world whose duty is to register and record ownership in trademark registrations and applications for registration of trademarks, to record Purchaser as the assignee and owner of any and all of the Seller’s rights in the Trademarks.

3. The Seller further agrees, for itself, its successors and assigns, at Purchaser’s expense, to execute such further documents and to perform such further lawful acts as may reasonably be requested by Purchaser to effectuate this assignment.

4. This Trademark Assignment may be executed in multiple counterparts and either Party may execute any such counterpart, each of which when executed and delivered shall be deemed to be an original and all of which counterparts taken together shall constitute but one and the same instrument. For purposes of this Trademark Assignment, facsimile signatures (including by electronic scans delivered by electronic mail) shall be deemed originals, and the Parties agree to exchange original signatures as promptly as possible following delivery of such facsimile signatures.

[Signature Pages Follow]

Error! Unknown document property name.

IN WITNESS WHEREOF, the parties have caused this Assignment of Trademark Rights to be executed by their duly authorized representatives as of the date first above written.

ALTITUDE DIGITAL PARTNERS, INC.

By: Bradley Downes
Name: Bradley Downes
Title: CEO

ADGENESIS HOLDINGS LLC

By: N/A
Name: N/A
Title: N/A

County of Denver

On this 31 day of July, 2017, before me, the undersigned notary public, personally appeared Bradley M. Downes, proved to me through satisfactory evidence of identification, which was Colorado Driver License, to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose.

[affix seal]




Notary Public
My commission expires: 9/28/2020

Notary Signature Page

SCHEDULE A

Trademarks

| Title | Serial No./ Registration No. | Country | Registration Date |
|-------------------|---------------------------------|---------|----------------------|
| ALTITUDE ARENA | 4,694,283 | U.S.A. | March 3, 2015 |