

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM442130

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT FOR SECURITY - TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sizmek Technologies, Inc.		09/06/2017	Corporation: DELAWARE
Rocket Fuel Inc.		09/06/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Cerberus Business Finance, LLC, as collateral agent		
Street Address:	875 Third Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 34			
Property Type	Number	Word Mark	
Registration Number:	2143808	VIEWPOINT	
Registration Number:	2232558	ENLIVEN	
Registration Number:	2357310	SUPERSTITIAL	
Registration Number:	2371539	UNICAST	
Registration Number:	3010428	VIDEOSTITIAL	
Registration Number:	4082612	PEER39	
Registration Number:	4295840	EYEBLASTER	
Registration Number:	4402365	PAGE LEVEL INTELLIGENCE	
Registration Number:	4778053	SIZMEK	
Registration Number:	4787181	MDX	
Registration Number:	5073983	MARKETING THAT LEARNS	
Registration Number:	5110180	ROCKET FUEL	
Registration Number:	4334659	MOMENTS OF INFLUENCE	
Registration Number:	4344067	ADVERTISING THAT LEARNS	
Registration Number:	4236217	AUDIENCE ACCELERATOR	
Registration Number:	4042162	ROCKET FUEL CONNECT	
Serial Number:	85257034	CAMPAIGNS RUN BETTER ON ROCKET FUEL.	
Serial Number:	85201137	WE'RE BRINGING ROCKET SCIENCE TO DIGITAL	

CH \$865.00 2143808

Property Type	Number	Word Mark
Serial Number:	85201128	ROCKETFUEL
Serial Number:	85189762	TRUELIFT
Serial Number:	85177767	SOCIAL BOOSTER
Serial Number:	85177820	AUDIENCE BOOSTER
Serial Number:	85177832	RETARGETING BOOSTER
Serial Number:	85177837	SEARCH BOOSTER
Serial Number:	85177849	INSIGHTS BOOSTER
Serial Number:	85177868	VIDEO BOOSTER
Serial Number:	85177909	MOBILE BOOSTER
Registration Number:	3993075	HOLIDAY SHOPPING BOOSTER
Registration Number:	3993076	AUTO BOOSTER
Registration Number:	3993088	FASHION BOOSTER
Registration Number:	3993090	HOTEL CASINO BOOSTER
Registration Number:	3952676	DIRECT RESPONSE BOOSTER
Registration Number:	3952678	DR BOOSTER
Registration Number:	3648573	ROCKET FUEL

CORRESPONDENCE DATA

Fax Number: 2125935955

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: 212-756-2132

Email: scott.kareff@srz.com

Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP

Address Line 1: 919 Third Avenue

Address Line 2: 19th Floor

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	014951-1728
NAME OF SUBMITTER:	Scott Kareff (014951-1728)
SIGNATURE:	/kc for sk/
DATE SIGNED:	09/06/2017

Total Attachments: 8

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ASSIGNMENT FOR SECURITY - TRADEMARKS

WHEREAS, Sizmek Technologies, Inc., a Delaware corporation, and Rocket Fuel Inc., a Delaware corporation (collectively, the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks"), which for the avoidance of doubt shall not include any intent-to-use United States trademark applications for which an amendment to allege use or statement of use has not been filed under 15 U.S.C. § 1051(c) or 15 U.S.C. § 1051(d), respectively, or if filed, has not been deemed in conformance with 15 U.S.C. § 1051(a) or examined and accepted, respectively, by the United States Patent and Trademark Office;

WHEREAS, the Assignor has entered into a Pledge and Security Agreement, dated August 30, 2017 (together with all exhibits and schedules thereto, as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Cerberus Business Finance, LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Assignee"); and

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Trademark Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Assignee and the Secured Parties a continuing security interest in the Trademark Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. To the extent there is any conflict between the provisions of this Assignment for Security and the Security Agreement, the Security Agreement shall control.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of September 6, 2017.

SIZMEK TECHNOLOGIES, INC.

By: 

Name: ~~Mark Grether~~
Title: President

ROCKET FUEL INC.

By: _____

Name: E. Randolph Wootton III
Title: Chief Executive Officer

TRADEMARK

REEL: 006148 FRAME: 0052

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of September 6, 2017.


SIZMEK TECHNOLOGIES, INC.

By: _____

Name: Mark Grether

Title: President

ROCKET FUEL INC.

By: 

Name: E. Randolph Wootton III

Title: Chief Executive Officer

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SCHEDULE A TO ASSIGNMENT FOR SECURITY

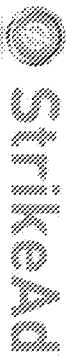

U.S. REGISTERED TRADEMARKS
SIZMEK

Mark	Reg. Number	Reg. Date	Country	Owner of Record
VIEWPOINT	2,143,808	3/17/1998	USA	Sizmek Technologies, Inc.
ENLIVEN	2,232,558	3/16/1999	USA	Sizmek Technologies, Inc.
SUPERSTITIAL	2,357,310	6/13/2000	USA	Sizmek Technologies, Inc.
UNICAST	2,371,539	7/25/2000	USA	Sizmek Technologies, Inc.
VIDEOSTITAL	3,010,428	11/1/2005	USA	Sizmek Technologies, Inc.
PEER39	4,082,612	1/10/2012	USA	Sizmek Technologies, Inc.
EYEBLASTER	4,295,840	2/13/2013	USA	Mediamind Technologies Ltd ¹
PAGE LEVEL INTELLIGENCE	4,402,365	9/17/2013	USA	Sizmek Technologies, Inc.
Sizmek	4,778,053	7/21/2015	USA	Sizmek Technologies, Inc.
MDX	4,787,181	8/4/2015	USA	Sizmek Technologies, Inc.
MDX	2,771,446	11/25/2015	Argentina	Sizmek Technologies, Inc.
PAGE LEVEL INTELLIGENCE	1,497,104	1/9/2013	Australia	Sizmek Technologies, Inc.
MDX	1,692,147	8/21/2015	Australia	Sizmek Technologies, Inc.
SIZMEK	1,626,823	6/5/2014	Australia	Sizmek Technologies, Inc.
VIEWPOINT VISUALIZATION	TMA 681,473	2/12/2007	Canada	Sizmek Technologies, Inc.
VIEWPOINT	TMA 704,176	1/8/2008	Canada	Sizmek Technologies, Inc.
MDX	TMA 944,240	7/26/2016	Canada	Sizmek Technologies, Inc.
ENLIVEN	652,842	1/13/1999	European Union	Sizmek Technologies, Inc. ²
SUPERSTITIAL	1,707,322	9/24/2001	European Union	Sizmek Technologies, Inc.
UNICAST	1,707,389	12/16/2003	European Union	Sizmek Technologies, Inc. ³
STRIKEAD	10,015,931	2/11/2011	European Union	Sizmek Technologies, Inc.

¹ This mark has not been in use for some time and will not be renewed, so no filing was made with USPTO to record name change to Sizmek Technologies Ltd.

² No longer in use, will allow to expire 10/1/2017

³ No longer in use, will allow to expire 5/30/2020

Mark	Reg. Number	Reg. Date	Country	Owner of Record
STRIKEAD (logo) 	10,016,038	2/11/2011	European Union	Sizmek Technologies, Inc.
PAGE LEVEL INTELLIGENCE	10,977,536	10/23/2014	European Union	Sizmek Technologies, Inc.
SIZMEK	12,920,799	10/21/2014	European Union	Sizmek Technologies, Inc.
MDX	IR 1245707	3/9/2016	European Union	Sizmek Technologies, Inc.
MDX	40201507819X	1/14/2016	Singapore	Sizmek Technologies, Inc.
EYE (logo) 	2,266,557	12/12/2003	UK	Sizmek Technologies, Inc.
MDX	1,245,707	12/12/2014	WIPO	Sizmek Technologies, Inc.

ROCKET FUEL

Trademark	Database	Application Date	Application Number	Registration Date	Registration Number	Status	Owner
MARKETING THAT LEARNS	U.S. Federal	2/11/2015	86530963	11/1/2016	5073983	Registered	ROCKET FUEL INC.
ROCKET FUEL	U.S. Federal	4/4/2014	86242797	12/27/2016	5110180	Registered	ROCKET FUEL INC.
MOMENTS OF INFLUENCE	U.S. Federal	9/20/2012	85734371	5/14/2013	4334659	Registered	ROCKET FUEL INC.
ADVERTISING THAT LEARNS	U.S. Federal	6/8/2012	85647407	5/28/2013	4344067	Registered	ROCKET FUEL INC.
AUDIENCE ACCELERATOR	U.S. Federal	8/26/2011	85408801	11/6/2012	4236217	Registered	ROCKET FUEL INC.
ROCKET FUEL CONNECT	U.S. Federal	4/8/2011	85290791	10/18/2011	4042162	Registered	ROCKET FUEL INC.

<u>Trademark</u>	<u>Database</u>	<u>Application Date</u>	<u>Application Number</u>	<u>Registration Date</u>	<u>Registration Number</u>	<u>Status</u>	<u>Owner</u>
CAMPAIGNS RUN BETTER ON ROCKET FUEL.	U.S. Federal	3/3/2011	85257034	10/4/2011	4034976	Registered	ROCKET FUEL INC.
WE'RE BRINGING ROCKET SCIENCE TO DIGITAL ADVERTISING.	U.S. Federal	12/17/2010	85201137	7/19/2011	3997440	Registered	ROCKET FUEL INC.
ROCKETFUEL	U.S. Federal	12/17/2010	85201128	7/12/2011	3993878	Registered	ROCKET FUEL INC.
TRUELIFT	U.S. Federal	12/2/2010	85189762	7/26/2011	4001908	Registered	ROCKET FUEL INC.
SOCIAL BOOSTER	U.S. Federal	11/16/2010	85177767	7/12/2011	3993064	Registered	ROCKET FUEL INC.
AUDIENCE BOOSTER	U.S. Federal	11/16/2010	85177820	7/12/2011	3993067	Registered	ROCKET FUEL INC.
RETARGETING BOOSTER	U.S. Federal	11/16/2010	85177832	7/12/2011	3993069	Registered	ROCKET FUEL INC.
SEARCH BOOSTER	U.S. Federal	11/16/2010	85177837	7/12/2011	3993070	Registered	ROCKET FUEL INC.
INSIGHTS BOOSTER	U.S. Federal	11/16/2010	85177849	6/28/2011	3985363	Registered	ROCKET FUEL INC.
VIDEO BOOSTER	U.S. Federal	11/16/2010	85177868	7/12/2011	3993071	Registered	ROCKET FUEL INC.
MOBILE BOOSTER	U.S. Federal	11/16/2010	85177909	7/12/2011	3993073	Registered	ROCKET FUEL INC.

<u>Trademark</u>	<u>Database</u>	<u>Application Date</u>	<u>Application Number</u>	<u>Registration Date</u>	<u>Registration Number</u>	<u>Status</u>	<u>Owner</u>
HOLIDAY SHOPPING BOOSTER	U.S. Federal	11/16/2010	85177915	7/12/2011	3993075	Registered	ROCKET FUEL INC.
AUTO BOOSTER	U.S. Federal	11/16/2010	85177928	7/12/2011	3993076	Registered	ROCKET FUEL INC.
FASHION BOOSTER	U.S. Federal	11/16/2010	85178325	7/12/2011	3993088	Registered	ROCKET FUEL INC.
HOTEL CASINO BOOSTER	U.S. Federal	11/16/2010	85178336	7/12/2011	3993090	Registered	ROCKET FUEL INC.
DIRECT RESPONSE BOOSTER	U.S. Federal	7/1/2010	85075586	4/26/2011	3952676	Registered	ROCKET FUEL INC.
DR BOOSTER	U.S. Federal	7/1/2010	85075703	4/26/2011	3952678	Registered	ROCKET FUEL INC.
ROCKET FUEL	U.S. Federal	5/7/2008	77467789	6/30/2009	3648573	Registered	ROCKET FUEL, INC.

U.S. TRADEMARK APPLICATIONS

SIZMEK

<u>Mark</u>	<u>Serial Number</u>	<u>App. Date</u>	<u>Country</u>	<u>Owner of Record</u>
MDX	908758464	12/15/2014	Brazil	Sizmek Technologies, Inc.
SIZMEK (Class 35)	907812295	6/9/2014	Brazil	Sizmek Technologies, Inc.
SIZMEK (Class 42)	907812368	6/9/2014	Brazil	Sizmek Technologies, Inc.
PAGE LEVEL INTELLIGENCE	TI208684H	6/19/2012	Singapore	Peer39 Inc.

ROCKET FUEL

None.

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