

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM458828

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Upside Commerce Group, LLC		01/01/2018	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	The Upside Travel Company, LLC		
Street Address:	1602 L Street NW, 2nd Floor		
City:	Washington		
State/Country:	D.C.		
Postal Code:	20036		
Entity Type:	Limited Liability Company: D.C.		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	5114474	UPSIDE	
Registration Number:	5044500	UPSIDE	
Registration Number:	5208336		
Registration Number:	5208335		
CORRESPONDENCE DATA			
Fax Number:			
<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:	212-220-0900		
Email:	jrfriedman@litproplaw.com		
Correspondent Name:	Jessica R. Friedman		
Address Line 1:	6 East 39 Street, 6th Floor		
Address Line 4:	New York, NEW YORK 10016		
NAME OF SUBMITTER:	Jessica R. Friedman		
SIGNATURE:	/Jessica R. Friedman/		
DATE SIGNED:	01/22/2018		
Total Attachments: 2			
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OP \$115.00 5114474

TRADEMARK ASSIGNMENT

This assignment is entered into as of January 1, 2018 (the "Effective Date"), by and between The Upside Commerce Group, LLC, a Delaware limited liability with a business address at High Ridge Park, Stamford, CT 069055 ("Assignor") and The Upside Travel Company, LLC a Delaware limited liability company with a business address at 1602 L Street NW, 2nd Floor, Washington, D.C. 20036 ("Assignee").

RECITALS

1. Assignor owns the U.S. trademarks (the "Trademarks") and the registrations and applications (collectively, the "Trademark Registrations") listed on Schedule A.

2. Assignee has succeeded Assignor as owner of the ongoing and existing business to which the Trademarks pertain, which is the business of providing travel agency services, namely, making reservations and bookings for transportation and reservation of hotel rooms for travelers (the "Business").

3. In consideration of Assignee's assuming the obligations of the Business, Assignor now wishes to assign to Assignee, and Assignee now wishes to assume, the Trademarks, the Trademark Registrations, and the goodwill associated with the Trademarks.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby assigns to Assignee, and Assignee hereby assumes, all of Assignor's right, title, and interest in and to the Trademarks, the Trademark Registrations, and the goodwill associated with the Trademarks, and the right to sue for damages and other remedies on account of any infringement of the Trademark that may have occurred prior to the date of this Assignment.

2. Assignor further agrees to execute any documents and take any action that may be required to confirm or perfect Assignee's right, title and interest in the Trademarks, the goodwill associated with the Trademarks, and the Trademark Registrations. Assignee agrees to execute any documents and take any action as may be reasonably necessary or desirable, in connection with Assignee's assumption of Assignor's rights in the Trademarks and the Trademark Registrations.

THE UPSIDE COMMERCE GROUP, LLC

THE UPSIDE TRAVEL COMPANY, LLC



DocuSigned by:
By: Jay Walker
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Name: Jay Walker
Title: CEO

DocuSigned by:
By: T. Scott Case
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Name: T. Scott Case
Title: President

DS
SM

SCHEDULE A

Trademarks and Trademark Registrations

<u>Trademark</u>	<u>Registration/Application Number</u>
UPSIDE	5114474
UPSIDE	5044500
 [purple]	5208336
 [black]	5208335