

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM478782

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rockyou, Inc.		06/19/2018	Corporation: DELAWARE
Playhaven, LLC		06/19/2018	Corporation: DELAWARE
RY LT Acquisition Corp.		06/19/2018	Corporation: DELAWARE
RY CM Acquisition Corp.		06/19/2018	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Fast Pay Partners LLC
Street Address:	8201 Beverly Boulevard, Suite 600
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90048
Entity Type:	Limited Liability Company: DELAWARE
Name:	FPP Sandbox LLC
Street Address:	8201 Beverly Boulevard, Suite 600
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90048
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	3504904	LIKENESS
Registration Number:	4467979	REWARD BASED GAMES
Registration Number:	4024965	ROCKYOU
Registration Number:	4024964	ROCKYOU
Registration Number:	4021649	ROCKYOU MEDIA
Registration Number:	4143123	ZOO WORLD
Registration Number:	4903551	SOLITAIRE ARENA
Registration Number:	5042820	BAKERY BLITZ
Registration Number:	2592351	CLUBMOM
Registration Number:	2608079	CLUB MOM

CH \$665.00 3504904

Property Type	Number	Word Mark
Registration Number:	3316341	CAFEMOM
Registration Number:	4747392	CAFEMOM
Registration Number:	3385159	SWEETPEAS
Registration Number:	4566129	CAFEMOM PRESENTS MOM.COM
Registration Number:	4527732	THE STIR
Registration Number:	4527733	THE STIR
Registration Number:	4516285	THE PROWL
Registration Number:	5020283	VIVALA
Registration Number:	5047658	ATHENA
Registration Number:	5087970	REVELIST
Registration Number:	4842393	LITTLETHINGS
Registration Number:	4996756	
Registration Number:	4998319	LITTLETHINGS.COM
Serial Number:	86361677	THELITTLETHINGS
Registration Number:	5178153	LITTLETHINGS LIVE
Registration Number:	5270266	TRUTH BOMB MOM

CORRESPONDENCE DATA

Fax Number: 2136305788

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: 213-891-5935

Email: hpanneck@buchalter.com

Correspondent Name: Helen Panneck

Address Line 1: 1000 Wilshire Boulevard, Suite 1500

Address Line 4: Los Angeles, CALIFORNIA 90017

ATTORNEY DOCKET NUMBER:	F1179-0003
NAME OF SUBMITTER:	Helen Panneck
SIGNATURE:	/Helen Panneck/
DATE SIGNED:	06/20/2018

Total Attachments: 7

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

June 19, 2018

Reference is made to that certain Term Loan and Security Agreement (the "Term Loan Agreement") dated on or around the date hereof among each of **ROCKYOU, INC.**, a Delaware corporation, **PLAYHAVEN, LLC**, a Delaware limited liability company, **RY LT ACQUISITION CORP.**, a Delaware corporation, and **RY CM ACQUISITION CORP.**, a Delaware corporation (all of the foregoing, collectively, the "Debtors" and each, a "Debtor") and FPP Sandbox LLC, a Delaware limited liability company ("Sandbox").

Reference is made to that certain Financing and Security Agreement (the "Factoring Agreement", and together with the Term Loan Agreement, the "Loan Agreements", and each, a "Loan Agreement") dated July 12, 2013 between among each Debtor and Fast Pay Partners LLC, a Delaware limited liability company ("FPP", and together with Sandbox, the "Lenders" or "Secured Parties" and each a "Lender" or "Secured Party").

Each Debtor hereby acknowledges that it has granted to each Lender a security interest in and to all of such Debtor's right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by such Debtor (the "Trademarks"), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"), and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the "Copyrights"), and all actions for infringement concerning each of the foregoing.

Unless and until an Event of Default (as defined in each Loan Agreement) exists, each Debtor shall retain the legal and equitable title to the Trademarks, Patents, and Copyrights, and shall have the right to use and register the Trademarks, Patents, and Copyrights, as applicable, in the ordinary course of business of such Debtor. The terms and conditions of the aforementioned security interest are contained in each Loan Agreement. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the applicable Loan Agreement. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which any Secured Party may have in any other collateral described in any Loan Agreement or otherwise.

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[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

DEBTORS:

On behalf of each of the following:

ROCKYOU, INC.

PLAYHAVEN LLC

RY CM ACQUISITION CORP.

RY LT ACQUISITION CORP.

DocuSigned by:

Lisa Marino

By:

31409DB2E263442

Name:

Lisa Marino

Title:

Ceo

<u>Country</u>	<u>Status</u>	<u>Trademark</u>	<u>Class</u>	<u>Filing No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
US	No Cost	LIKENESS		77/401330	2008/2/20	3504904	2008/9/23
European Union (EUTM & RCD)	Registered	MY CASINO		8856577	2010/12/10	8856577	2010/12/10
US	Registered	REWARD BASED GAMES		85661686	2012/6/26	4467979	2014/1/14
Canada	Registered	ROCKYOU		1512932	2011/1/27	894405	2015/1/20
China	Registered	ROCKYOU		A0023034	2011/1/28	1068518	2011/1/28
China	Registered	ROCKYOU		A0023034	2011/1/28	1068518	2011/1/28
European Union (EUTM & RCD)	Registered	ROCKYOU		A0023005	2011/1/27		
European Union (EUTM & RCD)	Registered	ROCKYOU		A0023034	2011/1/28		
India	Published	ROCKYOU		2090910	2011/1/28		
India	Published	ROCKYOU		2090911	2011/1/28		
India	Pending	ROCKYOU		2090912	2011/1/28		
Japan	Registered	ROCKYOU		A0023005	2011/1/27	1066942	2011/1/27
Japan	Registered	ROCKYOU		A0023034	2011/1/28	1068518	2011/1/28
Mexico	Registered	ROCKYOU		1151303	2011/1/31	1254552	2011/1/31
Mexico	Registered	ROCKYOU		1151302	2011/1/31	1242094	2011/1/31
Taiwan	Registered	ROCKYOU		100880224	2011/1/28	1514305	2012/4/16
Taiwan	Registered	ROCKYOU		100880223	2011/1/28	1505794	2012/2/16
Taiwan	Registered	ROCKYOU		100005191	2011/1/28	1483100	2011/11/1

Exhibit A

TRADEMARK
REEL: 006359 FRAME: 0576

<u>Country</u>	<u>Status</u>	<u>Trademark</u>	<u>Class</u>	<u>Filing No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
US	Registered	ROCKYOU		85093702	2010/7/27	4024965	2011/9/13
US	Registered	ROCKYOU		85093664	2010/7/27	4024964	2011/9/13
US	Registered	ROCKYOU MEDIA		85109083	2010/8/17	4021649	2011/9/6
Australia	Registered	ROCKYOU!		A0009417	2007/8/29	937474	2007/8/29
Canada	Registered	ROCKYOU!		1361856	2007/8/30	TMA718370	2008/7/11
Switzerland	Registered	ROCKYOU!		A0009417	2007/8/29	937474	2007/8/29
China	Registered	ROCKYOU!		A0009417	2007/8/29	937474	2007/8/29
European Union (EUTM & RCD)	Registered	ROCKYOU!		A0009417	2007/8/29	937474	2007/8/29
Israel	Registered	ROCKYOU!		203478	2007/8/30	203478	2009/4/23
Iceland	Registered	ROCKYOU!		A0009417	2007/8/29	937474	2007/8/29
Japan	Registered	ROCKYOU!		A0009417	2007/8/29	937474	2007/8/29
Mexico	No Cost	ROCKYOU!		879194	2007/8/31	1085245	2009/2/18
Norway	Registered	ROCKYOU!		A0009417	2007/8/29	937474	2007/8/29
European Union (EUTM & RCD)	Registered	ZOO WORLD		8856601	2010/2/3	8856601	2011/11/16
US	Registered	ZOO WORLD		77920948	2010/1/27	4143123	2012/5/15
European Union (EUTM & RCD)	Registered	SOLITAIRE ARENA		011836483	2013/7/5	011836483	2013/11/4
US	Registered	SOLITAIRE ARENA		86135215	2013/12/4	4903551	2016/2/23
US	Registered	BAKERY BLITZ		86792661	2015/10/19	5042820	2016/9/13

Exhibit A

TRADEMARK
REEL: 006359 FRAME: 0577

PLAYHAVEN LLC

None.

RY CM ACQUISITION CORP.

Title and Description	Date of Application	Date of Registration	Pending Serial No.	Registered Trademark No.
CLUBMOM	1/5/2000	7/9/2002	75888488	2592351
CLUBMOM – DESIGN	11/13/2001	8/13/2002	76093807	2608079
CafeMom (word mark)	1/19/2007	10/23/2007	77087028	3316341
CafeMom (design)	10/2/2014	6/2/2015	86412925	4747392
SweetPeas	7/9/2007	2/19/2008	77224943	3385159
CafeMom Presents Mom.com	5/13/2011	7/15/2014	85320348	4566129
The Stir (word mark)	7/26/2012	5/13/2014	85687337	4527732
The Stir (design)	7/26/2012	5/13/2014	85687398	4527733
The Prowl	5/8/2013	4/15/2014	85926437	4516285
Vivala	6/17/2015	8/16/2016	86665291	5020283
Athena	9/19/2014	9/27/2016	86400086	5047658
Revelist	9/13/2015	11/22/2016	86755217	5087970

RY LT ACQUISITION CORP.

Marks


Jurisdiction	Mark	Status	Registration No. (Application Serial No.)
United States	LITTLETHINGS	Registered	4842393
United States		Registered	4996756
United States	LITTLETHINGS.COM	Registered	4998319
United States	THELITTLETHINGS	Allowed	86361677
United States	LITTLETHINGS LIVE	Registered	5178153
United States	TRUTHBOMB MOM	Registered	5270266

EXHIBIT B
PATENTS

ROCKYOU, INC.

Patent/Application Number	Title	Owner
US 2009/004892I A1	User content in advertisements	RockYou, Inc.
US 2009/0319907 A1	Evaluation of Ordered Lists to Determine Similarity Between Connected Users of a Network	RockYou, Inc.
US 2010/0185507 A1	A Method for generating an advertisement with Customized Content	RockYou, Inc.
US 2010/0250330 A1	Acquisition of User Data to Enhance a Content Targeting Mechanism	RockYou, Inc.
Prov No. 61522653	Systems and Methods for Crediting Rewards in On-Line Games	RockYou, Inc.
13/762,304	Virtual Coupons for use in On-Line Games	RockYou, Inc.
Prov No. 61621708	Automated Sweepstakes Manager	RockYou, Inc.

PLAYHAVEN LLC

None.

RY CM ACQUISITION CORP.

None.

RY LT ACQUISITION CORP.

None.

EXHIBIT C
COPYRIGHTS

ROCKYOU, INC.

None.

PLAYHAVEN LLC

None.

RY CM ACQUISITION CORP.

None.

RY LT ACQUISITION CORP.

None.