

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM495694

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
The Upside Commerce Group, LLC		11/01/2017	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Upside Travel Company, LLC		
<b>Street Address:</b>	One Thomas Circle		
<b>Internal Address:</b>	8th Floor		
<b>City:</b>	Washington		
<b>State/Country:</b>	D.C.		
<b>Postal Code:</b>	20005		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5481993	IT'S ALL ABOUT THE UPSIDE.	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
	<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>		
<b>Phone:</b>	2122200900		
<b>Email:</b>	jrfriedman@litproplaw.com,trademarks@canopyparalegal.com		
<b>Correspondent Name:</b>	Jessica R. Friedman		
<b>Address Line 1:</b>	6 East 39th Street		
<b>Address Line 2:</b>	6th Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10016		
<b>NAME OF SUBMITTER:</b>	Jessica R. Friedman		
<b>SIGNATURE:</b>	/Jessica R. Friedman/		
<b>DATE SIGNED:</b>	10/28/2018		
<b>Total Attachments: 2</b>			
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source=Executed Assignment Upside Commerce to Upside Travel#page2.tif			

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TRADEMARK ASSIGNMENT

This assignment is entered into as of November 1, 2017 (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, 2<sup>nd</sup> 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 (the “Trademarks”).

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 of the Business.

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 of the Business, 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 of the Business 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

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W

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By: T. Scott Case  
Scot C7E83FE1F3F84F2...

DocuSigned by:  
By: T. Scott Case  
Scott Case, President

SCHEDULE A

Trademarks and Trademark Registrations

Trademark

Registration/Application Number

IT'S ALL ABOUT THE UPSIDE!

5481993