

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM509252

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CL Media Holdings LLC		01/31/2019	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	4024964	ROCKYOU
Registration Number:	4024965	ROCKYOU
Registration Number:	4021649	ROCKYOU MEDIA
Registration Number:	3419492	PUREPLAY
Registration Number:	3988594	MALL WORLD
Registration Number:	4968708	DAILYTOAST
Registration Number:	4504218	LUCKY SLOTS
Registration Number:	4424881	LUCKY SLOTS
Registration Number:	4028841	GALACTIC TRADER
Registration Number:	2592351	CLUBMOM
Registration Number:	2608079	CLUB MOM
Registration Number:	3316341	CAFEMOM
Registration Number:	4747392	CAFEMOM

TRADEMARK

Property Type	Number	Word Mark
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:	5189110	CLUB MOMME
Registration Number:	4349124	MOM.ME
Registration Number:	4349125	MOM.ME
Registration Number:	4818373	PURPLE CLOVER
Registration Number:	4998319	LITTLETHINGS.COM
Registration Number:	5270266	TRUTH BOMB MOM
Registration Number:	5178153	LITTLETHINGS LIVE
Registration Number:	4996756	
Serial Number:	86361677	THELITTLETHINGS

CORRESPONDENCE DATA

Fax Number: 8004947512

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: 202-370-4750

Email: ipteam@cogencyglobal.com

Correspondent Name: Joanna McCall

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: COGENCY GLOBAL INC.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER: 1044855 TM

NAME OF SUBMITTER: Harold lee

SIGNATURE: /Harold Lee/

DATE SIGNED: 02/08/2019

Total Attachments: 5

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

January 31, 2019

CL MEDIA HOLDINGS LLC, a Delaware limited liability company ("Debtor"), hereby acknowledges that it has granted to each of Fast Pay Partners LLC ("FPP") and FPP Sandbox LLC ("Sandbox", and together with FPP, the "Secured Party"), 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 (other than intent to use trademark applications to the extent excluded in the Loan Agreement (as defined below)) 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 the Loan Agreement) exists, 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 Debtor. The terms and conditions of the aforementioned security interests are contained in: (a) that certain Amended and Restated Term Loan Security Agreement dated as of January 31, 2019 between Sandbox and Debtor and (b) that certain Amended and Restated Financing Security Agreement dated as of January 31, 2019 among Secured Party and Debtor (collectively, the "Loan Agreement"), as security for the Obligations under and as set forth in the Loan Agreement and other agreements referred to therein. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 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 Secured Party may have in any other collateral described in the Loan Agreement or otherwise.

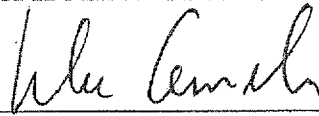
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IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

DEBTOR:

CL MEDIA HOLDINGS LLC

By: 
Name: Luke Gosselin
Title: Managing Director

MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY
(CL MEDIA HOLDINGS LLC)

BN 34680301v3

TRADEMARK
REEL: 006555 FRAME: 0460

EXHIBIT A
TRADEMARKS

Title and Description	Date of Application	Date of Registration	Pending Serial No.	Registered Trademark No.
ROCKYOU		9/13/2011		4024964
ROCKYOU		9/13/2011		4024965
ROCKYOU MEDIA		9/6/2011		4021649
PUREPLAY		4/29/2008		3419492
MALL WORLD		7/5/2011		3988594
DAILYTOAST		5/31/2016		4968708
LUCKY SLOTS		1/3/2013		4504218
LUCKY SLOTS		10/29/2013		4424881
GALACTIC TRADER		9/20/2011		4028841
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
CLUB MOMME			86849967	51 8911 0
MOM.ME			85665529	43491 24
MOM.ME (AND DESIGN BELOW)			85665353	4349125
PURPLE CLOVER			85957218	4818373
<u>LITTLETHINGS.COM</u>	1/19/2016	7/12/2016	86880049	4998319 I
TRUTH BOMB MOM	1/4/2017	8/22/2017	87288919	5270266
LITTLETHINGS LIVE	4/28/2016	4/4/2017	87018328	5178153
THELITTLETHINGS	8/8/2014	N/A	86361677	N/A
LITTLETHINGS SUN AND CLOUD LOGO (DESIGN)	11/4/2015	7/12/2016	86808864	4996756
LISTBLISS	6/29/2012	10/15/2013	4419547	County File No. 095459-0884643

Exhibit A

TRADEMARK
REEL: 006555 FRAME: 0461

EXHIBIT B
PATENTS

Patent Number /Application Number	Title
Prov No. 61522653	Systems and Methods for Crediting Rewards in On-Line Games
13/762,304	Virtual Coupons for use in On-Line Games
Prov No. 61621708	Automated Sweepstakes Manager
7094154/11026783	COMPUTER NETWORKED GAME SYSTEM UTILIZING SUBSCRIPTION BASED MEMBERSHIP AND ALTERNATIVE METHODS OF ENTRY

EXHIBIT C
COPYRIGHTS

Title	Registration Number	Registration Date
ZOMBIES SOCIAL NETWORKING SOFTWARE.	TXu001578412	2008/07/15
WEREWOLVES SOCIAL NETWORKING SOFTWARE.	TXu001578413	2008/07/15
VAMPIRES SOCIAL NETWORKING SOFTWARE.	TXu001578398	2008/07/15
SLAYERS SOCIAL NETWORKING SOFTWARE.	TXu001578404	2008/07/15
My Hottest Friends / by Javier Guel, Bill Summer, Guy Argus, MMJK, Inc.	TX0006424446	2010/08/16
MY HOTTEST FRIENDS.	TX0007176107	2010/07/16

Exhibit C