

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM532872

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Top Echelon Holding, LLC		07/22/2019	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Top Echelon Software, LLC		
Street Address:	4883 Dressler Road NW		
Internal Address:	Suite 100		
City:	Canton		
State/Country:	OHIO		
Postal Code:	44718		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	5170080	TOP ECHELON	
Registration Number:	3134648	TOP ECHELON	
Registration Number:	2622173	RECOMMENDED RECRUITER	
Registration Number:	2599250	JOB JAVELIN	
Registration Number:	2301938	TOP ECHELON	
Registration Number:	2198909	BIG BILLER	
Registration Number:	2073291	TOP ECHELON	
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:	3128637141		
Email:	kristen.lange@goldbergkohn.com		
Correspondent Name:	Kristen N. Lange, Paralegal		
Address Line 1:	c/o Goldberg Kohn Ltd.		
Address Line 2:	55 E. Monroe Street, Suite 3300		
Address Line 4:	Chicago, ILLINOIS 60603		
ATTORNEY DOCKET NUMBER:	7663.005		

OP \$190.00 5170080

NAME OF SUBMITTER:	Kristen N. Lange
SIGNATURE:	/kristenlange/
DATE SIGNED:	07/22/2019
Total Attachments: 9 source=21c. IP Assignment Agreement (Holdings to Software)#page1.tif source=21c. IP Assignment Agreement (Holdings to Software)#page2.tif source=21c. IP Assignment Agreement (Holdings to Software)#page3.tif source=21c. IP Assignment Agreement (Holdings to Software)#page4.tif source=21c. IP Assignment Agreement (Holdings to Software)#page5.tif source=21c. IP Assignment Agreement (Holdings to Software)#page6.tif source=21c. IP Assignment Agreement (Holdings to Software)#page7.tif source=21c. IP Assignment Agreement (Holdings to Software)#page8.tif source=21c. IP Assignment Agreement (Holdings to Software)#page9.tif	

INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT

This Intellectual Property Assignment Agreement (this “Assignment”), dated as of July 22, 2019 (the “Effective Date”), is by and between Top Echelon Holding, LLC, a Delaware limited liability company, having an office at 4883 Dressler Road NW, Suite 100, Canton, OH 44718, acting on behalf of itself and its affiliates (“Assignor”) and Top Echelon Software, LLC, a Delaware limited liability company, having an office at 4883 Dressler Road NW, Suite 100, Canton, OH 44718 (“Assignee”).

WHEREAS, Assignor is the owner of certain registered copyrights listed on the attached Schedule A (the “Copyrights”), certain issued patents listed on the attached Schedule B (the “Patents”), certain registered trademarks listed on the attached Schedule C (the “Trademarks”), certain domain names listed on the attached Schedule D (the “Domains”); and certain software and/or improvements thereof, including software listed on the attached Schedule E, and source code and data of said software (collectively the “Software” and, together with the Copyrights, Patents, Trademarks, and Domain Names, the “Assigned Intellectual Property”);

WHEREAS, Assignor, Assignee, and the other parties thereto entered into that certain Asset Purchase and Contribution Agreement on the Effective Date (the “Purchase Agreement”); and

WHEREAS, in furtherance of the transactions contemplated by the Purchase Agreement, Assignor has agreed to assign to Assignee the Assigned Intellectual Property, and all rights, titles and interests in and to the Assigned Intellectual Property, and the parties wish to record such assignment in the U.S. Copyright Office and U.S. Patent and Trademark Office, as applicable.

NOW, THEREFORE, in consideration of the amounts paid in the Purchase Agreement and other good and valuable consideration paid by the Assignee to the Assignor, the receipt and sufficiency of which is hereby acknowledged, Assignor and Assignee agree as follows:


1. Assignment of Intellectual Property. Effective as of the date hereof, Assignor sells, transfers, conveys, assigns and delivers to Assignee and Assignee accepts all right, title and interest in and to (i) the Assigned Intellectual Property; (ii) all income, royalties, damages, claims, and payments now or hereafter due or payable under and with respect thereto, including, without limitation, damages, claims, and payments for past, present and future infringements thereof; (iii) all rights to sue for past, present, and future infringements of the foregoing, including the right to settle suits involving claims and demands for royalties owing; (iv) all goodwill and moral rights associated therewith; and (v) the right to assign the rights conveyed herein, the same to be held and enjoyed by Assignee for its own use and benefit, and for the benefit of its successors, assigns, and legal representatives.
2. Additional Documents. Assignor shall execute any other documents and/or shall take such reasonable actions as may be reasonably required to carry out the purposes of this Assignment.

3. Successors. This Assignment shall inure to the benefit of and is binding upon the respective successors and assigns of Assignor and Assignee.
4. Governing Law. This Assignment shall be governed by, and construed in accordance with (i) the laws of the United States, in respect to copyright, patent, and trademark issues, and (ii) in all other respects, including as to validity (except for copyright, patent, and trademark issues), interpretation and effect, by the laws of the State of Delaware.
5. Counterparts. This Assignment may be executed in separate counterparts, each of which is deemed to be an original and all of which taken together constitute one and the same agreement.
6. Miscellaneous. This Assignment is subject to all the terms and conditions of the Purchase Agreement. The parties intend that this Assignment is for recordation purposes only and its terms shall not modify the applicable terms and conditions of the Purchase Agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, Assignor and Assignee caused this Assignment to be duly executed as of the Effective Date.

TOP ECHELON HOLDING, LLC

By: 
Name: Michael Robertson
Its: Chief Executive Officer

TOP ECHELON SOFTWARE, LLC

By: 
Name: Michael Robertson
Its: Chief Executive Officer

[Signature Page to IP Assignment Agreement - Software]

Schedule A
Registered Copyrights

Registration No.	Registration Date	Title	Copyright Claimant/Owner
TX0004977161	5/7/1999	Top Echelon degree codes sorted by degree.	Top Echelon Network, Inc. ¹
TX0005450660	5/7/1999	Top Echelon discipline codes.	Top Echelon Network, Inc.
TX0004977162	5/7/1999	Top Echelon industry codes, 01/01/1998.	Top Echelon Network, Inc.


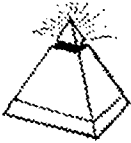
¹ A name change request has been submitted with the Copyright Office to change the name of the owner from Top Echelon Network, Inc. to Top Echelon Network, LLC.

Schedule B
Registered Patents

None.

Schedule C

Registered Trademarks

Mark	Serial #	Filing Date	Registration Number	Registration Date	Registrant/ Assignee
 Top Echelon	87118145	07/27/2016	5170080	03/28/2017	Top Echelon Network, LLC
TOP ECHELON	76566377	12/22/2003	3134648	06/06/2006	Top Echelon Network, LLC
RECOMMENDED RECRUITER	76217448	03/01/2001	2622173	09/17/2002	Top Echelon Network, LLC
JOB JAVELIN	76210742	02/12/2001	2599250	07/23/2002	Top Echelon Network, LLC
TOP ECHELON	75557358	09/23/1998	2301938	12/21/1999	Top Echelon Network, LLC
BIG BILLER	75184050	10/21/1996	2198909	10/20/1998	Top Echelon Network, LLC
TOP ECHELON 	75022225	10/23/1995	2073291	06/24/1997	Top Echelon Network, LLC

Schedule D

Domain Names

acumentor.com
bbsend.com
bigbiller.com
bigbiller.net
bigbiller.tv
bigbillerblog.com
bigbillermail.com
bigbilleronline.com
bigbilleronline.info
bigbilleronline.net
bigbilleronline.org
bigbillersoftware.com
booleanbuilder.com
booleanbuilder.net
candidatecatcher.com
candidatecatcher.net
careeralert.com
desiretohire.com
desiretohire.net
desiretohire.org
gethitsmart.com
hirefunnel.com
hirefunnel.net
hirehook.com
hiringhook.com
hourlycontractrecruiting.com
hourlyrecruiter.com
hourlyrecruiters.com
hourlyrecruiting.us
hourlyrecruitingassignments.com
howtostartarecruitingagency.com
jobadvertising.net
jobjanitor.com
jobplacementservice.com
jobseekerprofile.com
jobseekerprofile.net
networknotifier.com
networknotifier.net
networknotifiers.com
networknotifiers.net
onlinerecruitingsoftware.com
placement-network.com
placementnetwork.net
postingpartner.com
radiorecruit.com
recommendedrecruiter.com
recommendedrecruiters.com
recruiter-directory.com
recruiterdirectory.net

recruitenetwork.org
recruitenetworking.com
recruiter-networking.com
recruiters.net
recruiterschannel.com
recruiterscloud.com
recruitersexchange.com
recruitersexchange.net
recruitersoftware.org
recruitersplitnetwork.com
recruiterstorecruiteronline.com
recruitertraining.net
recruitingtraining.net
splitplacementcentral.com
splitplacementnetwork.com
splitplacementonline.com
splitplacements.com
staffing.net
startingastaffingagency.com
topechelon.com
topechelon.net
topechelon.org
topechelon.tv
topechelonconventions.com
topechelonmail.com
topechelonnetwork.com
topechelonnetwork.tv
topechelonsoftware.com
topeschelon.com
topeshelon.com
transportationengineer.com
whoworkswhat.com

Schedule E

Software

Software	Description
Big Biller V3	
Project Tracker	In-house project management system
NetConvert2	Convert third party ATS data into a BigBiller3 staging database
SalesTax API	REST API for calculating Sales Tax
wpRedisPageCache	WordPress Plugin for Page Caching using Redis for storage
GeneralLedgerREST	Internal REST service for generating GL files for our accounting system
CreditCardREST	Internal REST service for charging credit cards with CardConnect using their tokens
BB3ChromeExtension	Chrome Extension for users to create People records by parsing the web page they are visiting
traveller	ruby gem for parsing location strings
sovren-rest	ruby gem that abstracts Sovren's REST service
Tenix	homegrown CRM used by internal sales & support
CreditCardREST-ruby	ruby gem that wraps our own CreditCardREST API
BB3PostfixTail	utility that watches our postfix email logs and routes events to Big Biller
Big Biller V2	Legacy version of our Big Biller software that is at end-of-life
NetConvert	Legacy conversion program that converted to Big Biller v2
Tron	Program written in PHP and Angular 2 for monitoring and controlling systems