

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM540751

<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>
X Plus One Solutions, Inc.		07/19/2019	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Zeta Global Corp.		
<b>Street Address:</b>	185 Madison Avenue, 5th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10016		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4775422	ORIGIN KEYCHAIN	
<b>Registration Number:</b>	3200544	SMARTSERVE	
<b>Registration Number:</b>	3791604	[X+1]	
<b>Registration Number:</b>	4214387	NEXTARGETING SUMMIT	
<b>Registration Number:</b>	4202754	POE PREDICTIVE OPTIMIZATION ENGINE	
<b>Registration Number:</b>	4154575	OPEN DATA BRIDGE	
<b>Registration Number:</b>	3334039	POE	
<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>	5124926413		
<b>Email:</b>	tmg@slwip.com		
<b>Correspondent Name:</b>	Pamela B. Huff		
<b>Address Line 1:</b>	PO Box 2938		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55402		
<b>ATTORNEY DOCKET NUMBER:</b>	4525.000002		
<b>NAME OF SUBMITTER:</b>	Pamela B. Huff		
<b>SIGNATURE:</b>	/Pamela B. Huff/		

CH \$190.00 4775422

<b>DATE SIGNED:</b>	09/13/2019
<b>Total Attachments: 2</b> source=SCN_0024#page1.tif source=SCN_0024#page2.tif	

**ASSIGNMENT**

WHEREAS, X PLUS ONE SOLUTIONS, INC. ("Assignor"), a Delaware corporation, with its principal address at 50 Washington Street, Norwalk, Connecticut 06854, USA, owns all right, title, and interest in and to the trademarks shown on Exhibit A (the "Marks"); and

WHEREAS, ZETA GLOBAL CORP. ("Assignee"), a Delaware corporation, having its principal address at 185 Madison Avenue, 5<sup>th</sup> Floor, New York, New York, 10016, USA, 11255, desires to acquire all right, title, and interest in and to said Marks, the goodwill of the business symbolized thereto, and the underlying business associated therewith;

WHEREAS, pursuant to the terms of the Asset Purchase Agreement dated as of April 18, 2019 (the "Asset Purchase Agreement"), Assignor has agreed to convey, transfer, and assign to Assignee, among other assets, the Intellectual Property (as that term is defined in the Asset Purchase Agreement), and has agreed to execute and deliver this Assignment.

NOW, THEREFORE, in consideration for the execution of the Asset Purchase Agreement, the payment of the consideration stipulated in the Asset Purchase Agreement and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer, and convey to Assignee all of its right, title, and interest in and to said Marks, all rights derived from or associated with use of the Marks by Assignor, together with the goodwill of the business symbolized thereto and the underlying business associated therewith, and the right to recover for past infringement of said Marks. Assignor represents and warrants that it has not previously assigned, licensed, or conveyed any interest in said Marks or the other rights referenced herein, and Assignor agrees to execute any further lawful documents needed to give full force and effect to this instrument.

Executed this 19 day of July 2019, in New York, NY  
USA.

X Plus One Solutions, Inc., a Delaware corporation ("Assignor")

By:  \_\_\_\_\_

Name: George Pappachen

Title: Corporate Secretary




Zeta Global Corp., a Delaware corporation ("Assignee")

By:  \_\_\_\_\_

Name: Steven Vire

Title: EVP

**EXHIBIT A**

TRADEMARK	COUNTRY	APP. NO.	REG. NO.
NEXTARGETING SUMMIT	EUTM	A0021368	IR 1058265
OPEN DATA BRIDGE	EUTM	A0021369	IR 1066626
 PREDICTIVE OPTIMIZATION ENGINE	EUTM	A0021370	IR 1058266
ORIGIN KEYCHAIN	United States	86297282	4775422
SMARTSERVE	United States	78618773	3200544
[X + 1]	United States	78852904	3791604
NEXTARGETING SUMMIT	United States	77968484	4214387
 PREDICTIVE OPTIMIZATION ENGINE	United States	77968557	4202754
OPEN DATA BRIDGE	United States	77968512	4154575
POE	United States	77115031	3334039
NEXT TARGETING SUMMIT	WIPO	A0021368	1058265
OPEN DATA BRIDGE	WIPO	A0021369	1066626
 PREDICTIVE OPTIMIZATION ENGINE	WIPO	A0021370	1058266