

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM574542

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|---|--|-------------------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Ace Portal, Inc. | | 11/21/2019 | Corporation: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Ace Portal, L.L.C. | | |
| Street Address: | 325 N. Saint Paul St., Suite 3000 | | |
| City: | Dallas | | |
| State/Country: | TEXAS | | |
| Postal Code: | 75201 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 85358645 | ACE THE HUB FOR PRIVATE PLACEMENTS. | |
| Serial Number: | 86296893 | ACE PORTAL | |
| Serial Number: | 85358640 | ACE | |
| Serial Number: | 85358634 | ACE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2149991572 | | |
| <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: | 2149691154 | | |
| Email: | craig.carpenter@tklaw.com | | |
| Correspondent Name: | Craig Carpenter, Thompson & Knight LLP | | |
| Address Line 1: | 1722 Routh St | | |
| Address Line 2: | Suite 1500 | | |
| Address Line 4: | Dallas, TEXAS 75201 | | |
| ATTORNEY DOCKET NUMBER: | 525457.6 | | |
| NAME OF SUBMITTER: | Craig C. Carpenter | | |
| SIGNATURE: | /CCC/ | | |
| DATE SIGNED: | 05/01/2020 | | |
| Total Attachments: 10 | | | |

CH \$115.00 85358645

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INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT

THIS INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT (this "IP Assignment"), dated as of November 21, 2019 but effective as of February 12, 2018 (the "Effective Date"), is entered into by and between Ace Portal, Inc., a Delaware corporation ("Assignor"), and Ace Portal, L.L.C., a Delaware limited liability company ("Assignee").

RECITALS

A. Assignor agreed to sell to New API Holdings, LLC, a Delaware limited liability company ("New API") and/or its assignee the Intellectual Property, including, without limitation, the Intellectual Property set forth on Exhibit A attached hereto and made a part hereof, as more particularly described in and as contemplated by that certain Asset Purchase Agreement dated as of September 26, 2016 (the "Original Purchase Agreement"), between Seller, New API, Beneficient Company Holdings, L.P. and Peter Williams, which Original Purchase Agreement was amended by that certain Amendment to the Asset Purchase Agreement dated August 23, 2017 ("Amendment No. 1"). Original Purchase Agreement, as amended by Amendment No. 1, is herein referred to as the "Purchase Agreement".

B. New API assigned its rights and obligations under the Purchase Agreement to Assignee.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing premises and the respective representations, warranties, covenants and agreements contained in the Purchase Agreement, and the mutual representations, warranties, covenants and agreements of the parties contained herein, Assignor and Assignee agree as follows:

1. **Assignment of Intellectual Property and Associated Goodwill.** Effective as of the Effective Date, Assignor hereby irrevocably grants, sells, assigns, transfers, conveys and sets over unto Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the Intellectual Property, together with all registrations, applications for registrations, rights at common law or otherwise related to the Intellectual Property, together with the whole of the goodwill of the business associated with or symbolized by the Intellectual Property and that portion of the Assignor's business to which the Intellectual Property pertains, which business is ongoing and existing. Further, Assignor hereby sells, assigns, conveys, transfers, and sets over unto Assignee forever all of Assignor's right, title, and interest in and to all causes of action and the proceeds thereto in favor of Assignor heretofore accrued or hereafter accruing by reason of past infringement, dilution, misappropriation or other violation of the Intellectual Property, including the right to sue and collect damages as a result therefrom.

2. **Recordation of Assignment.** Assignor authorizes the United States Patent and Trademark Office (the "USPTO") and any official of all other governments whose duty is to record trademark or other intellectual property registrations, applications and title thereto, to record Assignor's assignment of the Intellectual Property and the title thereto as the property of Assignee, its successors and assigns in accordance with the terms of this instrument, including, without limitation, recordation of Assignor's assignment of the Intellectual Property through the USPTO Electronic Trademark Assignment System.

3. **Further Assurances.** Assignor and Assignee for themselves, and their respective successors and assigns, covenant and agree that they will do or cause to be done all such further acts and things, and will execute, acknowledge and deliver, or will cause to be executed, acknowledged and delivered, any and all such further transfers, conveyances, instruments, powers of attorney and assurances,

at Assignee's sole cost and expense, as the other party hereto may reasonably require for better assuring the assignment of the Intellectual Property and the goodwill associated therewith to Assignee and its successors and assigns, on the terms stated herein and in the Purchase Agreement.

4. **Binding Effect.** This IP Assignment and the covenants and agreements herein contained shall be binding upon and inure to the benefit of the parties hereto and their respective successor and assigns.

5. **Governing Law.** This IP Assignment shall be deemed to be an agreement made under the laws of the State of Delaware and for all purposes shall be agreed by and construed in accordance with such laws.

6. **Disputes.** Any disputes between the parties arising pursuant to this IP Assignment shall be addressed in accordance with the applicable provisions of the Purchase Agreement.

7. **No Modification of Purchase Agreement.** This IP Assignment is delivered pursuant to the Purchase Agreement and is subject in all respects to the provisions thereof and is not meant to supersede, limit, qualify, expand or otherwise modify the provisions of the Purchase Agreement.

8. **Modification.** This IP Assignment may be modified or supplemented only by written agreement of the parties hereto.

9. **Definitions.** Unless the terms or context of this IP Assignment otherwise require or provide, each capitalized term used herein shall have the meaning ascribed to such term in the Purchase Agreement.

10. **Severability.** If any provision of this IP Assignment is held to be illegal, invalid or unenforceable under any applicable Law, (a) such provision will be fully severable, (b) this IP Assignment will be construed and enforced as if such illegal, invalid or unenforceable provision has never comprised a part hereof, (c) the remaining provisions of this IP Assignment will remain in full force and effect and will not be affected by the illegal, invalid or unenforceable provision by its severance; and (d) in lieu of such illegal, invalid or unenforceable provision, there will be added automatically as a part of this IP Assignment, a legal, valid and enforceable provision similar in terms to such illegal, invalid or unenforceable provision as may be possible.

11. **Multiple Counterparts.** This IP Assignment may be executed in two or more counterparts, each and all of which shall be deemed an original and all of which together shall constitute but one and the same instrument. The facsimile signature of any party to this IP Assignment or a PDF copy of the signature of any party to this IP Assignment delivered by electronic mail for purposes of execution or otherwise, is to be considered to have the same binding effect as the delivery of an original signature on such IP Assignment.

[Signatures Appear on Following Pages]

IN WITNESS WHEREOF, this Intellectual Property Assignment Agreement has been executed and delivered as of the date first written above but is effective as of the Effective Date.

ASSIGNOR:

ACE PORTAL, INC.

By: 

Name: Peter Williams

Title: President & CEO

[Signature Page to Intellectual Property Assignment]

TRADEMARK
REEL: 006928 FRAME: 0702

ASSIGNEE:

ACE PORTAL, L.L.C.

By: BEN MARKETS MANAGEMENT
HOLDINGS, L.P.

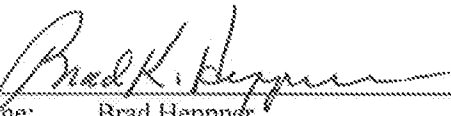
Its: sole member

By: BEN MARKETS CORPORATE
HOLDINGS, L.L.C.

Its: general partner

By: BENEFICIENT COMPANY HOLDINGS,
L.P.

Its: sole member

By: 
Name: Brad Heppner
Title: CEO

[Signature Page to Intellectual Property Assignment]

EXHIBIT A
INTELLECTUAL PROPERTY

See attached.

Schedule 5.13(a)(i)

Intellectual Property

Websites: www.aceportal.com
app.aceportal.com
demo.aceportal.com
www.acemarketsite.com
www.acemarketpoint.com

Relating to the Websites: (i) All Designs and Materials; (ii) all copyrights, including all renewals, extensions, reversions or restorations of copyrights now or hereafter provided by law and all rights to make derivative works and to make applications for and obtain copyright registrations therefor; (iii) all rights in databases and/or all database rights; (iv) all rights to and under new and useful inventions, discoveries, designs, technology and art and all other patentable subject matter, including all improvements thereof and all know-how related thereto and all applications for and the right to make applications for patent protection, all patents that issue therefrom and all reissues, extensions, renewals, divisional applications and continuations (including continuations-in-part) thereof; (v) all trademarks, service marks and trade names; (vi) all internet domain names, domain registrations and the similar rights arising under laws of or recognized in any jurisdiction; and (vii) all other intellectual and industrial property and proprietary rights throughout the world not otherwise included in the foregoing, including all techniques, methodologies, designs, names, trademarks concepts and trade dress. For the avoidance of doubt, intellectual property rights includes all right, title and interest to the items listed in clauses (i) through (vii), throughout the world whether under the laws of the United States, any of its several states or any foreign jurisdiction and whether or not evidenced by certificates, applications or registrations therefor and whether granted permanently, on initial issuance or granted upon reissue, re-examination, division, extension, provisionally, in continuation or in continuation-in-part and at all times further including all goodwill associated with all such rights.


For purposes of this Disclosure Schedule, "Designs and Materials" shall mean all written or other materials and tangible designs, products, computer programs, source codes (excluding any open source code), drawings, notes, documents, information and materials made or developed by ACE Portal, Inc. (or DataArt through the Master Services Agreement with ACE Portal, Inc. dated February 14, 2014, or AD60 Inc., through the Master Services Agreement with ACE Portal, Inc. dated May 24, 2010) and all intellectual property rights relating thereto.


Schedule 5.13(a)(ii)

Intellectual Property

ACE Portal, Inc. U.S. trademark filings As of August 26, 2016

| Mark | Reg. No. (App. No.) | Goods and Services | Reg. Date (App. Date) |
|------|------------------------|--|--------------------------|
| ACE | (85358634) | <p>(IC 009) Computer application software for mobile phones, tablets and devices, namely, software to provide, track and exchange information related to private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Computer application software for mobile phones, tablets and devices, namely, software to provide, track and exchange information related to crowd funding services, namely, the matching of potential investors with a variety of companies and entities seeking funding; Computer application software for mobile phones, tablets and devices, namely, software providing investors access to private investment opportunities in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Computer application software for mobile phones, tablets and devices, namely, software to provide, track and exchange information related to investor relationship management services and securities compliance management in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Computer application software for mobile phones, tablets and devices, namely, software providing information concerning investor activity, and an investor database related to the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Computer application software for mobile phones, tablets and devices, namely, software for investor book-building and transaction timeline management in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Computer application software for mobile phones, tablets and devices, namely, software providing data and other information concerning private capital, private equity, venture capital and private placement transactions, investment opportunities, investment sales, investment purchases and investment offers.</p> <p>(IC 035) Management of an investor database.</p> <p>(IC 036) Providing an Internet website portal related to private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; crowd funding services, namely, the matching of potential investors with a variety of companies and entities seeking funding; Providing an Internet website portal providing investors access to private investment opportunities in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing an Internet website portal related to investor relationship management services and securities compliance management in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing information concerning investor activity, and an investor database related to the field of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing an Internet website portal for investor book-building and transaction timeline management in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing a website and web-based on-line portal providing data and other information concerning private capital, private equity, venture capital and private placement transactions, investment opportunities, investment sales, investment purchases and investment offers; all of the foregoing excluding insurance and reinsurance services.</p> <p>(IC 038) Providing an on-line forum for transmission of messages among computer users concerning private, nonpublic investment opportunities including private placement and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and</p> | (June 28, 2011) |

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| | | <p>hedge funds; providing electronic documents, media files, electronic messages, e-mail and other information via the Internet and other electronic platforms.</p> <p>(IC 042) Providing a secure electronic online system featuring technology which allows users to access private investment opportunities, access an investor database, provide, track and exchange information, manage investor relationships, book-build, manage transactions and transaction timelines, track investor activity, and manage compliance matters in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Provision of web-based, mobile and electronic transaction management technology for private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing web-based, mobile and electronic technology services that allow users to access private investment opportunities, access an investor database, provide, track and exchange information, manage investor relationships, book-build, manage transactions and transaction timelines, track investor activity, and manage compliance matters in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds for broker-dealers in the fields of private placements and securities; Providing web-based, mobile and electronic technology services that allow users to access private investment opportunities, access an investor database, provide, track and exchange information, manage investor relationships, book-build, manage transactions and transaction timelines, track investor activity, and manage compliance matters in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds for capital markets activities related to private placements.</p> | |
|  | <p>(85358640)</p> | <p>(IC 035) Management of an investor database.</p> <p>(IC 036) Providing an Internet website portal related to private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; crowd funding services, namely, the matching of potential investors with a variety of companies and entities seeking funding; Providing an Internet website portal providing investors access to private investment opportunities in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Provision of web-based, mobile and electronic transaction management technology for private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing an Internet website portal related to investor relationship management services and securities compliance management in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing information concerning investor activity, and an investor database related to the field of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing an Internet website portal for investor book-building and transaction timeline management in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing a website and web-based on-line portal providing data and other information concerning private capital, private equity, venture capital and private placement transactions, investment opportunities, investment sales, investment purchases and investment offers; Providing web-based, mobile and electronic technology services that allow users to access private investment opportunities, access an investor database, provide, track and exchange information, manage investor relationships, book-build, manage transactions and transaction timelines, track investor activity, and manage compliance matters in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds for broker-dealers in the fields of private placements and securities; Providing web-based, mobile and electronic technology services that allow users to access private investment opportunities, access an investor database, provide, track and exchange information, manage investor relationships, book-build, manage transactions and transaction timelines, track investor activity, and manage compliance matters in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds for capital markets activities related to private placements; all of the foregoing excluding insurance and reinsurance services.</p> <p>(IC 038) Providing an on-line forum for transmission of messages among computer users</p> | <p>(June 28, 2011)</p> |

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| | | concerning private, nonpublic investment opportunities including private placement and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; providing electronic documents, media files, electronic messages, e-mail and other information via the Internet and other electronic platforms. | |
|  | (85358645) | <p>(IC 035) Management of an investor database.</p> <p>(IC 036) Providing an Internet website portal related to private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; crowd funding services, namely, the matching of potential investors with a variety of companies and entities seeking funding; Providing an Internet website portal providing investors access to private investment opportunities in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Provision of web-based, mobile and electronic transaction management technology for private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing an Internet website portal related to investor relationship management services and securities compliance management in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds. Providing information concerning investor activity, and an investor database related to the field of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing an Internet website portal for investor book-building and transaction timeline management in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing a website and web-based on-line portal providing data and other information concerning private capital, private equity, venture capital and private placement transactions, investment opportunities, investment sales, investment purchases and investment offers; Providing web-based, mobile and electronic technology services that allow users to access private investment opportunities, access an investor database, provide, track and exchange information, manage investor relationships, book-build, manage transactions and transaction timelines, track investor activity, and manage compliance matters in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds for broker-dealers in the fields of private placements and securities; Providing web-based, mobile and electronic technology services that allow users to access private investment opportunities, access an investor database, provide, track and exchange information, manage investor relationships, book-build, manage transactions and transaction timelines, track investor activity, and manage compliance matters in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds for capital markets activities related to private placements; all of the foregoing excluding insurance and reinsurance services.</p> <p>(IC 038) Providing an on-line forum for transmission of messages among computer users concerning private, nonpublic investment opportunities including private placement and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; providing electronic documents, media files, electronic messages, e-mail and other information via the Internet and other electronic platforms.</p> | (June 28, 2011) |
| ACE PORTAL | 5,023,031 | <p>(IC 035) Management of an investor database.</p> <p>(IC 036) Providing an Internet website portal related to private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; crowd funding services, namely, the matching of potential investors with a variety of companies and entities seeking funding; Providing an Internet website portal providing investors access to private investment opportunities in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Provision of web-based, mobile and electronic transaction management technology for private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing an Internet website portal related to investor relationship management services and securities compliance management in the fields of private placements and syndication of</p> | August 16, 2016 (May 31, 2014) |

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| | <p>equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing information concerning investor activity, and an investor database related to the field of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing an Internet website portal for investor book-building and transaction timeline management in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; Providing a website and web-based on-line portal providing data and other information concerning private capital, private equity, venture capital and private placement transactions, investment opportunities, investment sales, investment purchases and investment offers; Providing web-based, mobile and electronic technology services that allow users to access private investment opportunities, access an investor database, provide, track and exchange information, manage investor relationships, book-build, manage transactions and transaction timelines, track investor activity, and manage compliance matters in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds for broker-dealers in the fields of private placements and securities; Providing web-based, mobile and electronic technology services that allow users to access private investment opportunities, access an investor database, provide, track and exchange information, manage investor relationships, book-build, manage transactions and transaction timelines, track investor activity, and manage compliance matters in the fields of private placements and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds for capital markets activities related to private placements, all of the foregoing excluding insurance and reinsurance services.</p> <p>(IC 038) Providing an on-line forum for transmission of messages among computer users concerning private, nonpublic investment opportunities including private placement and syndication of equity securities, loans, debt securities, equity-linked securities and limited partnership and other membership interests in private equity, venture capital and hedge funds; providing electronic documents, media files, electronic messages, e-mail and other information via the Internet and other electronic platforms.</p> | |
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