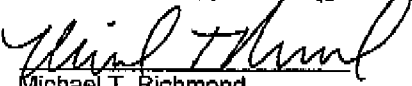


Client Code: PAYOFF.003/012T

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): (List using letters or numbers for multiple parties)</p> <p>R. Scott Saunders</p> <p>(X) Individual                    ( ) General Partnership ( ) Association               ( ) Limited Partnership ( ) Other:                       ( ) Corporation of:</p> <p>Additional name(s) of conveying party(ies) attached? ( ) Yes (X) No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: PAYOFF.COM LLC. Street Address: 2 South Portola City: Laguna Beach State: CA ZIP: 92651</p> <p>( ) Individual                   ( ) General Partnership ( ) Association               ( ) Limited Partnership (X) Other: Limited Liability Company of California</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: ( ) Yes (X) No</p> <p>Additional name(s) and address(es) attached? ( ) Yes (X) No</p>
<p>3. Nature of conveyance:</p> <p>(X) Assignment               ( ) Security Agreement ( ) Merger                   ( ) Change of Name ( ) Other:</p> <p>Execution Date: (List as in section 1 if multiple signatures) January 19, 2010</p>	<p>4. Application number(s) or registration number(s):</p> <p>a. Trademark Application No(s): 77/679183; 77/654742</p> <p>b. Trademark Registration No(s):</p> <p>Additional numbers attached? ( ) Yes (X) No</p>
<p>5. Party to whom correspondence concerning document should be mailed:</p> <p>Customer No. 20,995 Address: Knobbe, Martens, Olson &amp; Bear, LLP 2040 Main Street, 14<sup>th</sup> Floor Irvine, CA 92614 Return Fax: (949) 760-9502 Attorney's Docket No.: PAYOFF.003/012T</p>	<p>6. Total number of applications and registrations involved:</p> <p>7. Total fee (37 CFR 1.21(h)): \$65.00 (X) Authorized to be charged to deposit account</p>
<p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>	
<p>9. Statement and signature.</p> <p>To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.</p> <p> Michael T. Richmond</p> <p align="right">March 19, 2010 Signature Date</p> <p align="center">Total number of pages including cover sheet, attachments and document:</p>	

Documents transmitted via Facsimile to be recorded with required cover sheet information to:

**Mail Stop Assignment Recordation Services**  
Director, U.S. Patent and Trademark Office  
P.O. Box 1450  
Alexandria, VA 22313-1450  
Facsimile Number: (571) 273-0140

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**TRADEMARK**  
**REEL: 004188 FRAME: 0320**

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**SERVICE MARK ASSIGNMENT**

This Service Mark Assignment (hereinafter referred to as "Assignment") is by and between R. Scott Saunders (hereinafter "ASSIGNOR"), an individual residing at 2 South Portola, Laguna Beach, California 92651, and PAYOFF.COM LLC, a Limited Liability Company duly organized and existing under the laws of Delaware, having a principal place of business at 2 South Portola, Laguna Beach, California 92651 (hereinafter "ASSIGNEE")

WHEREAS, ASSIGNOR filed the service mark applications listed in Schedule A, attached hereto and incorporated herein by this reference (hereinafter referred to as the "Applications") for the service marks listed in Schedule B, attached hereto and incorporated herein by this reference (hereinafter referred to as "Service Marks"), worldwide;

WHEREAS, ASSIGNOR is a founder and principal of ASSIGNEE and will continue to be involved with ASSIGNEE;

WHEREAS, ASSIGNEE desires to acquire the Service Marks and the Applications along with the transfer of all of the portions of ASSIGNOR's business to which the Service Marks pertain, such business being ongoing and existing (the "Business");

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE the Service Marks and the Applications along with the Business; and

WHEREAS, both ASSIGNOR and ASSIGNEE desire to record with the U.S. Patent and Trademark Office the transfer of the Applications from ASSIGNOR to ASSIGNEE.

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns and sells to ASSIGNEE the Service Marks and the Applications along with the Business, including any goodwill that ASSIGNOR may have developed in the Service Marks.

ASSIGNOR represents and warrants that, to the best of ASSIGNOR's knowledge, ASSIGNOR has not entered into any contract or made any commitments that will or may impair the rights assigned to ASSIGNEE herein.

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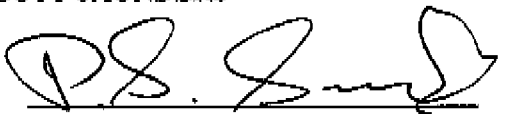
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IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be signed in ASSIGNOR's individual name, with this Assignment effective as to ASSIGNOR individually and on behalf of the company as of the date of execution thereof.

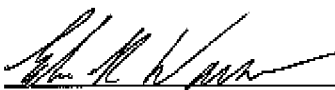
Executed at 5 Jenner St. this 19<sup>th</sup> day of Jan, 2010.  
Irvine CA

R. SCOTT SAUNDERS

By: 

Executed at 5 Jenner St., this 16<sup>th</sup> day of Jan., 2010  
Irvine CA

PAYOFF.COM, LLC

By: 

Name: Eden Warner

Title: COO

8206019  
120309

**SCHEDULES TO SERVICE MARK ASSIGNMENT****SCHEDULE A****Service Mark Applications**

Mark	Jurisdiction	Application Number	Application Date	Intl. Class
PAYOFF.COM	European Community	8441537	July 22, 2009	41
PAYOFF.COM	Canada	1445454	July 21, 2009	41
PAYOFF.COM	United States of America	77/654742	January 22, 2009	41
THE ULTIMATE PAYOFF	United States of America	77/679183	February 26, 2009	41

**SCHEDULE B****Marks**

PAYOFF.COM
THE ULTIMATE PAYOFF

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