

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Plan of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Payoff.com LLC		12/27/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Payoff.com Inc.		
Street Address:	6701 Center Drive, West, Suite 650		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90045		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	77888489	NATIONAL PAYOFF RACE	
Serial Number:	77679183	THE ULTIMATE PAYOFF	
Serial Number:	77654742	PAYOFF.COM	
CORRESPONDENCE DATA			
Fax Number:	9497600404		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	949-760-0404		
Email:	efiling@kmob.com		
Correspondent Name:	Knobbe, Martens, Olson & Bear, LLP		
Address Line 1:	2040 Main Street, 14th Floor		
Address Line 4:	Irvine, CALIFORNIA 92614		
ATTORNEY DOCKET NUMBER:	PAYOFF.001T/003T/012T		
NAME OF SUBMITTER:	Stacey R. Halpern		

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Signature:	/Stacey R. Halpem/
Date:	06/19/2012
Total Attachments: 2 source=2011 Plan of Conversion#page1.tif source=2011 Plan of Conversion#page2.tif	

**PLAN OF CONVERSION
OF
PAYOFF.COM LLC
INTO
PAYOFF.COM INC.**

This Plan of Conversion (the "**Plan**") is entered into and adopted as of December 27, 2011, by the members of Payoff.com LLC, a Delaware limited liability company (the "**Converting Entity**") for the conversion of the Converting Entity into Payoff.com Inc., a Delaware corporation (the "**Converted Entity**").

1. **The Limited Liability Company.** The Converting Entity is a limited liability company that is duly organized, validly existing and in good standing under the laws of the State of Delaware.

2. **The Conversion.** The members of the Converting Entity desire to convert the Converting Entity to a Delaware corporation (the "**Conversion**") pursuant to the Plan. The Converted Entity will be organized under the laws of the State of Delaware.

3. **Name of Converted Entity.** The Converted Entity will operate under the name of Payoff.com Inc.

4. **Terms of Conversion.** In order to convert the Converting Entity into a Delaware corporation, the Converting Entity shall transfer all of its assets to the Converted Entity conditioned upon, and only contemporaneously and in conjunction with, the execution, delivery and closing of the investments in the Common Stock of the Converted Entity by the investors under those certain Common Stock Subscription Agreements entered into as of December 27, 2011, between such investors and the Converted Entity.

5. **Continuation of Business and Governing Documents.** From and after the Effective Date, the business of the Converting Entity will continue to be carried on by the Converted Entity and all the rights and property of the Converting Entity will be vested in the Converted Entity and all debts, liabilities, and obligations of the Converting Entity shall continue as debts, liabilities, and obligations of the Converted Entity.

6. **Tax Consequences of Conversion.** It is the desire and intent of the members of the Converting Entity that the Conversion will be treated as a conversion under the Internal Revenue Code of 1986, as amended. All provisions of this Plan shall be interpreted in a manner consistent with this intent.

7. **Approval of Plan.** The principal terms of this Plan have been approved by the written consent of members who hold a majority of the membership interests of the Converting Entity.

8. **Further Actions and Effective Date of Conversion.** The Converting Entity and the Converted Entity shall take all such further actions as may be required to complete the Conversion, including the filing of the Certificate of Incorporation and the filing of the

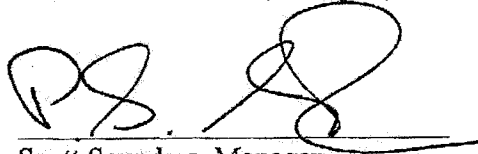
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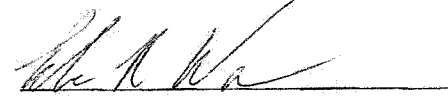
Certificate of Conversion with the Delaware Secretary of State as required under Delaware law. The Conversion shall be effective on the date that the Certificate of Incorporation and the Certificate of Conversion are accepted for filing by the Delaware Secretary of State (the "Effective Date").

IN WITNESS WHEREOF, the Converting Entity and the Converted Entity have caused this Plan of Conversion to be executed by all of the Managers of the Converting Entity and by the President and the Chief Financial Officer of the Converted Entity as of the date first set forth above.

Converting Entity:

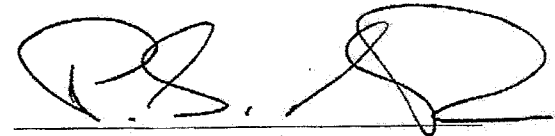
PAYOFF.COM LLC
a Delaware limited liability company

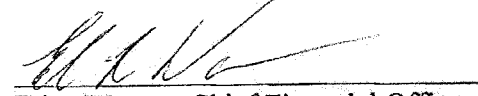
By: 
Scott Saunders, Manager

By: 
Eden Warner, Manager

Converted Entity:

PAYOFF.COM INC.
a Delaware corporation

By: 
Scott Saunders, President

By: 
Eden Warner, Chief Financial Officer

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