

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|-----------------------------|----------------|-----------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| I WORLD IP HOLDINGS, LLC | | 01/14/2014 | LIMITED LIABILITY COMPANY: NEVADA |
| RECEIVING PARTY DATA | | | |
| Name: | ROSENTHAL & ROSENTHAL, INC. | | |
| Street Address: | 1370 BROADWAY | | |
| City: | NEW YORK | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10018 | | |
| Entity Type: | CORPORATION: NEW YORK | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 77668378 | IWORLD | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2125646083 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 212 356 0972 | | |
| Email: | jdougherty@nationalcorp.com | | |
| Correspondent Name: | Aleksandra Spalevic | | |
| Address Line 1: | Rosenthal & Rosenthal | | |
| Address Line 2: | 1370 Broadway | | |
| Address Line 4: | New York, NEW YORK 10018 | | |
| ATTORNEY DOCKET NUMBER: | N376708 | | |
| NAME OF SUBMITTER: | Aleksandra Spalevic | | |
| Signature: | /Aleksandra Spalevic/ | | |

OP \$40.00 77668378

Date:

01/14/2014

Total Attachments: 3

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SECURITY INTEREST

WHEREAS, I WORLD IP HOLDINGS, LLC, a limited liability company organized under the laws of Nevada located at 10 W. 37th Street, New York, NY 10018 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"), and

WHEREAS, the Company is obligated to Rosenthal & Rosenthal, Inc. (the "Factor") located at 1370 Broadway, New York, New York 10018, pursuant to (i) a General Security Agreement; and (ii) a Guarantee for the obligations of I World Global Trading, LLC ("IWGT") dated January 13, 2014, as amended and/or supplemented (the "Agreements"); and

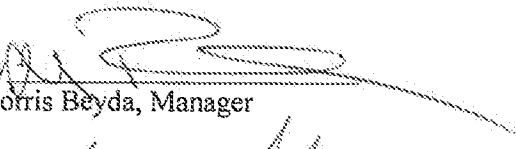
WHEREAS, IWGT is seeking a credit extension pursuant to the Factoring Agreement, and the Company is now granting to the Factor a security interest in the Marks, together with the good will of the business symbolized by the Marks;

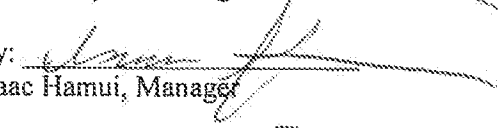
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Factor a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, which security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

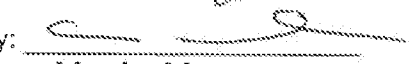
The Company expressly acknowledges and affirms that the rights and remedies of the Factor with respect to the security interest granted hereby are more fully set forth in the Agreement

Dated: 1/13, 2014

I WORLD IP HOLDINGS, LLC

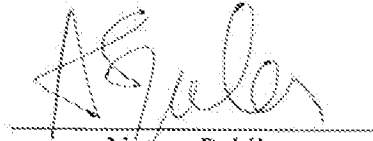
By: 
Morris Beyda, Manager

By: 
Isaac Hamui, Manager

By: 
Aaron Menche, Manager

STATE OF New York)
) ss.:
COUNTY OF New York)

On the 13 day of January, 2014 before me, the undersigned, personally came sworn, Morris Beyda, Manager, described in and which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the corporation duly executed the instrument.

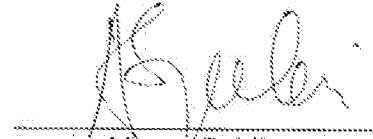


Notary Public

ALEKSANDRA S. SPALEVIC
NOTARY PUBLIC, State of New York
No. 01SP5085314
Qualified in New York County
Commission Expires September 22, 2017

STATE OF New York)
) ss.:
COUNTY OF New York)

On the 13 day of January, 2014 before me, the undersigned, personally came sworn, Aaron Menche Manager, described in and which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the corporation duly executed the instrument.



Notary Public

ALEKSANDRA S. SPALEVIC
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STATE OF New York)
) ss.:
COUNTY OF New York)

On the 13 day of January, 2014 before me, the undersigned, personally came sworn, Isaac Hamui, Manager, described in and which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the corporation duly executed the instrument.



Notary Public

ALEKSANDRA S. SPALEVIC
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SCHEDULE A

(Trademarks and Domain Names in the United States)

| <u>Trademark</u> | <u>Serial/Reg. No.</u> | <u>Filing Date</u> |
|------------------|------------------------|--------------------|
| IWORLD | 77668378 | February 11, 2009 |