

TRADEMARK ASSIGNMENT COVER SHEET

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Stylesheet Version v1.2

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SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
RESUBMIT DOCUMENT ID:	900367904		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
INCISENT Labs Investments LLC		11/30/2015	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	INCISENT Labs Group LLC		
Street Address:	833 West Jackson Street		
Internal Address:	Suite 800		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60607		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3926081	360° MARKET NAVIGATION	
Registration Number:	4400390	FIRSTLOOK NAVIGATOR	
Registration Number:	4034461	V INCISENT TECHNOLOGIES	
CORRESPONDENCE DATA			
Fax Number:	2149813400		
<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:	214-981-3300		
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Correspondent Name:	Sidley Austin LLP c/o Julia Chester		
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ATTORNEY DOCKET NUMBER:	19042-00201		
NAME OF SUBMITTER:	Julia M. Chester		
SIGNATURE:	/Julia M. Chester/		
DATE SIGNED:	06/29/2016		

Total Attachments: 16

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INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT

THIS INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT (the "Agreement") is entered into as of the ____ day of November, 2015, by and between INCISENT Labs Investments LLC, a Delaware limited liability company having a principal place of business at 833 West Jackson, Suite 800 Chicago ILLINOIS 60607 ("ILI") and INCISENT Labs Group LLC, a Delaware limited liability company having a principal place of business at 833 West Jackson, Suite 800 Chicago ILLINOIS 60607 ("ILG").

WHEREAS, ILI owns all right, title and interest in and to and is the sole and exclusive owner of certain United States trademarks and trademark applications (collectively, the "Marks"), including without limitation, the Marks listed on Schedule A attached hereto and incorporated herein;

WHEREAS, ILI owns all right, title and interest in and to certain United States and foreign copyrights and copyrightable works, including software (source code, system documentation, schematics, tools, and languages), web sites, and any other creative expression reduced to a tangible medium capable of copyright protection, whether registered or unregistered, and registrations and pending applications to register the same (collectively, the "Copyrights"), including without limitation, the Copyrights listed on Schedule B;

WHEREAS, ILI owns all right, title and interest in and to certain confidential information and trade secrets (including formulas, patterns, algorithms, compilations, programs, devices, methods, techniques, templates, processes and know-how) relating to the use of computers and the Internet to facilitate [wholesale sales of automobiles]¹ (collectively, whether or not reduced to writing, "Trade Secrets"), including without limitation, the Trade Secrets listed on Schedule C attached hereto and incorporated herein;

WHEREAS, ILI desires to assign, sell and transfer to ILG all of its right, title and interest in and to the Marks, Copyrights and Trade Secrets (collectively, "Intellectual Property"), and ILG desires to acquire such Intellectual Property;

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ILI and ILG agree as follows:

1. Assignment of Marks. ILI hereby assigns, sells and transfers to ILG all of ILI's right, title and interest in and to all of the Marks, including without limitation the Marks listed on Schedule A hereto, together with the goodwill of the business symbolized by such Marks, the right to sue for past infringement thereof, the registrations and applications for registration therefor, and all the benefit of such Marks. ILI hereby specifically excludes assignment of Trademark Registration Nos. 4,608,245 and 4,513,761 herein.

¹ Note to INCISENT: This is the description that was used in the 2001 agreement. Discuss whether description should be revised or expanded for purposes of this assignment.

2. Assignment of Copyrights. ILI hereby assigns, sells and transfers to ILG all of ILI's right, title and interest in, to and under all registered and unregistered Copyrights, including but not limited to the Copyrights identified or described on Schedule B, which rights include the right to use, reproduce, distribute, perform, display and create derivative works of the Copyrights, and to apply for renewal, reversion and extension or to file any foreign equivalents thereof, or license thereto, for ILG's own use and enjoyment, fully and entirely, as the same would have been held and enjoyed by ILG if this assignment had not been made. Such right includes income, royalties, damages or payments due or payable as of the date hereof or hereafter, including without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of such Copyrights, with the right to sue for and collect the same, for ILG's own use and enjoyment, without the obligation to account to ILI therefor.

3. Assignment of Trade Secrets and Other Rights. ILI hereby assigns, sells and transfers to ILG all of ILI's right, title and interest in and to all of the Trade Secrets, including but not limited to the Trade Secrets identified or described on Schedule C hereto, and all other proprietary rights not otherwise specifically identified herein, together with all claims for damages by reason of past infringement thereof, with the right to sue for and collect the same for ILG's own use and benefit.

4. Third Party Rights. This Agreement includes Intellectual Property which is authorized to be used by FirstLook Systems LLC and Max Digital LLC ("third parties") in the operation of their respective businesses, and such third parties shall have a continuing right to use the Intellectual Property after assignment.

5. Filing; Further Assurances. ILG may record this Agreement in the United States Patent and Trademark Office, the United States Copyright Office or any other applicable governmental office or agency (collectively, the "Filing Offices"). ILI shall cooperate with and assist ILG, at ILG's request and expense (including the execution and delivery of any and all affidavits, declarations, oaths, exhibits, assignments, powers of attorney or other documentation as may be reasonably required): (i) in the preparation and prosecution of any applications covering any of the Intellectual Property assigned herein; (ii) in obtaining any additional protection for any Intellectual Property that ILG may deem appropriate which may be secured under the laws now or hereafter in effect in the United States or any other country; and (iii) in the implementation of this Agreement or the perfection of ILG's rights hereunder.

6. Relationship of the Parties. Nothing contained in this Agreement shall be construed to imply a joint venture, partnership, or principal-agent relationship between the parties. Neither party by virtue of this Agreement shall have any right, power or authority, express or implied, to act on behalf of or enter into any undertaking binding the other party. This Agreement shall not be construed to create rights, express or implied, on behalf of, or for the use of, any parties aside from ILI and ILG. Neither ILI nor ILG shall be obligated, separately or jointly, to any third parties or any third party beneficiaries by virtue of this Agreement.

7. Successors and Assigns. This Agreement shall bind, and inure to the benefit of, the respective successors and permitted assigns of ILI and ILG.

IN WITNESS WHEREOF, ILI and ILG have executed this Agreement as of the date first written above.

**INCISENT LABS INVESTMENTS
LLC**

INCISENT LABS GROUPS LLC

By: _____


By: _____

Title: _____

Title: _____

SCHEDULE A

Marks

MARK	COUNTRY	REG. NO.	REG. DATE	GOODS/SERVICES	STATUS
<p>360° MARKET NAVIGATION</p> <p>(Owned by INCISENT Labs Investments LLC)</p>	U.S.	3,926,081	03/01/2011	<p>Class 042: Computer services, namely, acting as an application service provider in the field of knowledge management to host computer applications software for searching and retrieving information from databases and computer networks and providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information in the field of automotive retail sales performance</p>	Registered
<p>FIRSTLOOK NAVIGATOR</p> <p>(Owned by INCISENT Labs Investments LLC)</p>	U.S.	4,400,390	09/10/2013	<p>Class 042: Computer services, namely, acting as an application service provider in the field of knowledge management to host computer applications software for searching and retrieving information from databases and computer networks and providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information in the field of automotive retail sales performance</p>	Registered
<p>V INCISENT TECHNOLOGIES (& DESIGN)</p>  <p>(Owned by INCISENT Labs Investments LLC)</p>	U.S.	4,034,461	10/04/011	<p>Class 35: Advertising services, namely, production of computer-generated imagery and computer-generated graphics for the production of customized Internet advertising and commercials in the field of automotive vehicles and automotive dealerships; management consulting services to businesses applying analytics to create business intelligence to optimize business performance; business services, namely, providing business information and marketing data to others; data processing services; computerized real-time and delayed transactional data management services, namely, searching, gathering, processing, organizing and disseminating information for others via a global computer network</p> <p>Class 42: Computer software consultation and advisory services in the field of business intelligence in the nature of software development and customization of data storage, retrieval, management, analysis and reporting, and integration of data structures</p>	Registered

<p>THE EDGE FIRSTLOOK</p> <p>THE EDGE FIRSTLOOK (& DESIGN)</p> <p>(Owned by INCISENT Labs Investments LLC)</p>	U.S.	3,228,639	04/10/2007	<p>Class 035: <i>Business services, namely, providing business information and marketing data to others; data processing services; computerized real-time and delayed transactional data management services, namely, searching, gathering, processing, organizing and disseminating information for others via a global computer network; providing an interactive website featuring information pertaining to computerized real-time and delayed transactional data management services, namely, information obtained by searching, gathering, processing, organizing and disseminating information for others;</i></p> <p>Class 042: <i>Computer services, namely, providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information; providing an interactive website featuring computerized analytical processing and data analysis</i></p>	Cancelled
<p>INCISENT TECHNOLOGIES</p> <p>(Owned by INCISENT Labs Investments LLC)</p>	U.S.	3,455,491	06/24/2008	<p>Class 035: <i>Management consulting services to businesses applying analytics to create business intelligence to optimize business performance;</i></p> <p>Class 042: <i>Computer software consultation and advisory services in the field of business intelligence in the nature of software development and customization of data storage, retrieval, management, analysis and reporting, and integration of data structures</i></p>	Cancelled


<p>DRIVE YOUR NUMBERS</p> <p>(Owned by INCISENT Labs Investments LLC)</p>	<p>U.S.</p>	<p>3,290,758</p>	<p>09/11/2007</p>	<p>Class 035: <i>Business services, namely, providing business information and business marketing data to others in the field of vehicle and automotive equipment and machinery business intelligence analytics, searching, and acquisition; data processing services; integrated tracking and management of commercial transactions on a global computer network; providing an interactive website featuring information pertaining to computerized real-time and delayed transactional data management services, namely, information obtained by searching, gathering, processing, organizing and disseminating information for others in the field of vehicle and automotive equipment and machinery searching and acquisition; providing information in the field of business intelligence analytics by means of an interactive web site featuring computerized analytical processing and data analysis in the field of searching and acquisition of vehicles and automotive equipment and machinery;</i></p> <p>Class 042: <i>Computer services, namely, acting as an application service provider in the field of knowledge management to host computer applications software for searching and retrieving information from databases and computer networks and providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information in the field of searching and acquisition of vehicles and automotive equipment and machinery</i></p>	<p>Cancelled</p>
<p>360° PRICING</p> <p>(Owned by INCISENT Labs Investments LLC)</p>	<p>U.S.</p>	<p>3,642,464</p>	<p>06/23/2009</p>	<p>Class 042: <i>Computer services, namely, acting as an application service provider in the field of knowledge management to host computer applications software for searching and retrieving information from databases and computer networks and providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information in the field of defining optimal pricing for vehicles, and automotive equipment and machinery</i></p>	<p>Cancelled</p>

<p>KNOW WHAT OTHERS DON'T. SO YOU CAN DO WHAT OTHERS CAN'T</p> <p>(Owned by INCISENT Labs Investments LLC)</p>	<p>U.S.</p>			<p>Class 042: <i>Computer services, namely, acting as an application service provider in the field of knowledge management to host computer applications software for searching and retrieving information from databases and computer networks and providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information in the field of automotive retail sales performance</i></p>	<p>Abandoned</p>
<p>FIRST LOOK DEALER NETWORK</p> <p>(Owned by D3i Technologies LLC)</p>	<p>U.S.</p>	<p>2,948,525</p>	<p>05/10/2005</p>	<p>Class 035: <i>Business services, namely, preparing business reports for others related to the automotive vehicle auctions and providing an online computer database featuring an inventory of automotive vehicles to be offered at auction; conducting business and market research for others in the fields of mark level conditions and trends regarding wholesale automotive vehicle supply and demand, and automotive purchaser and seller profiles concerning historical purchase patterns, sales trends, and projected future sales patterns</i></p>	<p>Cancelled</p>

<p>FIRST LOOK DEALER NETWORK</p> <p>(Owned by D3i Technologies LLC)</p>	<p>E.U.</p>	<p>002401610</p>	<p>08/11/2003</p>	<p>Class 09: <i>Computer software used in arranging, inventorying and, conducting vehicle auctions;</i></p> <p>Class 16: <i>Printed materials, namely, reports prepared for buyers and sellers as to inventory available at vehicle auctions;</i></p> <p>Class 35: <i>Auction services, namely, arranging and conducting vehicle auctions both in person and via a global computer network, and business services, namely, preparing reports and printed materials related to vehicle auctions and providing a supply/demand forecasting and matching service of auction buyers and sellers; utilizing data to create buyer and seller profiles which include historical purchase patterns; collecting and analyzing data to create reports on market level conditions and trends regarding wholesale vehicle supply and demand, and pricing; and utilizing data to match supplies of vehicles with demand;</i></p> <p>Class 36: <i>Financial services, namely providing escrow agent services to vehicle auction buyers and sellers, and providing financing for wholesale vehicle purchase;</i></p> <p>Class 37: <i>Transportation services, namely, arranging transportation of vehicles purchased at auction; and vehicle repair services, namely, providing or sourcing vehicle recondition in International</i></p> <p>Class 42: <i>Computer services, namely, developing, maintaining, and providing to buyers and sellers an online inventory database of vehicles to be offered at auction; utilizing data to create buyer and seller profiles which include historical purchase patterns, sales trends, and projected future sales patterns, collecting and analyzing data to create reports on market level conditions and trends regarding wholesale vehicle supply and demand, and pricing; and utilizing data to match supplies of vehicles with demand</i></p>	<p>Abandoned</p>
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 <p>FIRST LOOK DEALER NETWORK (& DESIGN)</p> <p>(Owned by D3i Technologies LLC)</p>	E. U.	002402097	08/05/2004	<p>Class 09: <i>Computer software used in arranging, inventorying and, conducting vehicle auction;</i></p> <p>Class 16: <i>Printed materials, namely, reports prepared for buyers and sellers as to inventory available at vehicle auctions;</i></p> <p>Class 35: <i>Auction services, namely arranging and conducting vehicle auctions both in person and via a global computer network; dispute resolution services namely negotiating disputes between vehicle auction buyers and sellers and arranging arbitration proceedings with respect to same; and business services, namely, preparing reports and printed materials related to vehicle auctions and providing a supply/demand forecasting and matching service of auction buyers and sellers, utilizing data to create buyer and seller profiles which include historical purchase patterns; collecting and analyzing data to create reports on market level conditions and trends regarding wholesale vehicle supply and demand, and pricing; and utilizing data to match supplies of vehicles with demand;</i></p> <p>Class 36: <i>Financial services, namely providing escrow agent services to vehicle auction buyers and sellers, and providing financing for wholesale vehicle purchases;</i></p> <p>Class 37: <i>Vehicle repair services, namely, providing or sourcing vehicle reconditioning services;</i></p> <p>Class 39: <i>Transportation services, namely arranging transportation of vehicles purchased at auction;</i></p> <p>Class 42: <i>Computer services, namely, developing, maintaining, and providing to buyers and sellers an online inventory database of vehicles to be offered at auction; dispute resolution services, namely, negotiating disputes between vehicle auction buyers and sellers and arranging arbitration proceedings with respect to same</i></p>	Abandoned
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<p>FIRST LOOK INSIGHT</p> <p>(Owned by D3i Technologies LLC)</p>	<p>U.S.</p>	<p>3,032,251</p>	<p>12/20/2005</p>	<p>Class 035: <i>Business services, namely, providing business information and marketing data to others; data processing services; computerized real-time and delayed transactional data management services, namely, searching, gathering, processing, organizing and disseminating information for others via a global computer network; providing an interactive website featuring information pertaining to computerized real-time and delayed transactional data management services, namely, information obtained by searching, gathering, processing, organizing and disseminating information for other;</i></p> <p>Class 042: <i>Computer services, namely, providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information; providing an interactive website featuring computerized analytical processing and data analysis</i></p>	<p>Cancelled</p>
<p>Registered FIRST LOOK EDGE</p> <p>(Owned by D3i Technologies LLC)</p>	<p>U.S.</p>	<p>3,041,549</p>	<p>01/10/2006</p>	<p>Class 035: <i>Business services, namely, providing business information and marketing data to others; data processing services; computerized real-time and delayed transactional data management services, namely, searching, gathering, processing, organizing and disseminating information for others via a global computer network; providing an interactive website featuring information pertaining to computerized real-time and delayed transactional data management services, namely, information obtained by searching, gathering, processing, organizing and disseminating information for others;</i></p> <p>Class 042: <i>Computer services, namely, providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information; providing an interactive website featuring computerized analytical processing and data analysis</i></p>	<p>Cancelled</p>

 <p>FIRSTLOOK UNIVERSAL SEARCH & ACQUISITION NETWORK (& DESIGN)</p> <p>(Owned by D3i Technologies LLC)</p>	U.S.	3,363,205	01/01/2008	<p>Class 035: <i>Business services, namely, providing business information and business marketing data to others in the field of vehicle business intelligence analytics, searching, and acquisition; data processing services; information and data compiling and analyzing relating to business management; tracking, locating, and monitoring of vehicles for Commercial purposes;</i></p> <p>Class 039: <i>Vehicle routing by computer on data networks;</i></p> <p>Class 042: <i>Computer services, namely, providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information; providing an interactive website featuring computerized analytical processing and data analysis</i></p>	Cancelled
<p>D3 INSIGHT</p> <p>(Owned by D3i Technologies LLC)</p>	U.S.			<p>Class 009: <i>Computer software programs for business intelligence used for accessing, collecting, analyzing, processing, managing, reporting and integration of data structures to end-users and other applications;</i></p> <p>Class 035: <i>Management consulting services to businesses applying analytics to create business intelligence to optimize business performance;</i></p> <p>Class 042: <i>Computer software consultation and advisory services in the field of business intelligence in the nature of software development and customization of data storage, retrieval, management, analysis and reporting, and integration of data structures</i></p>	Abandoned

<p>FIRSTLOOK RETAIL PERFORMANCE SYSTEM</p> <p>(Owned by D3i Technologies LLC)</p>	<p>U.S.</p>			<p>Class 35: <i>Business services, namely, providing business information and marketing data to others; data processing services; computerized real-time and delayed transactional business data management services, namely, searching, gathering, processing, and organizing information for others via a global computer network; providing an interactive website featuring business information pertaining to computerized real-time and delayed transactional data management services, namely, information obtained by searching, gathering, processing, and organizing information for others</i></p> <p>Class 42: <i>Computer services, namely, providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information; providing an interactive website featuring computerized analytical processing and data analysis</i></p>	<p>Abandoned</p>
<p>360° STOCKING</p> <p>(Owned by D3i Technologies LLC)</p>	<p>U.S.</p>			<p>Class 042: <i>Computer services, namely, acting as an application service provider in the field of knowledge management to host computer applications software for searching and retrieving information from data bases and computer networks and providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information in the field of optimal selection stocking for vehicle inventory, automotive equipment, and machinery</i></p>	<p>Abandoned</p>
<p>360° MERCHANDISING</p> <p>(Owned by D3i Technologies LLC)</p>	<p>U.S.</p>			<p>Class 042: <i>Computer services, namely, acting as an application service provider in the field of knowledge management to host computer applications software for searching and retrieving information from data bases and computer networks and providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information in the field of defining optimal online and print promotion, advertising and merchandising for vehicles, automotive equipment, and machinery</i></p>	<p>Abandoned</p>

<p>360° TRENDING</p> <p>(Owned by D3i Technologies LLC)</p>	<p>U.S.</p>			<p>Class 042: Computer services, namely, acting as an application service provider in the field of knowledge management to host computer applications software for searching and retrieving information from data bases and computer networks and providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information to provide trending data relating to optimal market, customer, pricing and promotional analysis in the field of vehicle, automotive equipment, and machinery retailing</p>	<p>Abandoned</p>
<p>360° INVENTORY MANAGEMENT</p> <p>(Owned by D3i Technologies LLC)</p>	<p>U.S.</p>			<p>Class 042: Computer services, namely, acting as an application service provider in the field of knowledge management to host computer applications software for searching and retrieving information from data bases and computer networks and providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information to optimize management, control and stocking of vehicles, automotive equipment, and machinery</p>	<p>Abandoned</p>
<p>360° APPRAISING</p> <p>(Owned by D3i Technologies LLC)</p>	<p>U.S.</p>			<p>Class 042: Computer services, namely, acting as an application service provider in the field of knowledge management to host computer applications software for searching and retrieving information from data bases and computer networks and providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information to optimize sales in the field of appraisal, evaluation, valuation, comparing and pricing of vehicles, automotive equipment, and machinery</p>	<p>Abandoned</p>
<p>360° CLOSING</p> <p>(Owned by D3i Technologies LLC)</p>	<p>U.S.</p>			<p>Class 042: Computer services, namely, acting as an application service provider in the field of knowledge management to host computer applications software for searching and retrieving information from data bases and computer networks and providing computerized analytical processing and data analysis services that use predictive modeling to facilitate management of information to optimize the closing of sales in the field of vehicles, automotive equipment, and machinery</p>	<p>Abandoned</p>

<p>RESPECT: THE ULTIMATE CONSUMER EXPERIENCE</p> <p>(Owned by D3i Technologies LLC)</p>	<p>U.S.</p>			<p>Class 35: <i>Business consulting services, namely, providing advice with regard to selling automotive vehicles online</i></p>	<p>Abandoned</p>
<p>M.A.R.K.</p> <p>(Owned by D3i Technologies LLC)</p>	<p>U.S.</p>			<p>Class 35: <i>Business consulting services, namely, providing advice with regard to selling automotive vehicles online</i></p>	<p>Abandoned</p>

SCHEDULE B

Copyrights

United States Copyright Registrations and Applications for Registration

None.

SCHEDULE C

Trade Secrets and Other Intellectual Property Rights

Profiling Customer Inventory Management Rules

- Proprietary process for understanding the inventory management rules for customers based on a variety of factors including the following:
 - Past sales history
 - Seasonality
 - Preferred inventory mix by category
 - Market area sales
 - Special promotions
- Development of an optimal inventory profile for each customer incorporating the customer's business rules

Predictive modeling

- Utilizing the customer inventory profile information to predict likely demand at the auction for specific products
- Marketing to potential sellers based on the likely demand resulting from the profile data
- Predict impact on sales and profit based on changes to inventory mix

Category management

- Analysis of customer's inventory practices for opportunities to improve the profitability of their operations
- Demographic/psychographic analysis to understand additional opportunities to improve inventory mix and identify incremental profit opportunities

"First Look Insight"