

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT												
NATURE OF CONVEYANCE:	ASSIGNMENT												
CONVEYING PARTY DATA													
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>Numecent, Inc.</td> <td>10/22/2012</td> </tr> </tbody> </table>		Name	Execution Date	Numecent, Inc.	10/22/2012								
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<table border="1"> <tr> <td>Name:</td> <td>Numecent Holdings, Inc.</td> </tr> <tr> <td>Street Address:</td> <td>15635 Alton Parkway</td> </tr> <tr> <td>Internal Address:</td> <td>Suite 100</td> </tr> <tr> <td>City:</td> <td>Irvine</td> </tr> <tr> <td>State/Country:</td> <td>CALIFORNIA</td> </tr> <tr> <td>Postal Code:</td> <td>92618</td> </tr> </table>		Name:	Numecent Holdings, Inc.	Street Address:	15635 Alton Parkway	Internal Address:	Suite 100	City:	Irvine	State/Country:	CALIFORNIA	Postal Code:	92618
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CORRESPONDENCE DATA													
Fax Number:	6508152601												
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>													
Phone:	(650)815-2600												
Email:	acollette@sheppardmullin.com												
Correspondent Name:	Sheppard, Mullin, Richter & Hampton LLP												
Address Line 1:	379 Lytton Avenue												
Address Line 4:	Palo Alto, CALIFORNIA 94301												
ATTORNEY DOCKET NUMBER:	28LH-166848												
NAME OF SUBMITTER:	William F. Ahmann												

CH \$160.00 61588102

Total Attachments: 8

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**ACTION BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING
OF THE DIRECTORS OF
NUMECENT, INC.,
a Delaware corporation**

Effective as of October 22, 2012

The undersigned, being the sole director of Numecent, Inc. (the "**Corporation**"), acting pursuant to the authority vested in the undersigned by Section 141 of the Delaware General Corporation Law and the Bylaws of the Corporation, hereby consents to and adopts the following recitals and resolutions by written consent in lieu of a special meeting of the Board of Directors of the Corporation (the "**Board**"), which recitals and resolutions shall be valid and effective as if adopted at a duly called, noticed and held special meeting of the Board.

DECLARATION OF DIVIDEND OF INTELLECTUAL PROPERTY

WHEREAS, as of the date hereof, the Corporation is the owner of certain intellectual property (the "**Intellectual Property**") set forth on **Exhibit A** attached hereto and incorporated herein by reference;

WHEREAS, the Board deems it to be in the best interests of the Corporation and its stockholders to approve and declare a dividend (the "**Dividend**") of the Intellectual Property to Numecent Holdings, Inc., a Delaware corporation and sole stockholder of the Corporation ("**Numecent Holdings**"), such that Numecent Holdings will be entitled to the assignment of the Intellectual Property on the record date, substantially as set forth in the form of Assignment attached hereto as **Exhibit B** and incorporated herein by reference;

WHEREAS, the record date for the Dividend is fixed as October 30, 2012, with a distribution date of October 31, 2012;

WHEREAS, in compliance and accordance with Section 170 of the Delaware General Corporation Law, the Board has determined that the Corporation has sufficient surplus or net profits for the fiscal year and the preceding fiscal year to make and pay the Dividend;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves and declares a dividend of the Intellectual Property listed on the attached **Exhibit A** to Numecent Holdings, such that Numecent Holdings will be entitled to the Intellectual Property as assigned by the Assignment substantially in the form attached hereto as **Exhibit B** on the record date (which is fixed as October 30, 2012), to be distributed on or about October 31, 2012, subject to applicable provisions of federal and Delaware state law;

RESOLVED FURTHER, that the Dividend complies with and is in accordance with the provisions of Sections 170 and 173 of the Delaware General Corporation Law.

RESOLVED FURTHER, that the officers of the Corporation are, and each of them hereby is, authorized to do any and all acts and to execute and deliver any and all documents, proxies, certificates, information statements and other instruments, including notices, certifications and the Assignment as required by the United States Patent and Trademark Office with respect to the Dividend authorized and declared by the Board in the foregoing resolutions or that otherwise may be necessary or appropriate to effect or formalize such dividend;

RESOLVED FURTHER, that the officers of the Corporation are, and each of them hereby is, authorized, directed and empowered in the name and on behalf of the Corporation to execute all applications, certificates, assignments, agreements or any other instrument or document or amendment or supplement thereto, and to do and to cause to be done all other acts and things as such officers in their discretion may deem necessary or appropriate, in order to carry out the purposes and intentions of all of the foregoing resolutions.

GENERAL AUTHORITY

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized and directed to take such actions and to execute such other agreements, documents and instruments as such officers or officer may deem necessary or advisable in order to effect the purposes and intentions of all of the foregoing resolutions;

RESOLVED FURTHER, that every act, action, agreement, document or instrument done, performed, made, executed or delivered by, on behalf of or in the name of the Corporation in order to carry out the purposes and intentions of the foregoing resolutions hereby is authorized, approved and ratified in all respects;

RESOLVED FURTHER, that the Secretary or any Assistant Secretary of the Corporation hereby is authorized to certify and deliver a copy of these resolutions, or any one or more of them, to such persons, corporations, entities or firms as such Secretary or Assistant Secretary may deem necessary or advisable;

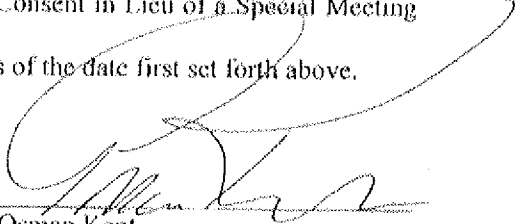
RESOLVED FURTHER, that the Secretary or any Assistant Secretary of the Corporation hereby is authorized and directed to file this Action by Written Consent in Lieu of a Special Meeting of the Directors of the Corporation in the Minute Book of the Corporation.

FACSIMILE OR OTHER ELECTRONIC TRANSMISSION

RESOLVED, that the sole director of the Corporation may deliver this Action by Written Consent in Lieu of a Special Meeting of the Directors of the Corporation, executed by the sole director of the Corporation, to the Secretary of the Corporation by facsimile or other electronic transmission (including email), and no confirmation of such delivery by the mailing or personal delivery of an executed original of this Action by Written Consent in Lieu of a Special Meeting of the Directors of the Corporation to the Secretary of the Corporation shall be required in order for this Action by Written Consent in Lieu of a Special Meeting of the Directors of the Corporation to be effective.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the sole director of the Corporation, has executed this Action by Written Consent in Lieu of a Special Meeting of the Directors of Numecent, Inc. to be effective as of the date first set forth above.



Osman Kent,
Sole Director

[SIGNATURE PAGE TO ACTION BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING OF THE DIRECTORS OF
NUMECENT, INC.]

EXHIBIT A
NUMECENT, INC.
PATENT PORTFOLIO SUMMARY
Q4 2012

(See attached)

**Numecent, Inc. – Patent Portfolio Summary
Q4 2012**

Title	Ctry	Status	Appl. No.	Filed	Grant No.	Grant Date
Cloud Gaming (application covers the Cloudpaging invention – title will be changed when nonprovisional is filed)	US	Pending	61/588,102	01/18/12		
Application Delivery	US	Pending	61/640,466	04/30/12		
System And Method Of Application Modernization Of Desktop Software Applications Using Verification	US	Pending	61/699,443	09/11/12		
Local Streaming Proxy Server	US	Pending	13/536,585	06/28/12		

EXHIBIT B

FORM OF PATENT ASSIGNMENT

(See attached)

PATENT ASSIGNMENT

THIS PATENT ASSIGNMENT (this "Assignment") is made as of October 22, 2012 (the "Effective Date"), by and between, Numecent, Inc., a Delaware corporation ("Assignor"), and Numecent Holdings, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the owner of the patents and patent applications set forth in Exhibit A hereto (collectively, "Patents"); and

WHEREAS, Assignee desires to acquire by formal, recordable assignment the entire right, title and interest in and to the Patents.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, the entire right, title and interest in and to the Patents in the United States and throughout the world, including any progeny thereof, such as continuation, divisional, and continuation-in-part applications; any ensuing U.S. or foreign Letters Patent that may issue from the Patents or its progeny; and any patents that may issue from reexamination or reissue proceedings of the ensuing U.S. or foreign Letters Patent.

NOW, THEREFORE, for the same good and valuable consideration, Assignor hereby sells, assigns and transfers to Assignee, the right to file foreign applications directly in the name of Assignee and to claim for any such foreign applications and foreign Letters Patent any priority rights to which such applications are entitled under international conventions, treaties or otherwise.

Further, Assignor agrees that, upon request and without further compensation, but at no expense to Assignor, it and its legal representatives and assigns will perform all lawful acts, including the execution of papers and the giving of testimony, that might be necessary or desirable for obtaining, sustaining, reissuing or enforcing Letters Patent in the United States and throughout the world pursuant to the Patents, and for perfecting, recording or maintaining the title of Assignee, its successors and assigns, to any such Letters Patent in the United States and throughout the world.

Assignor represents and warrants that it has not granted and will not grant to others any rights inconsistent with the rights granted by this Assignment.

Assignor authorizes and requests the Commissioner of Patents and Trademarks of the United States and of all foreign countries to issue any Letters Patent granted pursuant to the Patents, to Assignee, its successors and assigns, as the assignee of the entire interest in the Patents.

Assignor
Numecent, Inc.

By: Hildy Shandell
Name: HILDY SHANDELL
Title: CEO