

## ASSET PURCHASE AGREEMENT

ASSET PURCHASE AGREEMENT (this “**Agreement**”) dated as of February 13, 2019 between [REDACTED] Networks, a Louisiana limited liability company, located and doing business at [REDACTED] Street, S [REDACTED] ort, [REDACTED] (“**Buyer**”), and Penguin [REDACTED], a Delaware limited liability company (“**Seller**”),

## WITNESSETH:

WHEREAS, Seller conducts a business which produces, publishes and monetizes gaming content on the internet at [REDACTED].com and other related internet properties under the [REDACTED] Games” brand name (the “**Business**”);

WHEREAS, Buyer desires to purchase certain of the assets and assume certain of the liabilities of the Business from Seller, and Seller desires to sell certain of the assets and transfer certain of the liabilities of the Business to Buyer, upon the terms and subject to the conditions hereinafter set forth;

The parties hereto agree as follows:

ARTICLE 1  
DEFINITIONS

Section 1.01. *Definitions.* (a) As used herein, the following terms have the following meanings:

“**Affiliate**” means, with respect to any Person, any other Person directly or indirectly controlling, controlled by, or under common control with such Person. For purposes of this definition, “**control**” when used with respect to any Person means the power to direct the management and policies of such Person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and the terms “**controlling**” and “**controlled**” have correlative meanings.

“**Applicable Law**” means, with respect to any Person, any federal, state or local law, code, rule, regulation, order, injunction, judgment, decree, ruling or other similar requirement enacted, adopted, promulgated or applied by a Governmental Authority that is binding upon or applicable to such Person.

“**Assignment and Assumption Agreement**” means the Assignment and Assumption Agreement dated as of the Closing Date among Buyer and Seller in the form of Exhibit A.

“**Business Copyrights**” means all unregistered copyrights owned by Seller or any of its Affiliates and used or held for use exclusively in the Business.