

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks, dated as of March 28, 2006, is by and between Fred Leighton, Ltd., a New York corporation ("Assignor"), and Samba 1, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor holds the registered trademarks, service marks and trade names identified in the attached Schedule A (the "Marks");

WHEREAS, pursuant to the terms of that certain Asset Purchase Agreement, of even date herewith, by and between the parties hereto and certain other parties named therein, Assignee is desirous of acquiring the Marks from Assignor, together with the goodwill of the business symbolized thereby;

NOW, THEREFORE, in consideration of the foregoing premises and covenants, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged,

1. Assignor does hereby assign, transfer and set over to Assignee all right, title, and interest in and to the Marks, together with all of the goodwill symbolized thereby and appurtenant thereto.
2. Assignor does also hereby assign, sell, transfer and set over unto Assignee all claims for damages for reason of past or current infringement of the Marks, as well as the right to sue for and collect the same for its own use and enjoyment.
3. Assignor further authorizes the Director of the United States Patent & Trademark Office, and any official of any U.S. state or states, or any country or countries foreign to the United States, whose duty it is to record trademark registrations, applications and title thereto, to record the Marks and title thereto as the property of Assignee, its successors, legal representatives and assigns in accordance with the terms of this instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized representatives as a sealed instrument as of the date first written above:

FRED LEIGHTON, LTD.

By: Fred Leighton
Name: FRED LEIGHTON
Title: _____

SAMBA 1, INC.

By: Ralph Ermi
Name: Ralph Ermi
Title: President

[Signature Page to Trademark Assignment]



Schedule A**MARKS**



COUNTRY	MARK	SERIAL NO.	REGISTRATION NO.	FILING / REGISTRATION DATE
United States	FRED LEIGHTON	74061396	1645941	May 21, 1990 (filed), May 28, 1991 (registered)
United States	FRED LEIGHTON	74061395	1636486	May 21, 1990 (filed), February 26, 1991 (registered)
China	--	--	801328	December 12, 1995
Hong Kong	FRED LEIGHTON	--	1996B01513	February 16, 1994
Japan	FRED LEIGHTON	--	2475078	May 10, 1990 (filed), November 30, 1992 (registered)
Singapore	FRED LEIGHTON RARE COLLECTIBLE JEWELS (Stylized)	--	T9402327F	March 25, 1994

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Trademarks > Change of Owner (Assignments) & Change of Owner Name

Change of Owner (Assignments) & Change of Owner Name

During the examination of a pending trademark application as well as after a trademark has registered, the owner of a trademark may change for various reasons. Some trademark owners transfer their ownership of a mark to another entity, which is called an assignment. In addition, some trademark owners change their names while retaining ownership. In both instances, the USPTO advises trademark owners to record the ownership transfer (**assignment** ) or **name change**  with the Assignment Services Division of the USPTO.







To record an assignment or name change with the USPTO, trademark owners need to file a **Recordation Form Cover Sheet**  along with a copy of the actual assignment or proof of name change. The form for this purpose is # **PTO-TM-1594** . It may be submitted in hard copy to the following address:

Mail Stop Assignment Recordation Services
Director of the US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

*Locate the current fee schedule at **How to Pay Fees** to determine the current fee for assignment recordation (**Trademark Services Fee Code 8521**)*

Specific inquiries should be referred to the Assignment Division (571.272.3350). For specific guidelines for filing an assignment and the assignment form itself, see **TMEP 501 - Assignment of Marks** .

[Note: An applicant cannot assign an intent to use application before the applicant files an amendment to allege use under 15 U.S.C. §1051(d) of the Act, except to a successor to the applicant's business, or portion of the business to which the mark pertains, if that business is ongoing and existing. 15 U.S.C. §1060; 37 C.F.R. §3.16.]

KEY: =online business system =fees =forms =help =laws/regulations
=definition (glossary)

Call the Trademark Assistance Center at 571.272.9250 or 1.800.786.9199 for help on trademark matters. Send questions about USPTO programs and services to the USPTO Contact Center (UCC). You can suggest USPTO webpages or material you would like featured on this section by E-mail to the webmaster@uspto.gov. While we cannot promise to accommodate all requests, your suggestions will be considered and may lead to other improvements on the website.

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TRADEMARK
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