

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DUFFS 93 LIMITED		03/25/2009	limited liability company organized under the laws of England and Wales: UNITED KINGDOM

RECEIVING PARTY DATA

Name:	Duffs Brands Limited
Street Address:	Clive House
Internal Address:	12-18 Queen Road
City:	Weybridge
State/Country:	UNITED KINGDOM
Postal Code:	KT13 9XB
Entity Type:	company incorporated in England and Wales: UNITED KINGDOM

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2975622	
Registration Number:	2939601	D
Registration Number:	1907434	DUFFS

CORRESPONDENCE DATA

Fax Number: (937)449-6405
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 937-449-6400
 Email: sherrie.hilty@dinsmore.com
 Correspondent Name: Kimberly Gambrel/Dinsmore & Shohl LLP
 Address Line 1: One South Main Street, One Dayton Centre
 Address Line 2: Suite 1300
 Address Line 4: Dayton, OHIO 45402-2023

OP \$90.00 2975622

ATTORNEY DOCKET NUMBER:	DUF0001TF/52579.1
DOMESTIC REPRESENTATIVE	
Name:	Kimberly Gambrel, Dinsmore & Shohl LLP
Address Line 1:	One South Main Street, One Dayton Centre
Address Line 2:	Suite 1300
Address Line 4:	Dayton, OHIO 45402
NAME OF SUBMITTER:	Kimberly Gambrel
Signature:	/Kimberly Gambrel/
Date:	06/01/2009
Total Attachments: 6 source=DUF0001T5#page1.tif source=DUF0001T5#page2.tif source=DUF0001T5#page3.tif source=DUF0001T5#page4.tif source=DUF0001T5#page5.tif source=DUF0001T5#page6.tif	

DATED 25th March 2009

- (1) DuFFS 93 LIMITED
- (2) MINDTRACK LIMITED
- (3) THE ADMINISTRATORS
- (4) DUFFS BRANDS LIMITED

BUSINESS SALE AGREEMENT

DUFFS 93 LIMITED (in administration) and
MINDTRACK LIMITED
(in administration)



21 Tudor Street, London EC4Y 0DJ
Telephone: +44 (0) 20 7039 5959
Fax: +44 (0) 20 7039 5999

DATED 25th March 2009

PARTIES

- (1) **DUFFS 93 LIMITED** a company incorporated in England and Wales with registered number 06448138 whose registered office is at Clive House, 12-18 Queens Road, Weybridge, Surrey KT13 9XB ("**Duffs**");
- (2) **MINDTRACK LIMITED** a company incorporated in England and Wales with registered number 03553675 whose registered office is at Clive House, 12-18 Queens Road, Weybridge, Surrey KT13 9XB ("**Mindtrack**") (parties 1 and 2 together the "**Sellers**") acting by their administrators Andrew Martin Sheridan and Simon Bower of Baker Tilly, Hartwell House, 55-61 Victoria Street, Bristol BS1 6AD and 1st Floor, 5 Old Bailey, London EC4M 7AF respectively (the "**Administrators**");
- (3) **THE ADMINISTRATORS**; and
- (4) **DUFFS BRANDS LIMITED** a company incorporated in England and Wales with registered number 06836757 whose registered office is at Clive House 12-18 Queen Road Weybridge Surrey KT13 9XB (the "**Buyer**").

RECITALS

- (A) The Sellers carry on the Business.
- (B) The Administrators were appointed as administrators of the Sellers on the Appointment Date.
- (C) The Parties have agreed the Sellers shall sell and the Buyer shall buy the Assets on the terms and for the consideration set out in this Agreement.

OPERATIVE PROVISIONS

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Agreement:

"**Administrators' Records**" means all data, files, books, papers, valuations, accounts, returns, correspondence and other records produced by the Administrators or on their behalf in connection with the conduct of the Sellers' administration which do not relate to the sale or purchase of goods or services in the Sellers' ordinary course of trade;

"**Administrators' Solicitors**" means Jones Day of 21, Tudor Street, London EC4Y 0DJ;

"**Appointment Date**" means the date of this Agreement;

2.1 Assets

Subject to satisfying the Conditions, the Sellers shall sell and the Buyer shall buy, as at and from the Transfer Time, such right, title and interest as each Seller may have in and to:

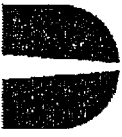
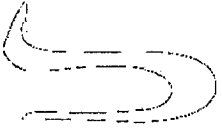
- (d) the Goodwill;
- (e) the Intellectual Property;

- (g) the Rights of Action; and

with the intent that from the Transfer Time the Buyer carries on and continues the Business as a going concern in succession to, and excluding, the Sellers.

SCHEDULE 1
Intellectual Property

U.S. REGISTRATIONS:

<u>Mark</u>	<u>Reg. No.</u>
	2,939,601
	2,975,622
DUFFS	1,907,434

NON-U.S. REGISTRATIONS:

<u>Mark</u>	<u>Reg. No.</u>
ARGENTINA	
DUFFS	1,981,632
DuFFS and Design	1,989,021
D DuFFS & Design	1,989,022
DuFFS Logo	1,982,167
DuFFS (Design)	2,063,855
AUSTRALIA	
DUFFS	715,503
BRAZIL	
DUFFS	821.066.420
CANADA	
DUFFS	499,764
DUFFS	524,605

Sellers

Signed by **DUFFS 93 LIMITED**)
(in administration) acting by)
Andrew Martin Sheridan one of its)
administrators under the powers)
conferred on them by)
Schedule 1 of)
the Insolvency Act 1986)

Signed by **MINDTRACK LIMITED**)
(in administration) acting by)
Andrew Martin Sheridan one of its)
administrators under the powers)
conferred on them by)
Schedule 1 of)
the Insolvency Act 1986)

Administrator- as administrator

Signed by)
Andrew Martin Sheridan)
on behalf of the)
Adminstrators)
)

Buyer

Signed by Kenneth Skinner)
authorised for and on)
behalf of)
DUFFS BRANDS LIMITED)



Sellers


Signed by **DUFFS 93 LIMITED**
(in administration) acting by
Andrew Martin Sheridan one of its
administrators under the powers
conferred on them by
Schedule 1 of
the Insolvency Act 1986

)
)
)
)
)
)
)
)
)
)



Signed by **MINDTRACK LIMITED**
(in administration) acting by
Andrew Martin Sheridan one of its
administrators under the powers
conferred on them by
Schedule 1 of
the Insolvency Act 1986


)
)
)
)
)
)
)
)
)
)



Administrator- as administrator

Signed by
Andrew Martin Sheridan
on behalf of the
Administrators

)
)
)
)
)
)
)
)
)
)



Buyer

Signed by Kenneth Skinner
authorised for and on
behalf of
DUFFS BRANDS LIMITED

)
)
)
)
)