

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|--|---|-----------------------|---------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| R.G.I. Limited | | 08/31/2009 | Private Limited Company: HONG KONG |
| RECEIVING PARTY DATA | | | |
| Name: | Rhythm Holding Limited | | |
| Street Address: | 7th Floor, Fung House, 19-20 Connaught Road Central | | |
| City: | Hong Kong | | |
| State/Country: | HONG KONG | | |
| Entity Type: | International Company: SAMOA | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 77587053 | THE SOUND OF CHANGE | |
| Serial Number: | 77539133 | RHYTHMLIVIN | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (713)513-5134 | | |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | | |
| Phone: | 713-203-2146 | | |
| Email: | jrobinson@robinsonlawpllc.com | | |
| Correspondent Name: | James R. Robinson | | |
| Address Line 1: | 925 Allston Street | | |
| Address Line 4: | Houston, TEXAS 77008 | | |
| DOMESTIC REPRESENTATIVE | | | |
| Name: | James R. Robnson | | |
| Address Line 1: | 925 Allston Street | | |
| Address Line 4: | Houston, TEXAS 77008 | | |
| NAME OF SUBMITTER: | James R. Robinson | | |

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TRADEMARK
REEL: 004062 FRAME: 0128

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|---|---------------------|
| Signature: | /James R. Robinson/ |
| Date: | 09/16/2009 |
| Total Attachments: 5 source=RGI to Rhythm Assignment#page1.tif source=RGI to Rhythm Assignment#page2.tif source=RGI to Rhythm Assignment#page3.tif source=RGI to Rhythm Assignment#page4.tif source=RGI to Rhythm Assignment#page5.tif | |

Assignment of Registered and Pending Trade Marks (United States of America)

R.G.I Limited (Hong Kong)

Assignor

Rhythm Holding Limited

Rhythm

Clayton Utz Lawyers
Level 28 Riparian Plaza 71 Eagle Street Brisbane QLD 4000 Australia
GPO Box 55 Brisbane QLD 4001
T + 61 7 3292 7000 F + 61 7 3003 1366
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Our reference 12261/14003/80036673

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Assignment Deed made at Brisbane on 31 August 2009

Parties **R.G.I Limited (Hong Kong)** of Room B, 3/F, Lee Kee Commercial Building, 221-227 Queen's Road C, Sheung Wan, Hong Kong Island, Hong Kong (**Assignor**)

Rhythm Holding Limited of 7th Floor, Fung House, 19-20 Connaught Road Central, Hong Kong (**Rhythm**)

Recitals

- A. The Assignor has applied for the registration of or is the registered owner in the United States of America of the trade marks set out in Schedule 1 (**Trade Marks**).
- B. The Assignor and Assignee are parties to an Asset Sale Agreement dated 25 August 2009 (**Asset Sale Agreement**).
- C. The Assignor is obliged under the Asset Sale Agreement to assign the Trade Marks to Rhythm and agrees to assign the Trade Marks on the terms in this Deed.

Operative provisions

- 1. The Assignor assigns to Rhythm, all of the property, right, title and interest of the Assignor in:
 - (a) the Trade Marks;
 - (b) the trade mark applications;
 - (c) with that part of the goodwill of the Business of the Assignor concerned in the goods and services in respect of which the Trade Mark is registered or has been used; and
 - (d) any copyright owned by the Assignor in the Trade Mark.
- 2. Rhythm must duly apply to the Registrar of Trade Marks in the United States of America to record this assignment in the Register of Trade Marks.

Executed as a Deed.

Schedule 1 - Trade Marks

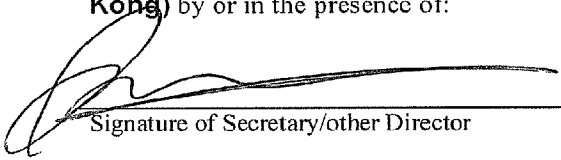
United States of America

| Number | Mark | Class | Goods and Services | Status |
|----------|---------------------|-------|---|---|
| 77587053 | THE SOUND OF CHANGE | 18 | Backpacks; sports bags; bum bags; satchels; duffel bags; wheeled bags; duffel bags; knapsacks; day packs; tote bags; messenger bags; all-purpose sport bags; purses; wallets; suitcases; travelling bags; beach bags; handbags; toiletries and cosmetic bags, sold empty; briefcases; briefcase type portfolios; parasols; umbrellas; belt bags; trunks; luggage and luggage articles, namely, straps and tags made of leather and imitation leather. | Accepted - Published for opposition |
| | | 25 | Belts for clothing; money belts; footwear; casual footwear; sandals; headgear, namely, bandanas, headbands, hats, scarves; wristbands; clothing, namely, bathing suits and trunks, beachwear, swimwear, beach and bathing cover-ups, bikinis, clothing belts, Bermuda shorts, blouses, gym shorts, pants, parkas, polo shirts, ponchos, pullovers, shirts, skirts, slacks, sweat pants, sweat shirts, sweat shorts, sweaters, t-shirts, tank tops, tops, wet suits, jackets, jeans, ski suits, ski pants, ski bibs, ski jackets, trousers, shorts, knit shirts, coats, wind resistant jackets, gloves, mittens. | |
| | | 28 | Sporting goods and parts, fittings and accessories for the foregoing goods, namely, surfboards, body boards, kneeboards, wakeboards, sailboards, surf skis, snowboards, snow skis, water skis, skateboards, kite boards, in-line skates, roller skates, toy scooters, ski bindings, ski poles, surf ski paddles, wax for skis and surfboards; bags and covers specially adapted for sporting equipment | |
| 77539133 | RHYTHMLIVIN | 25 | Footwear; casual footwear; sandals; headgear, namely, bandannas, headbands, hats, scarves; wristbands; clothing, namely, bathing suits and trunks, beachwear, swimwear, beach and bathing cover-ups, bikinis, | Opposition Period Expired - Statement |

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| | | | |
|--|--|--|----------------------------------|
| | | clothing belts, Bermuda shorts, blouses, gym shorts, pants, parkas, polo shirts, ponchos, pullovers, shirts, skirts, slacks, sweat pants, sweat shirts, sweat shorts, sweaters, T-shirts, tank tops, tops, wet suits, jackets, jeans, ski suits, ski pants, ski bibs, ski jackets, trousers, shorts, knit shirts, coats, jackets, wind resistant jackets, gloves, mittens. | of Use or extension due 24.09.08 |
|--|--|--|----------------------------------|

Executed by RGI Limited Corporation (Hong Kong) by or in the presence of:



Signature of Secretary/other Director

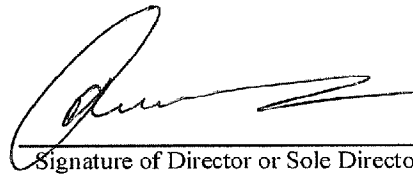
ALLAN CHARLES MURRAY

Name of Secretary/other Director in full

Executed by Rhythm Holding Limited by or in the presence of:

Signature of Secretary/other Director

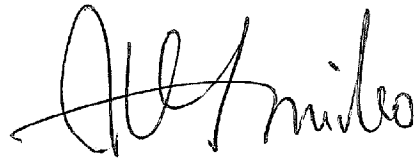
Name of Secretary/other Director in full



Signature of Director or Sole Director and Secretary

ROBERT CHARLES MURRAY

Name of Director or Sole Director and Secretary in full



Signature of ~~Director~~ or Sole Director and Secretary

HUNG HO, WONG

Name of ~~Director~~ or Sole Director and Secretary in full