

TRADEMARK ASSIGNMENT

Electronic 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
The JRR Tolkien Estate Limited		11/08/2012	Limited Company: UNITED KINGDOM

RECEIVING PARTY DATA

Name:	Fourth Age Limited
Street Address:	Prama House, 267 Banbury Road
City:	Oxford
State/Country:	UNITED KINGDOM
Postal Code:	OX2 7HT
Entity Type:	Limited Company: UNITED KINGDOM

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2941708	TOLKIEN
Registration Number:	1756742	
Registration Number:	2904246	JRRT
Registration Number:	2838626	J R R T
Registration Number:	2884119	JRRT
Registration Number:	3031857	J.R.R. TOLKIEN
Registration Number:	3254871	SILMARILLION
Registration Number:	3254872	SILMARIL
Registration Number:	3395022	CHILDREN OF HURIN
Serial Number:	85155339	ROVERANDOM
Serial Number:	85155337	LETTERS FROM FATHER CHRISTMAS
Serial Number:	85155335	FARMER GILES OF HAM
Serial Number:	85155344	SMITH OF WOOTTON MAJOR
Serial Number:	85155334	MR BLISS

TRADEMARK

Serial Number:

85155331

ADVENTURES OF TOM BOMBADIL

CORRESPONDENCE DATA

Fax Number: 2124898340

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 2124898230

Email: robertdriscoll@dwt.com, nytmpto@dwt.com

Correspondent Name: Robert J. Driscoll

Address Line 1: 1633 Broadway

Address Line 2: 27th Floor

Address Line 4: New York, NEW YORK 10019-6708

ATTORNEY DOCKET NUMBER:

62391-8

DOMESTIC REPRESENTATIVE

Name: Robert J. Driscoll, Esq.

Address Line 1: 1633 Broadway

Address Line 2: 27th Floor

Address Line 4: New York, NEW YORK 10019-6708

NAME OF SUBMITTER:

Robert J. Driscoll

Signature:

/Robert J. Driscoll/

Date:

07/08/2013

Total Attachments: 7

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DATED 8 *Nov 2012* 2012

(1) THE JRR TOLKIEN ESTATE LIMITED

(2) FOURTH AGE LIMITED

ASSIGNMENT OF TRADE MARKS

MANCHES

Manches LLP
9400 Garsington Road
Oxford Business Park
Oxford
OX4 2HN
Tel: +44 (0)1865 722106
Fax: +44 (0)1865 201012
www.manches.com

TRADEMARK
REEL: 005064 FRAME: 0811

THIS AGREEMENT is dated 8 November 2012

and is made **BETWEEN:**

- (1) **THE JRR TOLKIEN ESTATE LIMITED** a private company incorporated and registered in England and Wales with company number 3342609 whose registered office is at Prama House, 267 Banbury Road, Oxford, England, OX2 7HT ("**Assignor**"); and
- (2) **FOURTH AGE LIMITED** a private company incorporated and registered in England and Wales with company number 7842430 whose registered office is at Prama House, 267 Banbury Road, Oxford, England, OX2 7HT ("**Assignee**").

BACKGROUND:

- (A) The Assignor is the proprietor of or applicant for the trade marks set out in the Schedule hereto (the "**Trade Marks**").
- (B) By the asset purchase agreement dated 8 November 2012 between the Assignor and the Assignee (the "**Main Agreement**") the Assignor has agreed to assign the Trade Marks to the Assignee on the terms set out in this agreement.

AGREED TERMS:

1. ASSIGNMENT

Pursuant to and for the consideration set out in the Main Agreement and the sum of £1.00 (receipt of which the Assignor expressly acknowledges), the Assignor hereby assigns to the Assignee all its right, title and interest in and to the Trade Marks, including (but not limited to):

- (a) the absolute entitlement to any registered trade marks granted pursuant to any of the applications comprised in the Trade Marks; and
- (b) all statutory and common law rights attaching to the Trade Marks, together with the goodwill of the business relating to the goods or services in respect of which the Trade Marks are registered or used; and
- (c) the right to bring, make, oppose, defend, appeal proceedings, claims or actions and obtain relief (and to retain any damages recovered) in respect of any infringement, or any other cause of action (including, but not limited to, passing off) arising from ownership, of any of the Trade Marks whether occurring before, on or after the date of this agreement.

2. FURTHER ASSURANCE

- 2.1 The Assignor shall and shall use all reasonable endeavours to procure that any necessary third party shall, at the Assignee's cost, promptly execute such documents and perform such acts as may be required for the purpose of giving full effect to this agreement.
- 2.2 The Assignor agrees and undertakes to provide the Assignee (at its request) with all such reasonable assistance with any proceedings which may be brought by or against the Assignee against or by any third party in relation to the Trade Mark.

3. GOVERNING LAW AND JURISDICTION

- 3.1 This agreement and any dispute or claim arising out of, or in connection with, it or its subject matter or formation (including, but not limited to. non-contractual disputes or claims) shall be governed by and construed in accordance with the law of England and Wales.
- 3.2 The parties irrevocably agree that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim that arises out of, or in connection with, this agreement or its subject matter or formation (including, but not limited to. non-contractual disputes or claims).

THIS AGREEMENT has been entered into by the parties on the date stated at the beginning of it.

SIGNED by a director)
duly authorised for and on behalf of)
THE JRR TOLKIEN ESTATE LIMITED)

M.G.R. Tolkien
.....
Director

SIGNED by a director)
duly authorised for and on behalf of)
FOURTH AGE LIMITED)

Priscilla Tolkien
.....

Schedule

Trade Marks

1. Word Mark – TOLKIEN

Registered Marks

Jurisdiction (registration number)

Australia (822721)
EU (001491166)
New Zealand (617555, 617556, 617557, 617558, 617559, 647065)
South Africa (00/02171 – 174)
UK (2386666)
USA (2941708)
Canada (654979)
Brazil (824444450; 824444469; 824444485)
Norway (251978)
Switzerland (591207)
Brazil (824.444.477)

2. Monogram – JRRT (no oval) and Postage stamp form

Registered Marks

Jurisdiction (Registration Number)

Australia (530043)
Australia (911661)
Canada (426817)
EU (2697407)
New Zealand (200485)
New Zealand (656565, 656566, 656567, 656568, 656569, 656570)
South Africa (1990/03936)
UK (1411861)
USA (1756742)
USA (2904246)
USA (2838626)
USA (2884119)
Brazil (824446402; 824446399; 824446380)
Brazil (824446372)
South Africa (02/05997; 02/05998; 02/05999)
South Africa (02/06188)
Norway (251982)
Switzerland (591211)

3. Signatures – RONALD TOLKIEN and JRR TOLKIEN

Registered Marks

Jurisdiction (registration number)

EU - JRR TOLKIEN signature mark (2843332)
USA - JRR TOLKIEN signature mark (3031857)
Norway - RONALD TOLKIEN signature mark (251983)
Switzerland - RONALD TOLKIEN signature mark (591213)
Norway - JRR TOLKIEN signature mark (251977)
Switzerland - JRR TOLKIEN signature mark (591212)

4. Word Marks – SILMARIL and SILMARILLION

Registered Marks

Jurisdiction (registration number)

UK (2380652) - SILMARIL
UK (2380653) - SILMARILLION
Australia (1045548) - SILMARIL
Australia (1045549) - SILMARILLION
New Zealand (726449) - SILMARIL
New Zealand (726451) - SILMARILLION
EU (4393071) - SILMARILLION
EU (4393062) - SILMARIL
USA (3254871) - SILMARILLION
USA (3254872) - SILMARIL
Canada (711,114) - SILMARILLION
Canada (710,381) - SILMARIL
Norway (251979) - SILMARIL
Norway (251980) - SILMARILLION
Switzerland (591208) - SILMARIL
Switzerland (591209) - SILMARILLION
South Africa (2005/04427, 2005/04428) - SILMARILLION
South Africa (2005/04719, 2005/04720) - SILMARIL

Pending Applications

Jurisdiction (Application Number)

South Africa (2005/04425, 2005/04426) - SILMARIL
South Africa (2005/04721, 2005/04722) - SILMARILLION

5. Word Mark – CHILDREN OF HURIN

Registered Marks

Jurisdiction (registration number)

UK (2432714)
New Zealand (755209)
Australia (1135861)
EU (005313861)
USA (3395022)
South Africa (2006/22303-6)
Norway (251981)
Switzerland (591210)
Canada (832972)

6. Word Mark – ROVERANDOM

Registered Marks

Jurisdiction (registration number)

EU (009191578)
New Zealand (826826)
Switzerland (608685)
Norway (264509)
Australia (1370535)
South Africa (2010/14558, 2010/14559, 2010/14560 and 2010/14561)

Pending Applications

Jurisdiction (application number)

USA (85155339)

Canada (1,487,626)

7. Word Mark – LETTERS FROM FATHER CHRISTMAS

Registered Marks

Jurisdiction (registration number)

EU (009191602)

Switzerland (608684)

Norway (264507)

New Zealand (826825)

Australia (1370538)

South Africa (2010/14554-7)

Pending Applications

Jurisdiction (application number)

USA (85/155,337)

Canada (1,487,622)

8. Word Mark – FARMER GILES OF HAM

Registered Marks

Jurisdiction (registration number)

EU (009191636)

New Zealand (826824)

Switzerland (608683)

Norway (264512)

Australia (1370539)

South Africa (2010/15113-6)

Pending Applications

Jurisdiction (application number)

USA (85/155,335)

Canada (1,487,621)

9. Word Mark – SMITH OF WOOTTON MAJOR

Registered Marks

Jurisdiction (registration number)

EU (009191669)

New Zealand (826827)

Switzerland (608679)

Norway (264510)

Australia (1370537)

South Africa (2010/14562-5)

Pending Applications

Jurisdiction (application number)

USA (85/155,344)
Canada (1,487,627)

10. Word Mark – MR BLISS

Registered Marks

Jurisdiction (registration number)

EU (009191727)
New Zealand (826823)
Switzerland (608686)
Norway (264508)
South Africa (2010/14550-3)

Pending Applications

Jurisdiction (application number)

Canada (1,487,620)
Australia (1370540)
USA (85155334)

11. Word Mark – ADVENTURES OF TOM BOMBADIL

Registered Marks

Jurisdiction (registration number)

EU (009191743)
New Zealand (826822)
Switzerland (608680)
Norway (264513)
Australia (1370541)
South Africa (2010/14546-9)

Pending Applications

Jurisdiction (application number)

USA (85/155,331)
Canada (1,487,619)