

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM403615

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TSM Designs, LLC		09/23/2016	Limited Liability Company: CONNECTICUT
RECEIVING PARTY DATA			
Name:	ABG-Thalia, LLC		
Street Address:	1411 Broadway, Fourth Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 35			
Property Type	Number	Word Mark	
Serial Number:	86411497		
Serial Number:	86411485		
Serial Number:	86411456		
Serial Number:	86411743		
Serial Number:	86411753		
Serial Number:	86411726		
Registration Number:	3004650	THALIA	
Registration Number:	2419373	THALIA	
Registration Number:	2792305	THALIA	
Serial Number:	86443031	THALIA SODI	
Serial Number:	86443012	THALIA SODI	
Serial Number:	86742573	THALIA SODI	
Serial Number:	86192869	THALIA SODI	
Serial Number:	86443047	THALIA SODI	
Serial Number:	86192886	THALIA SODI	
Serial Number:	86192900	THALIA SODI	
Serial Number:	86800781	THALIA SODI COLLECTION	
Registration Number:	3438419	THALIA SODI	
Registration Number:	3374460	THALIA SODI	

OP \$890.00 86411497

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86478114	TU CORAZON Y MI PASION
Serial Number:	86744206	VIVA KIDS
Serial Number:	86743984	VIVA KIDS
Serial Number:	86743965	VIVA KIDS
Serial Number:	86743952	VIVA KIDS
Serial Number:	86744152	VIVA KIDS
Serial Number:	86744167	VIVA KIDS
Serial Number:	86744018	VIVA KIDS
Serial Number:	86764740	VIVA KIDS
Serial Number:	86744186	VIVA KIDS
Serial Number:	86744099	VIVA KIDS
Serial Number:	86744068	VIVA KIDS
Serial Number:	86744237	VIVA KIDS
Serial Number:	86744045	VIVA KIDS
Serial Number:	86744118	VIVA KIDS
Serial Number:	86744221	VIVA KIDS

CORRESPONDENCE DATA

Fax Number: 6464909839

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

Phone: 6464909839

Email: trademark@abg-nyc.com

Correspondent Name: Bridgette Fitzpatrick

Address Line 1: 1411 Broadway, Fourth Floor

Address Line 4: New York, NEW YORK 10018

NAME OF SUBMITTER:	Bridgette Fitzpatrick
SIGNATURE:	/Bridgette Fitzpatrick/
DATE SIGNED:	10/28/2016

Total Attachments: 4

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ASSIGNMENT OF TRADEMARK

This Assignment (this "Assignment") is made and entered into effective as of September **23**, 2016 by and between TSM Designs, LLC, a Connecticut limited liability company with an address at c/o Andrews Management, 23 Old Kings Highway South, Suite 200, Darien, CT 06820 ("Assignor"), on the one hand, and ABG-Thalia, LLC, LLC, a Delaware limited liability company with an address at 1411 Broadway, 4th floor, New York, New York 10018 ("Assignee"), on the other hand.

WHEREAS, Assignor owns the trademark registrations and applications for the marks set forth on Schedule A attached hereto (the "Marks");

WHEREAS, Assignee wishes to acquire from Assignor all of its right, title and interest in, to and under such Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer, convey, grant, and set over to Assignee for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns and other legal representatives forever as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, Assignor's entire right, title and interest in, to and under the Marks, throughout the world in perpetuity, and any registrations, renewals, reissues and extensions thereof, together with the goodwill associated with the Mark and that part of Assignor's business connected with the use thereof and symbolized thereby, and any and all of Assignor's other rights, privileges and priorities provided under state and federal law of the United States, and under the laws of any and all foreign jurisdictions with respect to the Marks, including without limitation, Assignor's common law rights and rights under the laws of unfair competition, and any and all rights to all income, royalties, damages, and payments now or hereafter due or payable in respect thereto, and in and to all causes of action (either in law or in equity) and the right to sue, counterclaim and recover for past, present, and/or future infringement, damages, or other unauthorized use of the rights currently known to Assignor as of the date hereof or that may become known after the date of this Assignment.

Assignor hereby represents and warrants that Assignor has the full right to convey the interest assigned by this Assignment, and has not conveyed any interest in or right to the Marks to any third party.

Assignor authorizes and requests the U.S. Patent and Trademark Office, or any foreign equivalent thereof, to record Assignee as the owner of the Marks as Assignee of the entire right, title and interest in, to and under the same, for the sole use and enjoyment of Assignee, its successors, assigns or other legal representatives.

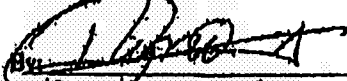
Assignor hereby agrees to execute any and all papers, and to perform such other proper acts, as may be reasonably necessary to secure to Assignee, or to its successors or assigns, the rights hereby transferred.

This Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, have caused this Assignment to be duly executed below on the dates indicated by their duly authorized officers.

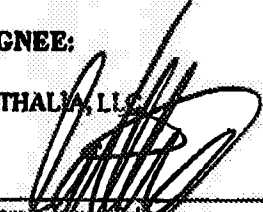
ASSIGNOR:

TSM DESIGNS, LLC

By: 
Name: Thomas Mottola
Title: Manager

ASSIGNEE:

ABG-THALIA, LLC

By: 
Name: James Walker
Title: Chief Executive Officer

[SIGNATURE PAGE TO TRADEMARK ASSIGNMENT]

Trademark	Country	Class(es)	Appl./Reg. Number	Appl./Reg. Date
Heart Design	United States	25	86/411497	01-Oct-2014
Heart Design	United States	18	86/411485	01-Oct-2014
Heart Design	United States	14	86/411456	01-Oct-2014
Heart Design 2	United States	18	86/411743	01-Oct-2014
Heart Design 2	United States	25	86/411753	01-Oct-2014
Heart Design 2	United States	14	86/411726	01-Oct-2014
THALIA (Block Letter)	United States	9, 41	3004650	04-Oct-2005
THALIA (Block Letter)	United States	3	2419373	09-Jan-2001
THALIA (Block Letter)	United States	9	2792305	09-Dec-2003
THALIA SODI	United States	14	86/443031	03-Nov-2014
THALIA SODI	United States	3	86/443012	03-Nov-2014
THALIA SODI	United States	18	86/742573	31-Aug-2015
THALIA SODI	United States	20	86/192869	13-Feb-2014
THALIA SODI	United States	25	86/443047	03-Nov-2014
THALIA SODI	United States	21	86/192886	13-Feb-2014
THALIA SODI	United States	24	86/192900	13-Feb-2014
THALIA SODI COLLECTION	United States	35	86/800781	27-Oct-2015
THALIA SODI Stylized Heart Design	United States	25	3438419	27-May-2008
THALIA SODI Stylized Heart Design	United States	18	3374460	22-Jan-2008
TU CORAZON Y MI PASION	United States	14, 18, 25	86/478114	11-Dec-2014

VIVA KIDS	United States	38	86/744206	9/1/2015
VIVA KIDS	United States	9	86/743984	9/1/2015
VIVA KIDS	United States	5	86/743965	9/1/2015
VIVA KIDS	United States	3	86/743952	9/1/2015
VIVA KIDS	United States	30	86/744152	9/1/2015
VIVA KIDS	United States	32	86/744167	9/1/2015
VIVA KIDS	United States	16	86/744018	9/1/2015
VIVA KIDS	United States	9	86/764740	9/22/2015
VIVA KIDS	United States	35	86/744186	9/1/2015
VIVA KIDS	United States	28	86/744099	9/1/2015
VIVA KIDS	United States	26	86/744068	9/1/2015
VIVA KIDS	United States	45	86/744237	9/1/2015
VIVA KIDS	United States	25	86/744045	9/1/2015
VIVA KIDS	United States	29	86/744118	9/1/2015
VIVA KIDS	United States	41	86/744221	9/1/2015