

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM411686

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cirque Holdings, LLC		12/15/2016	Limited Liability Company: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cirque Dreams Holdings LLC		
<b>Street Address:</b>	666 Fifth Avenue, 27th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10103		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 9</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86687920	CIRQUE DREAMS UNWRAPPED	
<b>Registration Number:</b>	4649722	CIRQUE DREAMS ROCKS	
<b>Registration Number:</b>	4649721	CIRQUE DREAMS SPLASHTASTIC	
<b>Registration Number:</b>	4622054	CIRQUE DREAMS REVEALED	
<b>Registration Number:</b>	4515300	CIRQUE DREAMS KIDSTIME	
<b>Registration Number:</b>	2945963	CIRQUE DREAMS	
<b>Registration Number:</b>	3637794	CIRQUE DREAMS JUNGLE FANTASY	
<b>Registration Number:</b>	3521158	CIRQUE DREAMS COOBRIILA	
<b>Registration Number:</b>	3521159	CIRQUE DREAMS ILLUMINATION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6127661600		
<i>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.</i>			
<b>Phone:</b>	6127667000		
<b>Email:</b>	tmmpls@faegrebd.com		
<b>Correspondent Name:</b>	Mary St. Marie/Sarah House		
<b>Address Line 1:</b>	90 South Seventh Street		
<b>Address Line 2:</b>	2200 Wells Fargo Center		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55402		

OP \$240.00 86687920

<b>ATTORNEY DOCKET NUMBER:</b>	506518.5
<b>NAME OF SUBMITTER:</b>	Sarah M. House
<b>SIGNATURE:</b>	/Sarah M House/
<b>DATE SIGNED:</b>	01/10/2017

**Total Attachments: 11**

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## INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT

This Intellectual Property Assignment Agreement (the "Intellectual Property Assignment Agreement") is made and entered into by and among Cirque, Inc., Variety Arts Management, Inc., Cirque Tours, Inc., Cirque Broadway, Inc., N-Tertain, Inc., SeaCirque Productions, Inc., Visionz Productions, Inc., Pop Goes the Rock, Inc., Cirque US, Inc., Cirque Stuff, Inc., Cirque Holdings, LLC, and Dream Studios, LLC, each organized under the laws of the State of Florida and each having a place of business at 1985 NW 18<sup>th</sup> Street, Pompano Beach, FL 33069 (each, an "Assignor" and together, the "Assignors") and Cirque Dreams Holdings LLC, organized under the laws of the State of Delaware and having a place of business at 666 Fifth Avenue, 27th Floor, New York, NY 10103 (the "Assignee").

WHEREAS, the Assignors and the Assignee are parties to that certain Asset Purchase Agreement dated as of December 15, 2016 (the "Agreement").

WHEREAS, Assignors are collectively the owner of all right, title and interest in and to the patents, patent applications, all inventions included therein, trademarks, copyrights and other intellectual property set forth in Exhibit A hereof (collectively, the "Intellectual Property"); and

WHEREAS, pursuant to the Agreement, the Assignors desire to assign to Assignee the entire right, title and interest in the Intellectual Property and the Assignee desires to acquire the entire right, title and interest in the Intellectual Property.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignors do hereby sell, assign, transfer and set over, unto Assignee, its successors, legal representatives and assigns, any and all rights, title, and interest of the Assignors in and to the Intellectual Property, including, in and to any and all related direct and indirect divisions, continuations, renewals, applications and registrations and continuations-in-part of the Intellectual Property, and any and all related Applications for Letters Patent and Letters Patent or other intellectual property registration in the United States, all foreign countries, and all issuing bodies which may be granted therefore and thereon, and reissues, reexaminations and extensions of said Letters Patent, and all rights under the International Convention for the Protection of Industrial Property, and all inventions included therein, the same to be held and enjoyed by Assignee, for its own use and benefit and the use and benefit of its successors, legal representatives and assigns, to the full end of the term or terms for which Letters Patent or other intellectual property registrations may be granted and/or extended, together with the goodwill of the business with which the Intellectual Property are used and that are symbolized by the Intellectual Property, including all rights of recovery based on past, present or future infringement, dilution or other violation of said Intellectual Property, as fully and entirely as the same would have been held and enjoyed by the Assignors, had this sale and assignment not been made.

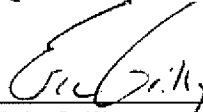
This Intellectual Property Assignment may be executed in any number of counterparts with the same effect as if the parties have signed the same document. All such counterparts will be construed together and constitute one agreement. Signatures transmitted by facsimile or .pdf shall have the same effect as original signatures.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Intellectual Property Assignment Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

*Assignee:*

**CIRQUE DREAMS HOLDINGS LLC**



By: Eric Grilly

Its: Chief Executive Officer

*[Assignee's Intellectual Property Assignment Agreement Signature Page]*

IN WITNESS WHEREOF, the parties hereto have caused this Intellectual Property Assignment Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

*Assignors:*

**CIRQUE TOURS, INC.**

By: Neil Goldberg  
Its: President

**N-TEKTAIN, INC.**

By: Neil Goldberg  
Its: President

**VISIONZ PRODUCTIONS, INC.**

By: Neil Goldberg  
Its: President

**CIRQUE US, INC.**

By: Neil Goldberg  
Its: President

**CIRQUE HOLDINGS, LLC**

By: Neil Goldberg  
Its: President

**CIRQUE, INC.**

By: Neil Goldberg  
Its: President

**CIRQUE BROADWAY, INC.**

By: Neil Goldberg  
Its: President

**SEACIRQUE PRODUCTIONS, INC.**

By: Neil Goldberg  
Its: President

**POP GOES THE ROCK, INC.**

By: Neil Goldberg  
Its: President

**CIRQUE STUFF, INC.**

By: Neil Goldberg  
Its: President

**DREAM STUDIOS, LLC**

By: Neil Goldberg  
Its: President

**VARIETY ARTS MANAGEMENT,  
INC.**

By: Neil Goldberg  
Its: President

{Assignors' Intellectual Property Assignment Agreement Signature Page}

**Exhibit A**

Intellectual Property

[See attached.]

Cirque, Inc.  
Copyright Schedule

Title	Reg. No./Date	Claimant
Neil Goldberg's Cirque	VA0001074222 November 30, 2000	Cirque, Inc.



Cirque Holdings, LLC  
Trademark Schedule

Mark	Status	App.No./Date	Reg.No./Date	Goods/Services	Owner
CIRQUE DREAMS UNWRAPPED	Filed	86687920 July 9, 2015	N/A	Entertainment services, namely, production and presentation of theatrical performances featuring artistry, comedy, acrobatics and dance accompanied by music in Class 41	Cirque Holdings, LLC (Florida Limited Liability Company)
CIRQUE DREAMS ROCKS	Registered	85815686 January 4, 2013	4649722 December 2, 2014	Entertainment services, namely, production and presentation of theatrical performances featuring artistry, comedy, acrobatics and dance accompanied by music in Class 41	Cirque Holdings, LLC (Florida Limited Liability Company)
CIRQUE DREAMS SPLASHTASTIC	Registered	85815180 January 3, 2013	4649721 December 2, 2014	Entertainment services, namely, production and presentation of theatrical performances featuring artistry, comedy, acrobatics and dance accompanied by music in Class 41	Cirque Holdings, LLC (Florida Limited Liability Company)
Mark	Status	App.No./Date	Reg.No./Date	Goods/Services	Owner
CIRQUE DREAMS REVEALED	Registered	85968423 June 24, 2013	4622054 October 14, 2014	Entertainment services, namely, production and presentation of theatrical	Cirque Holdings, LLC (Florida Limited Liability


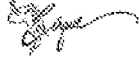
Cirque Holdings, LLC  
Trademark Schedule

				performances featuring artistry, comedy, acrobatics and dance accompanied by music in Class 41	Company)
<b>CIRQUE DREAMS KIDSTIME</b>	Registered	85637086 May 29, 2012	4515300 April 15, 2014	Entertainment services, namely, production and presentation of theatrical performances featuring artistry, comedy, acrobatics and dance accompanied by music; arranging and conducting entertainment activities and events for children in Class 41	Cirque Holdings, LLC (Florida Limited Liability Company)
<b>CIRQUE DREAMS</b>	Registered	78320577 October 29, 2003	2945963 May 3, 2005	Entertainment services in the nature of theatrical and circus performances in Class 41	Cirque Holdings, LLC (Florida Limited Liability Company)
<b>CIRQUE DREAMS &amp; SCREAMS</b>	Abandoned	77942829 February 23, 2010	N/A	Entertainment services, namely, production and presentation of theatrical performances featuring artistry, comedy, acrobatics and dance accompanied by music in Class 41	Cirque Holdings, LLC (Florida Limited Liability Company)
<b>CIRQUE DREAMS PANDEMONIA</b>	Cancelled	77180712 May 14, 2007	3528348 November 4, 2008	Entertainment services, namely, production and presentation of theatrical performances featuring artistry, comedy, acrobatics and dance accompanied by music	Cirque Holdings, LLC (Florida Limited Liability Company)
<b>Mark</b>	<b>Status</b>	<b>App.No./Date</b>	<b>Reg.No./Date</b>	<b>Goods/Services</b>	<b>Owner</b>
<b>CIRQUE DREAMS JUNGLE FANTASY</b>	Registered	77469568 May 8, 2008	3637794 June 16, 2009	Entertainment services, namely, production and presentation of theatrical performances featuring artistry,	Cirque Holdings, LLC (Florida Limited Liability Company)

Cirque Holdings, LLC  
Trademark Schedule

				comedy, acrobatics and dance accompanied by music in Class 41	
<b>CIRQUE DREAMS COBRILA</b>	Registered	77033668 October 31, 2006	3521158 October 21, 2008	Entertainment services, namely, production and presentation of theatrical performances featuring artistry, comedy, acrobatics and dance accompanied by music in Class 41	Cirque Holdings, LLC (Florida Limited Liability Company)
<b>CIRQUE DREAMS ILLUMINATION</b>	Registered	77033670 October 31, 2006	3521159 October 21, 2008	Entertainment services, namely, production and presentation of theatrical performances featuring artistry, comedy, acrobatics and dance accompanied by music in Class 41	Cirque Holdings, LLC (Florida Limited Liability Company)
<b>CIRQUE DREAMS AMERICA</b>	Abandoned	77033669 October 31, 2006	N/A	Entertainment services, namely, production and presentation of theatrical performances featuring artistry, comedy, acrobatics and dance accompanied by music in Class 41	Cirque Holdings, LLC (Florida Limited Liability Company)
<b>SYMPHONY &amp; CIRQUE POPULAIRE</b>	Cancelled	78799508 January 25, 2006	3208066 February 13, 2007	Entertainment services in the nature of theatrical and circus performances in Class 41	Cirque Holdings, LLC (Florida Limited Liability Company)
<b>Mark</b>	<b>Status</b>	<b>App.No./Date</b>	<b>Reg.No./Date</b>	<b>Goods/Services</b>	<b>Owner</b>
<b>CHRISTMAS DREAMS</b>	Abandoned	78522257 November 23, 2004	N/A	Entertainment in the nature of theater productions in Class 41	Cirque, Inc. (Florida Corporation)
<b>CIRQUE ROCKS</b>	Abandoned	78376987 March 2, 2004	N/A	Entertainment services in the nature of theatrical and circus performances in Class 41	Cirque, Inc. (Florida Corporation).
<b>DINNERACTIVE</b>	Cancelled	78309381 October 3, 2003	2886689 September 21, 2004	Entertainment services in the nature of theatrical and circus performances in Class	Cirque Holdings, LLC (Florida Limited

Cirque Holdings, LLC  
Trademark Schedule

				41	Liability Company)
<b>CIRQUE ARTISTIQUE</b>	Abandoned	75332104 July 28, 1997	N/A	Entertainment services in the form of a musical variety show in Class 41	Cirque, Inc. (Florida Corporation)
<b>NEIL GOLDBERG'S CIRQUE INGENIEUX THEATRE OF IMAGINATION</b> 	Cancelled	75098649 May 3, 1996	2059186 May 6, 1997	Entertainment services in the form of a variety show in Class 41	Cirque, Inc. (Florida Corporation)
<b>CIRQUE</b> 	Abandoned	74434051 September 10, 1993	N/A	Conducting entertainment exhibitions in the nature of a musical variety show in Class 41	Cirque, Inc. (Florida Corporation).
<b>Mark</b>	<b>Status</b>	<b>App.No./Date</b>	<b>Reg.No./Date</b>	<b>Goods/Services</b>	<b>Owner</b>
<b>CIRQUE CELEBRATION</b>	Abandoned	86072899 September 14, 2013	N/A	Entertainment services, namely, production and presentation of theatrical performances featuring artistry, comedy, acrobatics and dance accompanied by music in Class 41	Cirque Holdings, LLC (Florida Limited Liability Company)
<b>BURLESQUE RHYTHM &amp; MOVES</b>	Abandoned	85187998 December 1, 2010	N/A	Entertainment services, namely, production and presentation of theatrical performances featuring artistry, comedy, acrobatics and dance accompanied by music in Class 41	Cirque Holdings, LLC (Florida Limited Liability Company)
<b>POP GOES THE ROCK</b>	Abandoned	85131532 September 16, 2010	N/A	Entertainment services, namely, production and presentation of	Cirque Holdings, LLC (Florida Limited

Cirque Holdings, LLC  
Trademark Schedule

				theatrical performances featuring artistry, comedy, acrobatics and dance accompanied by music in Class 41	Liability Company
<b>COOBRILA</b>	Abandoned	77033673 October 31, 2006	N/A	Clothing, namely, t-shirts, tank tops, collared golf shirts, sweaters, jackets, jogging suits, sweat shirts, sweat pants, short pants, swim wear, dress shirts, skirts, blouses and dress pants; Headgear, namely, caps, hats, bandannas and headwear in Class 25	Cirque Holdings, LLC (Florida Limited Liability Company)