

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM462718

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT		
EFFECTIVE DATE:	02/13/2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MJS Events LLC		02/13/2018	Limited Liability Company: NEW YORK
RECEIVING PARTY DATA			
Name:	Provocateur Los Angeles, LLC		
Street Address:	4643 South Ulster Street, Suite 1120		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80237		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	5117441	PROVOCATEUR	
Registration Number:	3703191	PROVOCATEUR	
Registration Number:	5128800	PROVOCATEUR	
CORRESPONDENCE DATA			
Fax Number:	3177133699		
<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>			
Phone:	3177133500		
Email:	efstrademarks@taftlaw.com		
Correspondent Name:	M. Zach Gordon		
Address Line 1:	One Indiana Square, Suite 3500		
Address Line 2:	Taft Stettinius & Hollister LLP		
Address Line 4:	Indianapolis, INDIANA 46204		
NAME OF SUBMITTER:	M. Zach Gordon		
SIGNATURE:	/M. Zach Gordon/		
DATE SIGNED:	02/20/2018		
Total Attachments: 7			
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TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT (“Trademark Assignment”) is made and effective as of this 13th day of February 2018 between MJS Events LLC, a New York limited liability company (“Assignor”), and Provocateur Los Angeles, LLC, a Delaware limited liability company (“Assignee”).

WITNESSETH

WHEREAS, Assignor, having an address at 51 Downing Street, New York, New York 10014, Attn: Brian Gefter, is the owner of the trademarks and the service marks set forth on Schedule A attached hereto and made a part hereof (the “TRADEMARKS”); and

WHEREAS, Assignee, having an address at 4643 South Ulster Street, Suite 1120, Denver, Colorado 80237, Attn: Manager, United States of America (“ASSIGNEE”), desires to acquire the entire right, title and interest in, to and under each TRADEMARK.

WHEREAS, Assignee will purchase certain assets of Assignor pursuant to an [Asset Purchase Agreement] dated February 13, 2018 (“Purchase Agreement”) between Assignor and Assignee including, without limitation, the Trademarks and Assignor has agreed to execute and deliver this Trademark Assignment for recording with the United States Patent and Trademark Office and corresponding entities or agencies in applicable jurisdictions.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer, 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 as fully and entirely as the same would have been held and enjoyed by ASSIGNOR if this Assignment had not been made, all of ASSIGNOR'S entire right, title and interest in, to and under each TRADEMARK and the registrations therefor, and any renewals thereof, in the United States and all jurisdictions outside the United States, together with the good will symbolized by and associated with each TRADEMARK, and 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 assigned to ASSIGNEE under this Trademark Assignment.

ASSIGNOR authorizes and requests the U.S. Patent and Trademark Office, or any foreign equivalent thereof, to record ASSIGNEE as the owner of each TRADEMARK 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.

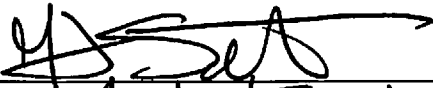
ASSIGNOR and ASSIGNEE acknowledge and agree that this Trademark Assignment is entered into pursuant to the Purchase Agreement, to which reference is made for a further statement of the rights and obligations of ASSIGNOR and ASSIGNEE with respect to the Trademarks. The representations, warranties, covenants, agreements and indemnities contained in the Purchase Agreement shall not be superseded by this Trademark Assignment but shall remain in full force and effect to the full extent provided in Purchase Agreement. In the event of any conflict or inconsistency between the terms of the Purchase Agreement and the terms of this Trademark Assignment, the terms of the Purchase Agreement shall govern.

This Trademark 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.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

MJS EVENTS LLC

By: 
Name: Michael Sazsky
Title: Partner / Marketing Manager

PROVOCATEUR LOS ANGELES, LLC


By: _____
Name: Ted Kim
Title: Manager

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

MJS EVENTS LLC

By: _____
Name: _____
Title: _____

PROVOCATEUR LOS ANGELES, LLC

By:  _____
Name: Ted Kim
Title: Manager

State of New York :
County of New York : ss.

On this 13th day of February 2018, personally appeared before me the above-named MICHAEL SISKY, to me known and known to me to be the person described in and who executed the foregoing instrument in his capacity as the MEMBER of Assignor and acknowledged the same to be his act and deed in and for the purposes set forth in said instrument.

(notary seal)

notary signature
print name _____
Commission expires _____

RAVI IVAN SHARMA
Notary Public - State of New York
Qualified in New York County
02SH6221466 - Comm. Exp. 5/31/2018

State of Indiana :
County of Marion : ss.

On this 13th day of February 2018, acknowledged before me the above-named Ted Kim, to me known and known to me to be the person described in and who executed the foregoing instrument in his capacity as the Manager of Assignee and acknowledged the same to be his act and deed in and for the purposes set forth in said instrument.

(notary seal)

notary signature
print name _____
Commission expires _____

State of New York :
County of New York : ss.

On this ____ day of February 2018, personally appeared before me the above-named _____, to me known and known to me to be the person described in and who executed the foregoing instrument in his capacity as the _____ of Assignor and acknowledged the same to be his act and deed in and for the purposes set forth in said instrument.

(notary seal)

notary signature
print name _____
Commission expires _____

State of Indiana :
County of Marion : ss.

On this 13th day of February 2018, acknowledged before me the above-named Ted Kim, to me known and known to me to be the person described in and who executed the foregoing instrument in his capacity as the Manager of Assignee and acknowledged the same to be his act and deed in and for the purposes set forth in said instrument.

(notary seal)



Michelle B Hubbard

notary signature
print name Michelle D'Brien Hubbard
Commission expires 8/6/2023

EXHIBIT A

TRADEMARKS

1. "Provocateur"
United States Patent and Trademark Office
Registration No. 5117441
Registration Date: January 10, 2017
Filing Date: December 22, 2015
2. "Provocateur"
United States Patent and Trademark Office Registration No. 5128800
International Registration No. 1326192
Filing Date: June 20, 2016
3. "Provocateur"
United States Patent and Trademark Office
Service Mark
Registration No. 3703191
4. "Provocateur"
United Arab Emirates Registration
Date: 2014/08/05
Number: 202603
Issued 5, August, 2015
5. "Provocateur"
Romarin – International Registration
Madrid – International Trademark System
Registration No. 1265375
Registration Date: 30/07/2015
6. "Provocateur"
Romarin – International Registration
Madrid – International Trademark System
Registration No. 1326192
Registration Date: 14/09/2016