

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM470065

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lifescrypt Asset Acquisition Corp.		09/26/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Transfor Digital Media Marketing, Inc.		
Street Address:	22700 Savi Ranch Pkwy		
City:	Yorba Linda		
State/Country:	CALIFORNIA		
Postal Code:	92887		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4020977	THE CUTEKID	
Serial Number:	87531052	THE CUTEKID	
Serial Number:	87534872	CANVASPEOPLE	
CORRESPONDENCE DATA			
Fax Number:	2063599000		
<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:	2063593408		
Email:	amatusheski@perkinscoie.com		
Correspondent Name:	Alicia Matusheski		
Address Line 1:	1201 3rd Ave., Suite 4900		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	129792.4000		
NAME OF SUBMITTER:	Alicia Matusheski		
SIGNATURE:	/Alicia Matusheski/		
DATE SIGNED:	04/16/2018		
Total Attachments: 7			
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ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT (this "Agreement"), dated as of September 26, 2017, is entered into by and among Lifescript Asset Acquisition Corp., a Delaware corporation ("LAAC"), Lifescript, Inc., a Delaware corporation ("Lifescript" and, together with LAAC, individually a "Seller Party" and together the "Seller Parties"), Jondo, Ltd., a California corporation ("Jondo") and Transfor Digital Media Marketing, Inc., a California corporation ("Buyer" and together with Jondo, the "Buyer Parties").

RECITALS

WHEREAS, the Seller Parties are engaged in the Business (as defined herein); and

WHEREAS, the Seller Parties desire to sell the Purchased Assets (as defined herein) and assign the Assumed Liabilities (as defined herein), and Buyer desires to purchase the Purchased Assets and assume the Assumed Liabilities, all on the terms and subject to the conditions set forth in this Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants, agreements and conditions hereinafter set forth, and intending to be legally bound hereby, the parties hereto agree as follows.

ARTICLE I.

PURCHASE AND SALE OF ASSETS

1.1. Definition of "Business." As used herein, "Business" shall mean, collectively, the business of (a) creating customized and personal canvasses from customer photos, known as "Canvas People", and (b) offering and promoting a monthly photo contest for children, known as "The CuteKid."

1.2. Assets to be Transferred. Subject to the terms and conditions of this Agreement, on the Closing Date (as defined herein), the Seller Parties shall sell, transfer, convey, assign, and deliver to Buyer, and Buyer shall purchase and accept, free and clear of all Liens other than Permitted Liens, all of the business, rights, claims and assets (of every kind, nature, character and description, whether real, personal or mixed, tangible or intangible, accrued, contingent or otherwise, and wherever situated) of the Seller Parties used solely and exclusively in the Business (collectively, the "Purchased Assets"), which consist of the following assets or rights of the Seller Parties, as applicable:

(a) [REDACTED]

(b) [REDACTED]

(c) [REDACTED]

(d) [REDACTED]

[REDACTED]

(e) Intellectual Property. All of the Seller Parties' Intellectual Property described on Schedule 1.2(f) used to conduct the Business (the "Purchased Intellectual Property").

(f) [REDACTED]

(g) Goodwill. All goodwill and the going concern value of the Purchased Assets and the Business.

(h) [REDACTED]

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

LAAC:

LIFESCRIPT ASSET ACQUISITION CORP.

By: _____

Name: Ronald L. Caporale

Title: Chief Executive Officer

LIFESCRIPT:

LIFESCRIPT, INC.

By: _____

Name: Ronald L. Caporale

Title: Chief Executive Officer

BUYER:

TRANSFOR DIGITAL MEDIA MARKETING, INC.

By: _____

Name: John S. Doe

Title: President

JONDO:

JONDO, LTD.

By: _____

Name: John S. Doe

Title: President

TRADEMARK

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

LAAC:

LIFESCRIPT ASSET ACQUISITION CORP.

By: _____

Name: Ronald L. Caporale
Title: Chief Executive Officer

LIFESCRIPT:

LIFESCRIPT, INC.

By: _____

Name: Ronald L. Caporale
Title: Chief Executive Officer

BUYER:

TRANSFOR DIGITAL MEDIA MARKETING, INC.

By:  _____

Name: John S. Doe
Title: President

JONDO:

JONDO, LTD.

By:  _____

Name: John S. Doe
Title: President

TRADEMARK

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- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

Blogs

- [REDACTED]
 - [REDACTED]
 - [REDACTED]

Administrative Domain Names

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

Copyright

- [REDACTED]

Trademarks

- Canvaspeople pending trademark (word mark) (application filed)
- Cutekid registered trademark (logo mark) (Registration No. 4020977)
- Cutekid pending trademark (word mark) (application filed)

Source Code

- [REDACTED]
 - [REDACTED]
 - [REDACTED]

Schedule 4.13(a)

Intellectual Property

Registered Trademark

Mark: The Cutekid
Registration Number: 4020977
Registration Date: September 6, 2011
Owner of Record: Lifescript Asset Acquisition Corp.

Trademarks- Applications Pending

Mark: The Cutekid
Serial Number: 87531052
Filing Date: July 17, 2017
Applicant: Lifescript, Inc.

Mark: Canvaspeople
Serial Number: 87534872
Filing Date: July 19, 2017
Applicant: Lifescript Asset Acquisition Corp.

Schedule 1.2(f) is hereby incorporated by reference into this Schedule 4.13(a).