

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM487102

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Costume Gallery, Inc		04/30/2018	Corporation:
Art Stone Inc		04/30/2018	Corporation:
RECEIVING PARTY DATA			
Name:	Costume Gallery Holdings, LLC		
Street Address:	312 S Gay St Ste 200		
City:	Knoxville		
State/Country:	TENNESSEE		
Postal Code:	37902		
Entity Type:	Limited Liability Company: TENNESSEE		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	3487202	COSTUME GALLERY	
Registration Number:	2836527	ART STONE	
Registration Number:	1333256		
Registration Number:	1886139	THE COMPETITOR	
Registration Number:	2876155	COSTUMES ON DEMAND	
Registration Number:	1205501	LA MENDOLA	
Registration Number:	4489014	LIKE NO OTHER COSTUME COMPANY IN THE WOR	
Registration Number:	2773396	PROFESSIONAL PLATTER TUTU	
Registration Number:	2758280	TEACHER'S CHOICE AWARD	
Registration Number:	2608969	COSTUME GALLERY	
Registration Number:	1309405	DANCEAMERICA	
Registration Number:	2378299	INTERNATIONAL DANCE CHALLENGE	
CORRESPONDENCE DATA			
Fax Number:			
<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:	(865)351-0055		
Email:	ray.haley@henryandwallace.com		

OP \$315.00 3487202

Correspondent Name: Brant Enderle
Address Line 1: 312 S Gay St Ste 200
Address Line 4: Knoxville, TENNESSEE 37902

NAME OF SUBMITTER: Brant Enderle

SIGNATURE: /Brant Enderle/

DATE SIGNED: 08/22/2018

Total Attachments: 6

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment"), dated April 30th, 2018, is made and entered into by and among Costume Gallery, Inc., a Delaware corporation ("Costume Gallery"), Art Stone, Inc., a Delaware Corporation, on behalf of itself and all of its controlled affiliates ("Artstone", and together with Costume Gallery, "Assignor"), on the one hand, and Costume Gallery Holdings, LLC a Tennessee corporation ("Assignee"), on the other hand.

LLC Req-5-18

WITNESSETH:

WHEREAS, Assignor owns of all right, title and interest in and to the Marks (as such term is defined herein);

WHEREAS, the Assignor desires to sell and assign to Assignee and Assignee wishes to purchase and obtain Assignor's entire right, title and interest in and to the Marks;

NOW THEREFORE, in consideration of the premises and the mutual covenants and Assignments hereinafter contained, the parties hereto hereby agree as follows:

1. Assignor Marks. Per the "Asset Purchase Agreement" Dated April 30th, 2018, Assignor hereby irrevocably assigns all of its right, title and interest in the trademarks identified and set forth on Schedule A attached hereto and incorporated herewith (collectively, the "Marks"), to Assignee. Assignor acknowledges that, following such assignment, the Assignee shall be the owner of all right, title and interest in and to the Marks. Assignee will record the assignment as it deems necessary and at its sole expense. Assignor will take all additional steps and execute additional documents as reasonably requested by Assignee to perfect this assignment and/or register this assignment with the proper state and local regulatory agencies and authorities.

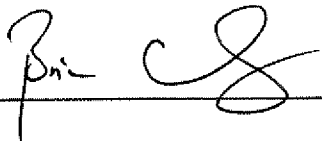
1.1 Assignor acknowledges that the Marks include, without limitation, all to use, modify and exploit the Marks; the right to exclude others from using any and all of the Marks; the right to license, assign, convey, and pledge any of the Marks to others; the right to sue others and to collect damages for past, present and future infringements of any of the Marks; the right to create derivatives of the Marks and to retain full ownership of such derivatives; and the right to file and prosecute applications to protect rights in the Marks.

1.2 Assignor acknowledges that the Assignor is the owner of all right, title and interest in and to the Marks set forth on Schedule A and that such Marks are free and clear of any security interest or other lien or encumbrance of any kind

- 1.3 Assignor represents, warrants and covenants that the transfer by Assignor to the Assignee as contemplated hereby shall transfer to Assignee good and marketable title to the Marks
- 1.4 Assignor acknowledges that the assignment of the Marks to Assignor shall not result in the breach of any Assignment to which the Assignor is a party, nor will such assignment result in the breach of any federal or state law and that no consent is required in connection with the transfer contemplated by this Assignment. Assignor shall not at any time do, or knowingly permit to be done, any act or thing that would impair the rights of the Assignee in and to the Marks or adversely affect the validity of the Marks.

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

COSTUME GALLERY, INC, ARTSTONE, INC

By: /s/  _____

Name: *Brian Chung*

Title: *SECRETARY*

COSTUME GALLERY HOLDINGS, LLC

By: /s/ _____

Name: Mr. Brant Enderle

Title:


SCHEDULE A

**ART STONE INC.,
COSTUME GALLERY, INC.
and
DANCE OLYMPUS, INC.**

TRADEMARK REGISTRATIONS
(as of October 19, 2017)

A. ART STONE INC.


1. U.S. Trademark Registrations:

	<u>MARK</u>	<u>REG. DATE; REG. NO.</u>	<u>CLASS; GOODS / SERVICES</u>	<u>STATUS</u>
1.	"ART STONE"	4/27/2004; 2,836,527	<u>Class 35:</u> Retail store services specializing in dance and gymnastic supplies and costumes	-- Registered -- Renewed -- Next Renewal Due by 4/27/2024
2.	[Clown Design] 	4/30/1985; 1,333,256	<u>Class 18:</u> Tote bags; and <u>Class 25:</u> Dance costumes-namely, leotards, ballet, tap and jazz dancing shoes, gymnastic slippers, leg warmers, tights, trunks, shirts, pants and vests and sportswear-namely, shorts, T-shirts, sweat shirts, sweat shorts and sweat pants	-- Registered -- Renewed -- Next Renewal Due by 4/30/2025
3.	"THE COMPETITOR"	3/28/1995; 1,886,139	<u>Class 25:</u> Dance uniforms, skating uniforms, kickline performance uniforms, cheerleading uniforms, drill team uniforms, pom pom team uniforms	-- Registered -- Renewed -- Next Renewal Due by 3/28/2025
4.	"COSTUMES ON DEMAND"	8/24/2004; 2,876,155	<u>Class 25:</u> Costumes for use in special events, namely	-- Registered -- Renewed

			theatrical productions, dance recitals, dance competitions	-- Next Renewal Due by 8/24/2024
5.	"LA MENDOLA"	8/17/1982; 1,205,501	<u>Class 25</u> : Ballet shoes	-- Registered -- Renewed -- Next Renewal Due by 8/17/2022
6.	"LIKE NO OTHER COSTUME COMPANY IN THE WORLD"	2/25/2014; 4,489,014	<u>Class 25</u> : Dance uniforms and costumes	-- Registered -- Renewal Due by 2/25/2024
7.	"PROFESSIONAL PLATTER TUTU"	10/14/2003; 2,773,396	<u>Class 25</u> : Costumes for use in special events, namely, a tutu that is ruffled and wired and gives a thin profile	-- Registered -- Renewed -- Next Renewal Due by 10/14/2023
8.	"TEACHER'S CHOICE AWARD"	9/2/2003; 2,758,280	<u>Class 41</u> : Organizing, coordinating and hosting competitions in the field of dance and providing awards for said competitions	-- Registered -- Renewed -- Next Renewal Due by 9/2/2023

B. COSTUME GALLERY, INC.

1. U.S. Trademark Registrations:

	<u>MARK</u>	<u>REG. DATE; REG. NO.</u>	<u>CLASS; GOODS / SERVICES</u>	<u>STATUS</u>
9.	"COSTUME GALLERY"	8/20/2002; 2,608,969	<u>Class 25</u> : Dance costumes; and clothing for gymnastics, namely, body suits, camisoles, gloves, hats, headbands, jerseys, leggings, leg warmers, leotards, pants, shirts, shorts, skirts, socks, stockings, sweatpants, sweatshirts, tights, unitards, warm-up jackets, and warm-up pants	-- Registered -- Next Renewal Due by 8/20/2022
10.	"COSTUME GALLERY" [and Dancer Design] 	8/19/2008; 3,487,202	<u>Class 25</u> : Dance costumes, praise dance costumes, boas, body suits, cargo pants, fingerless gloves, gloves, half-gloves, hats, headbands, leggings, leg	-- Registered -- Renewal Due by 8/19/2018

			<p>warmers, leotards, mitts in the nature of gloves, pants, shirts, shorts, skirts, socks, stockings, sweatpants, sweatshirts, ties, tights, tutus, unitards, vests, warm-up jackets, and warm-up pants; and</p> <p><u>Class 35</u>: Wholesale distributorship services, mail order and catalog services, and online retail store services featuring liturgical dance costumes, praise dance costumes, belts, berets, boas, body suits, cargo pants, fingerless gloves, gloves, half-gloves, hats, headbands, leggings, leg warmers, leotards, mitts, pants, shirts, shoes, shorts, skirts, socks, stockings, sweatpants, sweatshirts, ties, tights, tutus, unitards, vests, warm-up jackets, warm-up pants, barrettes, bracelets, canes, pom-poms, combs, earrings, feathers and plumes for ornamentation, hair pins, jewelry, maracas, ornamental fans, parasols, tambourines, tiaras, wands and wigs</p>	
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C. DANCE OLYMPUS, INC.

1. U.S. Trademark Registrations:

	<u>MARK</u>	<u>REG. DATE; REG. NO.</u>	<u>CLASS; GOODS / SERVICES</u>	<u>STATUS</u>
11.	"DANCEAMERICA"	12/11/1984; 1,309,405	<u>Class 41:</u> Entertainment and educational services- namely, conducting dancing instructions; organizing and promoting dance competitions	-- Registered -- Renewed -- Next Renewal Due by 12/11/2024

D. INTERNATIONAL DANCE CHALLENGE, LLC

1. U.S. Trademark Registrations:

	<u>MARK</u>	<u>REG. DATE; REG. NO.</u>	<u>CLASS; GOODS / SERVICES</u>	<u>STATUS</u>
12.	"INTERNATIONAL DANCE CHALLENGE"	8/15/2000; 2,378,299	<u>Class 25:</u> Entertainment services, namely conducting dance competitions	-- Registered -- Renewed -- Next Renewal Due by 8/15/2020