

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM528560

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the "Entity Type" field on the cover sheet and supporting document from "California" to "Delaware" and the address. previously recorded on Reel 006471 Frame 0827. Assignor(s) hereby confirms the ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rebel Girl, Inc.		09/26/2018	Corporation: MICHIGAN

RECEIVING PARTY DATA

Name:	Timbuktu Labs, Inc.
Street Address:	520 Broadway, Suite 200
Internal Address:	WeWork Santa Monica, Attn: Timbuktu Labs
City:	Santa Monica
State/Country:	CALIFORNIA
Postal Code:	90401
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	4912914	REBEL GIRL
Registration Number:	3803111	REBEL GIRL
Registration Number:	3470916	REBEL GIRL
Registration Number:	3551278	REBEL GIRL
Registration Number:	3573494	REBEL GIRL
Registration Number:	3435878	THE REBEL GIRLS

CORRESPONDENCE DATA

Fax Number: 3109145880

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: (310) 312-4246

Email: jwood@manatt.com, jburns@manatt.com, ipdocket@manatt.com

Correspondent Name: Jessica Wood c/o Manatt, Phelps & Phillips

Address Line 1: 11355 W. Olympic Blvd.

Address Line 4: Los Angeles, CALIFORNIA 90064

ATTORNEY DOCKET NUMBER: 64311-036

TRADEMARK

REEL: 006674 FRAME: 0644

900503377

CH \$165.00 4912914

NAME OF SUBMITTER:	Jessica A. Wood
SIGNATURE:	/Jessica A. Wood/
DATE SIGNED:	06/20/2019
Total Attachments: 9 source=2019-06-19 Favilli Decl. - Corrective Assignment & Exs. 1-2 (signed)#page1.tif source=2019-06-19 Favilli Decl. - Corrective Assignment & Exs. 1-2 (signed)#page2.tif source=2019-06-19 Favilli Decl. - Corrective Assignment & Exs. 1-2 (signed)#page3.tif source=2019-06-19 Favilli Decl. - Corrective Assignment & Exs. 1-2 (signed)#page4.tif source=2019-06-19 Favilli Decl. - Corrective Assignment & Exs. 1-2 (signed)#page5.tif source=2019-06-19 Favilli Decl. - Corrective Assignment & Exs. 1-2 (signed)#page6.tif source=2019-06-19 Favilli Decl. - Corrective Assignment & Exs. 1-2 (signed)#page7.tif source=2019-06-19 Favilli Decl. - Corrective Assignment & Exs. 1-2 (signed)#page8.tif source=2019-06-19 Favilli Decl. - Corrective Assignment & Exs. 1-2 (signed)#page9.tif	

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

DECLARATION OF ELENA FAVILLI

I, Elena Favilli, declare:

1. I am Chief Executive Officer of Timbuktu Labs, Inc., a Delaware corporation ("Timbuktu"). In my position at Timbuktu I have access in the ordinary course of business to, and authority over, Timbuktu's business records and trademark files, including but not limited to its trademark applications and registrations. Pursuant to the Trademark Manual of Examining Procedure §503.06(b), I submit this declaration in support of Timbuktu's request to record a corrected Trademark Assignment dated September 26, 2018 ("Assignment") to correct an inadvertent mistake in the manner in which Timbuktu's name is identified in the Assignment, namely, to identify that Timbuktu is a Delaware entity.

2. Pursuant to the Assignment, Timbuktu is the owner of the following registrations (collectively, "Registrations"):

- a. Registration No. 3,470,916 for REBEL GIRL;
- b. Registration No. 3,435,878 for THE REBEL GIRLS;
- c. Registration No. 3,551,278 for REBEL GIRL;
- d. Registration No. 3,573,494 for REBEL GIRL;
- e. Registration No. 3,803,111 for REBEL GIRL; and
- f. Registration No. 4,912,914 for REBEL GIRL.

3. Timbuktu was incorporated in Delaware on or about April 24, 2012. At all times relevant hereto, Timbuktu has been a Delaware corporation. Attached hereto as Exhibit 1 is a true and correct certified copy of the Certificate of Good Standing for Timbuktu issued by the Delaware Secretary of State stating that Timbuktu, "is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence so far as the records of this office show, as of the twenty-first day of March, A.D. 2019," and "the said 'Timbuktu Labs, Inc.' was incorporated on the twenty-fourth day of April, A.D. 2012."

4. The Assignment inadvertently identified Timbuktu as California entity, when Timbuktu was a Delaware entity at that time.

5. Timbuktu, a California corporation, did not exist as a legal entity on the effective date of the Assignment.

6. Timbuktu intended to identify Delaware as its state of incorporation in the Assignment, and this was an inadvertent error made in good faith.

7. Since the effective date of the Assignment, Timbuktu has updated its address of record to the following: WeWork Santa Monica, Attn: Timbuktu Labs, 520 Broadway, Suite 200, Santa Monica, California 90401.

8. A copy of the Assignment as originally recorded in the U.S. Patent and Trademark Office at Reel/Frame No. 6471/0827, which has been corrected to reflect that Timbuktu is a Delaware entity and identify Timbuktu's current address, and initialed and dated by me, is attached hereto as Exhibit 2.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. I, being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements and the like may jeopardize the validity of the Registration or submission, declare that all statements made of my own knowledge are true and that all statements made on information and belief are believed to be true.

Executed on June 19, 2019 in Los Angeles, California.

Elena Pavili

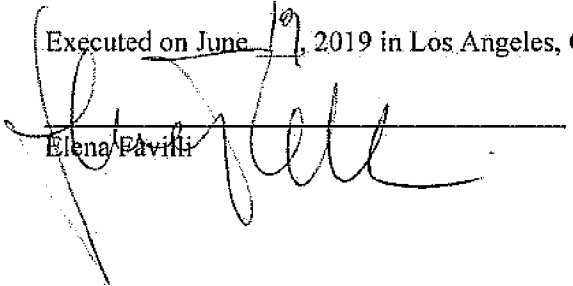


Exhibit 1

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TIMBUKTU LABS, INC" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF MARCH, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TIMBUKTU LABS, INC" WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5144826 8300

SR# 20192181317

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202494613

Date: 03-21-19

TRADEMARK
REEL: 006674 FRAME: 0649

Exhibit 2

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM496269

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rebel Girl, Inc.		09/26/2018	Corporation: MICHIGAN
RECEIVING PARTY DATA			
Name:	Timbuktu Labs, Inc.		
Street Address:	P.O. Box 468		
City:	Venice		
State/Country:	CALIFORNIA		
Postal Code:	90294		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3470916	REBEL GIRL	
Registration Number:	3435878	THE REBEL GIRLS	
Registration Number:	3551278	REBEL GIRL	
Registration Number:	3573494	REBEL GIRL	
Registration Number:	3803111	REBEL GIRL	
Registration Number:	4912914	REBEL GIRL	
CORRESPONDENCE DATA			
Fax Number:	3109966942		
<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:	(310) 312-4208		
Email:	ipdocket@manatt.com, mcooke@manatt.com, lmakings@manatt.com, vsampsonjackson@manatt.com		
Correspondent Name:	M. Cooke c/o Manatt, Phelps & Phillips		
Address Line 1:	11355 W. Olympic Blvd		
Address Line 4:	Los Angeles, CALIFORNIA 90064		
ATTORNEY DOCKET NUMBER:	64311-032		
NAME OF SUBMITTER:	Michelle A. Cooke		
SIGNATURE:	/Michelle A. Cooke/		
DATE SIGNED:	10/31/2018		

CH \$165.00 3470916

Total Attachments: 2

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source=Trademark Assignment (Rebel Girl, Inc.)#page2.tif

"WeWork Santa Monica, Attn: Timbuktu Labs,
520 Broadway, Suite 200, Santa Monica, CA 90401"
Dated: June 11, 2019
Initials: *EF*

**CORRECTIVE
TRADEMARK ASSIGNMENT**

"Delaware"
Dated: June 11, 2019
Initials: *CB*

This ~~TRADEMARK ASSIGNMENT~~ ("Assignment") is entered into and made effective as of September *26*, 2018 ("Effective Date") by and between Rebel Girl, Inc., a Michigan corporation, with its principal place of business at 35530 Hamer, New Baltimore, Michigan 48047 ("Assignor"), and Timbuktu Labs, Inc., a ~~California~~ corporation with its principal place of business at ~~P.O. Box 400, Venice, California 90294~~ ("Assignee"), each a "Party" and collectively, the "Parties."

WHEREAS, Assignor is the owner of all right, title and interest in, to and under the trademarks listed in attached Exhibit A (the "RG Marks");

WHEREAS, Assignee is desirous of obtaining all of Assignor's right, title and interest in, to and under the RG Marks; and

WHEREAS, Assignor has agreed to sell, convey assign and transfer to Assignee, and Assignee has agreed to accept, all of Assignor's right, title and interest in, to and under the RG Marks.


NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows.

Assignor does hereby convey, transfer, assign and deliver unto Assignee the full and entire right, title and interest in, to and under the RG Marks, which shall include, without limitation, all rights that may now or hereafter be vested in or controlled by Assignor or any affiliate of Assignor, together with all the trademarks, service marks, trade names, social media handles and user names, brand names, designs, logos, trade dress and other proprietary indicia of goods and services, whether registered or unregistered, and all registrations and applications for registration of the foregoing, including intent-to-use applications, all issuances, extensions and renewals of such registrations and applications and the goodwill connected with the use of and symbolized by any of the foregoing to the extent owned by Assignor, including without limitation those set forth in Exhibit A hereto; all goodwill associated therewith; and all benefits, privileges, causes of action and remedies relating to any of the foregoing, whether before or hereafter accrued (including, without limitation, the exclusive rights to apply for and maintain all such applications, registrations, renewals and/or extensions; to sue for all past, present or future infringements or other violations of any rights in the RG Marks, and to settle and retain proceeds from any such actions), and any and all of Assignor's (or any affiliate of Assignor) other rights, title and interest of any kind and nature whatsoever in and to the foregoing, the same to vest in Assignee as of the Effective Date.


This Assignment may be executed in two or more counterparts, each of which shall be deemed to be an original and all of which shall constitute the same Agreement.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized officers.

TIMBUKTU LABS, INC.

By: 
Name: Elena Favilli
Title: Chief Executive Officer
Date: September 26, 2018

REBEL GIRL, INC.

By: 
Name: Cher Bell
Title: President
Date: September 26, 2018

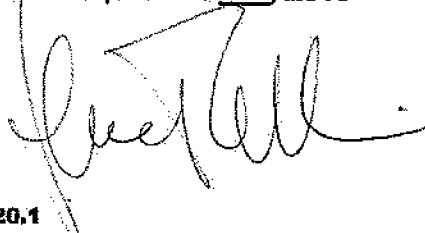


Exhibit A

COUNTRY/JURISDICTION	MARK	TRADEMARK APP. NO.	TRADEMARK REG. NO.
INTERNATIONAL REG.	REBEL GIRL	A 0051232	1259058
EUROPEAN UNION	REBEL GIRL	A 0051232	1259058
UNITED STATES	REBEL GIRL	77-289,302	3,470,916
UNITED STATES	THE REBEL GIRLS	77-324,848	3,435,878
UNITED STATES	REBEL GIRL	77-289,358	3,551,278
UNITED STATES	REBEL GIRL	77-277,262	3,573,494
UNITED STATES	REBEL GIRL	77-865,568	3,803,111
UNITED STATES	REBEL GIRL	86-672,991	4,912,914

A handwritten signature in black ink, appearing to be 'J. [unclear]', is written in the center of the page.