

900520073

10/21/2019

900520073 10/21/2019

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM545974

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Confirmatory Assignment - effective date January 1, 2016	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AHK Recruitment Limited		08/20/2019	Corporation: UNITED-KINGDOM Limited Liability Company: <u>United Kingdom</u>
RECEIVING PARTY DATA			
Name:	The Chemistry Group Limited		
Street Address:	111 Edmund Street		
City:	Birmingham		
State/Country:	UNITED KINGDOM		
Postal Code:	B3 2HJ		
Entity Type:	Corporation: UNITED-KINGDOM Limited Liability Company: <u>United Kingdom</u>		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	5258859	WGLL	
Registration Number:	4405603	POD COACHING	
Registration Number:	4479696	POD COACHING	
CORRESPONDENCE DATA			
Fax Number:	2165796073		
<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:	2165791700		
Email:	ascheidler@pearne.com		
Correspondent Name:	Pearne & Gordon LLP		
Address Line 1:	1801 East 9th Street		
Address Line 2:	Suite 1200		
Address Line 4:	Cleveland, OHIO 44114		
NAME OF SUBMITTER:	Steven J. Solomon		
SIGNATURE:	/stevenjsolomon/		
DATE SIGNED:	10/21/2019		
Total Attachments: 6			
source=TCG assignment 200819#page1.tif			
source=TCG assignment 200819#page2.tif			

CH \$90.00 5258859

900520073

TRADEMARK
REEL: 006780 FRAME: 0609

source=TCG assignment 200819#page3.tif

source=TCG assignment 200819#page4.tif

source=TCG assignment 200819#page5.tif

source=TCG assignment 200819#page6.tif

DATED 20th August 2019

- (1) AHK Recruitment Limited
- (2) The Chemistry Group Limited

CONFIRMATION OF ASSIGNMENT OF TRADE MARKS

CONTENTS

1. INTERPRETATION..... 1
2. AGREEMENT 1
3. GOVERNING LAW 2
4. JURISDICTION 2

This Agreement is dated2019

Parties

- (1) **AHK Recruitment Limited** incorporated and registered in England with company number 06744754 whose registered office is at 111 Edmund Street, Birmingham, United Kingdom, B3 2HJ (**AHK**);
- (2) **The Chemistry Group Limited** incorporated and registered in England with company number 09583681 whose registered office is at One Eleven, Edmund Street, Birmingham, United Kingdom, B3 2HJ (**TCG**).

BACKGROUND

- (A) AHK is currently registered as the proprietor of the Trade Marks (as defined below).
- (B) By the Main Agreement (as defined below) AHK agreed to assign the Trade Marks to TCG.
- (C) In order to update the relevant trade mark registers and to confirm that the Trade Marks have been assigned from AHK to TCG, the parties have agreed to enter into this Agreement.

Agreed terms

1. INTERPRETATION

The following definitions and rules of interpretation apply in this Agreement.

1.1 Definitions:

Main Agreement: the business purchase agreement dated 10 November 2016 between AHK and TCG;

Trade Marks

the registered Trade Marks set out in the Schedule;

- 1.2** Clause, Schedule and paragraph headings shall not affect the interpretation of this Agreement.
- 1.3** The Schedule forms part of this Agreement and shall have effect as if set out in full in the body of this Agreement. Any reference to this Agreement includes the Schedule.
- 1.4** References to clauses and Schedules are to the clauses and Schedule of this Agreement.
- 1.5** Unless the context otherwise requires, words in the singular shall include the plural and in the plural shall include the singular.
- 1.6** Any words following the word 'including', or any similar expression, shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.

2. AGREEMENT

- 2.1** Pursuant to and for the consideration set out in the Main Agreement, AHK hereby confirms that by virtue of the Main agreement all rights, title and interest in and to the Trade Marks were assigned to TCG, together with the following rights:
 - 2.1.1** all statutory and common law rights attaching to the Trade Marks, together with the goodwill of the business relating to the goods or services in respect of which the Trade Marks are registered or used; and
 - 2.1.2** the right to bring, make, oppose, defend, appeal proceedings, claims or actions and obtain relief (and to retain any damages recovered) in respect of any infringement, or any other cause of action (including passing off) arising from ownership, of the Trade Marks whether occurring before, on or after the date of this Agreement.

3. **GOVERNING LAW**

3.1 This Agreement and any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation shall be governed by and construed in accordance with the law of England and Wales.

4. **JURISDICTION**

4.1 Each party irrevocably agrees that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with this Agreement or its subject matter or formation.

This Agreement has been entered into on the date stated at the beginning of it.

Schedule - Trade Marks

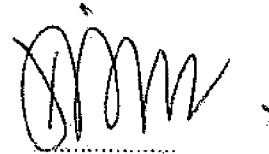
Territory	Mark	Registration number	Classes of goods / services
UK	CHEMISTRY	UK00002552137	35, 41
EU	POD COACHING	010545754	9, 16, 35, 41
EU	WGLL	011324761	9, 16, 35, 41
EU	DO.MODEL	011632056	9, 35, 41
USA	WGLL	5258859	9, 16, 35, 38, 41
USA	POD COACHING	4405603	41
USA	POD COACHING	4479696	35, 38, 39

Signed by
Director, duly authorised for and
on behalf of
AHK RECRUITMENT LIMITED

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

Signature

Signed by
Director, duly authorised for and
on behalf of
THE CHEMISTRY GROUP LIMITED

A handwritten signature in black ink, featuring a large initial 'S' followed by several vertical strokes.

Signature