

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM585915

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
V4 Holdings, LLC		05/15/2020	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GhostlyCo, LLC		
<b>Street Address:</b>	201 S. Division Street, Suite 400		
<b>City:</b>	Ann Arbor		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	48104		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 14</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	88866538	GHOSTLY SONGS	
<b>Serial Number:</b>	88866383	SPECTRAL	
<b>Registration Number:</b>	6049748		
<b>Registration Number:</b>	5738580	GHOSTLY INTERNATIONAL	
<b>Registration Number:</b>	5732448		
<b>Registration Number:</b>	4898470		
<b>Registration Number:</b>	4839799	GHOSTLY INTERNATIONAL	
<b>Registration Number:</b>	4839798		
<b>Registration Number:</b>	3090413		
<b>Registration Number:</b>	3482163		
<b>Registration Number:</b>	3482162	GHOSTLY	
<b>Registration Number:</b>	3689039	SPECTRAL	
<b>Registration Number:</b>	2843445		
<b>Registration Number:</b>	2811089	GHOSTLY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7349302494		
<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>			

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**Phone:** 7347613780  
**Email:** trademarks@bodmanlaw.com  
**Correspondent Name:** Susan M. Kornfield  
**Address Line 1:** 201 S. Division Street, Suite 400  
**Address Line 4:** Ann Arbor, MICHIGAN 48104

**ATTORNEY DOCKET NUMBER:** 017284.1

**NAME OF SUBMITTER:** Susan M. Kornfield

**SIGNATURE:** /susan m. kornfield/

**DATE SIGNED:** 07/10/2020

**Total Attachments: 9**

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**DISTRIBUTION AGREEMENT**  
**(Assets of V4 Holdings, LLC)**

This Distribution Agreement (“Agreement”) is made as of May 15, 2020, by and between V4 Holdings, LLC, a Delaware limited liability company (“V4 Holdings”) and GHOSTLYCO, LLC, a Delaware limited liability company (“GhostlyCo”).

[REDACTED]

NOW, THEREFORE, intending to be legally bound, the parties agree as follows:

1. **Distribution of Distributed Assets.** V4 Holdings hereby distributes to GhostlyCo (as the sole member of V4 Holdings), and GhostlyCo hereby accepts, all of V4 Holdings’ right, title and interest in and to the Distributed Assets, including, without limitation:

[REDACTED]

(f) all Intellectual Property (as defined below);

[REDACTED]

For purposes of this Agreement, the term “Intellectual Property” means any and all rights in, arising out of, or associated with any of the following in any jurisdiction throughout the world: (a) issued patents and patent applications (whether provisional or non-provisional), (b) trademarks, service marks, brands, certification marks, logos, trade dress, trade names, the marks

in Schedule 1 (the “Ghostly Brand”), variations of the Ghostly Brands, and other similar indicia of source or origin, and including the goodwill associated therewith (“Trademarks”); (c) copyrights and works of authorship (“Copyrights”); (d) internet domain names and social media account or user names (including “handles”), whether or not Trademarks, all associated web addresses, URLs, websites and web pages, social media accounts and pages, and all content and data thereon or relating thereto, whether or not Copyrights; (e) trade secrets, know-how, inventions (whether or not patentable), discoveries, improvements, technology, business and technical information, databases, data compilations and collections, tools, methods, processes, techniques, and other confidential and proprietary information and all rights therein; (f) computer programs, operating systems, applications, firmware and other code, including all source code, object code, application programming interfaces, data files, databases, protocols, specifications, and other documentation thereof; (g) all US and foreign registrations for the Trademarks and Copyrights, and any pending applications for registration; (h) the right to sue or otherwise recover for any and all past, present and future infringements of any of the foregoing; (i) all income, royalties, damages, and other payments now and hereafter due and/or payable with respect to the foregoing; and (j) any and all other rights, whether legal, beneficial, contractual, statutory, or common law, corresponding to the foregoing.

[REDACTED]

[REDACTED]

**2. Distribution of Distributed Liabilities.** V4 Holdings hereby distributes to GhostlyCo (as sole member of V4 Holdings), all of V4 Holdings’ right, title and interest in and to the Distributed Liabilities. GhostlyCo hereby accepts such distribution and assumes V4 Holdings’ duties and obligations under the Distributed Liabilities. GhostlyCo shall not assume nor be responsible for, and V4 Holdings shall retain and remain responsible for, and shall pay, perform and discharge when due, every liability and obligation of V4 Holdings of whatever kind or nature (whether known or unknown, whether asserted or unasserted, whether absolute or contingent, whether accrued or unaccrued, and whether due or to become due) other than the Distributed Liabilities.

[REDACTED]

[REDACTED]

**5. Miscellaneous.**

a. Further Assurances. Each of the parties hereto agrees, upon the reasonable request of another party, to execute and deliver such further conveyances, notices, assignments, releases, and acceptances, and to take any other action as may be reasonably requested by another party to complete the distribution and assumption contemplated by this Agreement. If, subsequent to the date hereof, any property that is part of the Distributed Assets comes into the possession of V4 Holdings, V4 Holdings shall promptly deliver the same to GhostlyCo. If, subsequent to the date hereof, any property that is part of the Excluded Assets comes into the possession of GhostlyCo, GhostlyCo shall promptly deliver the same to V4 Holdings.

b. Successors and Assigns. This Agreement and the representations, warranties, covenants and agreements contained herein shall survive the date hereof and shall inure to the benefit of the parties and their respective successors and assigns, and shall be binding upon the parties and their respective successors and assigns.

c. Amendments and Modifications; Waiver. This Agreement may only be amended, modified or supplemented by an agreement in writing signed by each party hereto. No waiver by any party of any of the provisions hereof shall be effective unless explicitly set forth in writing and signed by the party so waiving.

d. Headings. The headings in this Agreement are for reference only and shall not affect the interpretation of this Agreement.

e. Counterparts; Electronic Delivery. This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original copy and all of which, taken together, shall be deemed to constitute one and the same agreement. The exchange of copies of

this Agreement and of signature pages by facsimile transmission or other electronic delivery shall constitute effective execution and delivery of this Agreement as to the parties and may be used in lieu of and deemed to be the original Agreement for all purposes.

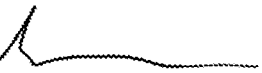
f. Entire Agreement. This Agreement, including any exhibits or schedules hereto, constitutes the sole and entire agreement of the parties with respect to the subject matter contained herein, and supersedes all prior and contemporaneous representations, warranties, understandings and agreements, both written and oral, with respect to such subject matter.

g. Governing Law. This Agreement shall be governed by, construed and enforced in accordance with the laws of the State of Delaware without regard to conflicts-of-law principles that would require the application of any other law.

IN WITNESS WHEREOF, the parties have caused this Agreement to be signed as of the date first written above.

**GHOSTLYCO:**

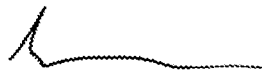
GHOSTLYCO, LLC, a Delaware limited liability company

By:   
Name: Samuel Valenti IV  
Title: Managing Member

**V4 HOLDINGS:**

V4 Holdings, LLC, a Delaware limited liability company

By: GHOSTLYCO, LLC, a Delaware limited liability company  
Its: Sole Member








By:   
Name: Samuel Valenti IV  
Title: Managing Member

**Schedule 1**  
**“Ghostly Brands”**




[Schedule 1 to Distribution Agreement]








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**TRADEMARK**  
**REEL: 006996 FRAME: 0175**

Mark	IP Office	App. / Reg. No.	Class/Classification Descriptions	Status	Reg. Date	Next Action Date
	Canada (CIPO)	1491776	25 - Clothing, namely, shirts, sweatshirts, hats	Pending		
	Canada (CIPO)	1496822	35 - Online retail store services featuring general consumer merchandise; online retail store services featuring coffee, coffee canisters, tea, coffee mugs, water bottles, tea cups, baby bibs, one-piece garments for babies, baby toys, socks, swimwear, toothbrushes, towels, soaps, pens, pencil sharpeners, rulers, umbrellas, candles, dog leashes, light fixtures, Bento boxes, journals, hats, decorative pins, vinyl records, vinyl record stands, vinyl record cleaner, phonograph adapters, slipmats, record turntable weights, compact discs, carabiners, key rings, lighters, sunglasses, scarves, stickers, patches, temporary tattoos, leather cases, leather coin pouches, musical instruments, voice recorders, and playing cards	Pending		
	Canada (CIPO)	1503170	25 - Footwear; Shoes	Pending		
	European Union (EUIPO)	1503170	25 - Footwear; Shoes	Pending		
	United States (USPTO)	88866383	9 - Downloadable musical sound recordings; Digital materials, namely, downloadable files and CDs featuring music; Musical sound recordings; Phonograph records featuring music	Pending		
	United States (USPTO)	88866538	41 - Music publishing services; Music composition services	Pending		
	United States (USPTO)	4839798	9 - Downloadable software in the nature of a mobile application for streaming, broadcasting, transmitting and reproducing music; computer software for streaming, broadcasting, transmitting and reproducing music; downloadable MP3 files and MP3 recordings featuring music; downloadable software, namely, wallpaper for computer desktops 35 - On-line retail store services featuring downloadable pre-recorded music, art, clothing, bags, billfolds and cases, headphones, stationery and desktop accessories, clocks and watches; distributorship services in the field of music and video recordings for advertising and publicity purposes 41 - Record label services, namely, music songwriting for non-advertising purposes, music recording and production services, audio mixing services, video recording and production, music video creation and production, organizing events featuring live musical performances; multimedia publishing of music, videos, books, magazines, journals, and electronic publications; multimedia entertainment services in the nature of recording, production and post-production services in the fields of music, video, and films; entertainment services, namely, providing on-line reviews of music and videos; entertainment services, namely, providing podcasts in the field of music and video; entertainment services, namely, live music concerts; entertainment services, namely, providing non-downloadable music and non-downloadable music videos for access via mobile devices; providing a website featuring information in the field of music; entertainment and art 42 - Providing a website featuring on-line non-downloadable software for streaming, broadcasting, transmitting and reproducing music; providing a website featuring information in the field of design, clothing design, and technology innovations	Registered	10/27/2015	10/27/2020



Mark	IP Office	App. Reg. No.	Class/Classification Descriptions	Status	Reg. Date	Next Action Date
GHOSTLY INTERNATIONAL	United States (USPTO)	4839799	<p>9 - Downloadable software in the nature of a mobile application for streaming, broadcasting, transmitting and reproducing music; computer software for streaming, broadcasting, transmitting and reproducing music; downloadable MP3 files and MP3 recordings featuring music; downloadable software, namely, wallpaper for computer desktops</p> <p>35 - On-line retail store services featuring downloadable pre-recorded music, art, clothing, bags, billfolds and cases, headphones, stationary and desktop accessories, clocks and watches; distributorship services in the field of music and video recordings for advertising and publicity purposes</p> <p>41 - Record label services, namely, music songwriting for non-advertising purposes, music recording and production services, audio mixing services, video recording and production, music video creation and production, organizing events featuring live musical performances; multimedia publishing of music, videos, books, magazines, journals, and electronic publications; multimedia entertainment services in the nature of recording, production and post-production services in the fields of music, video, and films; entertainment services, namely, providing on-line reviews of music and videos; entertainment services, namely, providing podcasts in the field of music and video; entertainment services, namely, live music concerts; entertainment services, namely, providing non-downloadable music and non-downloadable music videos for access via mobile devices, providing a website featuring information in the field of music, entertainment and art</p> <p>42 - Providing a website featuring on-line non-downloadable software for streaming, broadcasting, transmitting and reproducing music; providing a website featuring information in the field of design, clothing design, and technology innovations</p>	Registered	10/27/2015	10/27/2020
	United States (USPTO)	4898470	9 - Eyewear	Registered	02/09/2016	02/09/2021
GHOSTLY	United States (USPTO)	2811089	9 - Music pre-recorded on CDs, [ and minidisks, ] cassette tapes, [digital audio tapes,] vinyl phonograph records, and in electronic file format	Registered	02/03/2004	02/03/2023
	United States (USPTO)	2843445	9 - Music recorded on CDs, [ and minidisks, ] cassette tapes, [digital audio tapes,] vinyl phonograph records, and in electronic file format	Registered	05/18/2004	05/18/2023
	United States (USPTO)	5732448	35 - Online retail store services featuring general consumer merchandise, online retail store services featuring coffee, coffee canisters, tea, coffee mugs, water bottles, tea cups, baby bibs, one-piece garments for babies, baby toys, socks, swimwear, toothbrushes, towels, soaps, pens, pencil sharpeners, rulers, umbrellas, candles, dog leashes, light fixtures, Bento boxes, journals, hats, decorative pins, vinyl records, vinyl record stands, vinyl record cleaner, phonograph adapters, slipmats, record turntable weights, compact discs, carabiners, key rings, lighters, sunglasses, scarves, stickers, patches, temporary tattoos, leather cases, leather coin pouches, musical instruments, voice recorders, and playing cards	Registered	04/23/2019	04/23/2024
GHOSTLY INTERNATIONAL	United States (USPTO)	5738580	35 - Online retail store services featuring general consumer merchandise, online retail store services featuring coffee, coffee canisters, tea, coffee mugs, water bottles, tea cups, baby bibs, one-piece garments for babies, baby toys, socks, swimwear, toothbrushes, towels, soaps, pens, pencil sharpeners, rulers, umbrellas, candles, dog leashes, light fixtures, Bento boxes, journals, hats, decorative pins, vinyl records, vinyl record stands, vinyl record cleaner, phonograph adapters, slipmats, record turntable weights, compact discs, carabiners, key rings, lighters, sunglasses, scarves, stickers, patches, temporary tattoos, leather cases, leather coin pouches, musical instruments, voice recorders, and playing cards	Registered	04/30/2019	04/30/2024

Mark	IP Office	App. / Reg. No	Class/Classification Descriptions	Status	Reg. Date	Next Action Date
	United States (USPTO)	6049748	25 - Footwear; Shoes	Registered	05/05/2020	05/05/2025
	United States (USPTO)	3090413	25 - Clothing, namely, shirts, sweatshirts, hats [, and underwear ]	Registered	05/09/2006	05/09/2025
GHOSTLY	Canada (CIPO)	TMA800,055	9 - Music prerecorded on CDs and minidisks, cassette tapes, digital audio tapes, vinyl phonograph records, and in electronic file format	Registered	06/16/2011	12/16/2025
	Japan (JPO)	5,005,715	9 - cinematographic films; pre-recorded video discs and tapes; downloadable motion picture films and images; pre-recorded compact discs and other records, downloadable music and sound 25 - hats and caps and other clothing (excluding Japanese style clothing); waist bands; belts; footwear; special sporting and gymnastic wear; special sporting and gymnastic footwear 41 - planning, management of movies, performance of shows, plays and music (concerts); production and distribution of movies; presentation of live show performance; direction and performance of plays; presentation of musical performance; production of radio and television programs; recording studio services; booking of seats for shows; entertainment; production of videos for motion picture films and broadcasting; production of pre-recorded compact discs; providing information about musicians' music activities and entertainment	Registered	11/24/2006	05/24/2026
GHOSTLY	United States (USPTO)	3482162	9 - Motion picture films and downloadable motion picture films featuring live action, music, music groups, animation and/or documentary themes; downloadable video recordings, namely, recordings of motion picture films featuring live action, music, music groups, animation and/or documentary themes	Registered	08/05/2008	08/05/2027
	United States (USPTO)	3482163	9 - Motion picture films and downloadable motion picture films featuring live action, music, music groups, animation and/or documentary themes; downloadable video recordings, namely, recordings of motion picture films featuring live action, music, music groups, animation and/or documentary themes	Registered	08/05/2008	08/05/2027
	United States (USPTO)	3689039	9 - Phonograph records featuring music; Pre-recorded CDs featuring music	Registered	09/29/2009	09/29/2028
GHOSTLY INTERNATIONAL	European Union (EUIPO)	1496622	35 - Online retail store services in relation to coffee, coffee canisters, tea, coffee mugs, water bottles, tea cups, baby bibs, one-piece garments for babies, baby toys, socks, swimwear, toothbrushes, towels, soaps, pens, pencil sharpeners, rulers, umbrellas, candles, dog leashes, light fixtures, Bento boxes, journals, hats, decorative pins, vinyl records, vinyl record stands, vinyl record cleaner, phonograph adapters, slipmats, record turntable weights, compact discs, carabiners, key rings, lighters, sunglasses, scarves, stickers, patches, temporary tattoos, leather cases, leather coin pouches, musical instruments, voice recorders, and playing cards	Registered	09/03/2019	03/03/2029
	European Union (EUIPO)	1491776	25 - Clothing, namely, shirts, sweatshirts, hats	Registered	09/03/2019	03/03/2029
	European Union (EUIPO)	1013831	9 - Music recorded on CDs, cassette tapes, vinyl phonograph records, and in electronic file format	Registered	09/09/2009	03/09/2029

Mark	IP Office	App. / Reg. No.	Class/Classification Descriptions	Status	Reg. Date	Next Action Date
GHOSTLY	European Union (EUIPO)	1013828	9 - Music prerecorded on CD, cassette tapes, vinyl phonograph records, and in electric file format	Registered	09/09/2009	03/09/2029

TRADEMARK

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RECORDED: 07/10/2020