

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM754216

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Red Square Beverages Limited		06/22/2022	Private Company Limited By Shares: ENGLAND AND WALES
RECEIVING PARTY DATA			
Name:	Halewood International South Africa Proprietary Limited		
Street Address:	61 Toronto Road		
Internal Address:	Apex Extension 1		
City:	Benoni, Gauteng		
State/Country:	SOUTH AFRICA		
Entity Type:	private company: SOUTH AFRICA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5145308	CARIBBEAN TWIST	
CORRESPONDENCE DATA			
Fax Number:	7073407239		
<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:	7072527122		
Email:	tmdept@dpf-law.com		
Correspondent Name:	J. Scott Gerien		
Address Line 1:	1500 First Street, Ste 200		
Address Line 4:	Napa, CALIFORNIA 94559		
ATTORNEY DOCKET NUMBER:	HALE02-011		
NAME OF SUBMITTER:	J. Scott Gerien		
SIGNATURE:	/J. Scott Gerien/		
DATE SIGNED:	09/08/2022		
Total Attachments: 10			
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THIS INTELLECTUAL PROPERTY ASSIGNMENT (the "**Deed**") is made on 22 June 2022 (the "**Effective Date**")

BETWEEN:

- (1) **RED SQUARE BEVERAGES LIMITED**, a private company limited by shares incorporated under the laws of England and Wales with registered number 03920408 and whose registered office is at The Winery, Ackhurst Road, Chorley, Lancashire PR7 1NH, United Kingdom (the "**Assignor**"); and
- (2) **HALEWOOD INTERNATIONAL SOUTH AFRICA PROPRIETARY LIMITED**, a private company with limited liability duly incorporated in South Africa, with company number 1998/001887/07 (the "**Assignee**").

WHEREAS:

The Assignor agrees to assign whatever right, title and interest (if any) that the Assignor may or will have in the Assigned Rights (as defined herein) to the Assignee, effective as from the Effective Date.

IT IS AGREED:

1. INTERPRETATION

1.1 In this Deed:

"**Assigned Rights**" means the registered trademarks and the applications listed in Schedule 1 including all rights to apply for and be granted, renewals or extensions of, and rights to claim priority from, such rights and all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world.

1.2 The Schedule forms part of this Deed and shall have effect as if set out in full in the body of this Deed. Any reference to this Deed includes the Schedule.

1.3 In this Deed, except where the context otherwise requires:

- (a) a reference to legislation or a legislative provision is a reference to it as it is in force as at the date of this Deed;
- (b) a reference to legislation or a legislative provision shall include all subordinate legislation made as at the date of this Deed under that legislation or legislative provision; and
- (c) a reference to a "**company**" shall be construed so as to include any company, corporation or other body corporate, wherever and however incorporated or established.

2. ASSIGNMENT

2.1 In consideration of the sums allocated against the Assigned Rights specified in Schedule 1, from the Assignee to the Assignor, to be left outstanding on intercompany account, the Assignor hereby assigns to the Assignee absolutely with full title guarantee all its current and future rights, title and interest in the Assigned Rights, whether arising, created, granted or acquired in any way before, on, or after the Effective Date, including:

- (a) the absolute entitlement to any registrations granted pursuant to any of the applications comprised in the Assigned Rights;

- (b) all goodwill attaching to any trademarks therein; and
 - (c) 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 arising from ownership, of any of the Assigned Rights whether occurring before, on, or after the Effective Date.
- 2.2 To the extent any Assigned Rights held by the Assignor under third-party agreements cannot be assigned, the Assignor shall hold such rights on trust for the benefit of the Assignee.

3. WARRANTIES AND INDEMNITY

3.1 The Assignor warrants that:

- (a) it is the sole legal and/or beneficial owner of, and owns all the rights and interests in, the Assigned Rights;
 - (b) it has the authority and capacity to assign the Assigned Rights in full and without any third-party consent;
 - (c) the Assigned Rights are free from any security interest, option, mortgage, charge or lien;
 - (d) it is unaware of any infringement or likely infringement of any of the Assigned Rights;
 - (e) all the Assigned Rights are valid and subsisting and there are and have been no claims, challenges, disputes or proceedings, and as far as it is aware pending or threatened, in relation to the ownership, validity or use of any of the Assigned Rights, and there is nothing that might prevent any application;
 - (f) exploitation of the Assigned Rights will not infringe the rights of any third party; and
 - (g) all previous assignments of the Assigned Rights are valid and were registered within applicable time limits.
- 3.2 Each party indemnifies the other party against any cost, expenses, loss, damage or liability suffered as a consequence of any breach of its obligations under this Deed or the enforcement of this Deed.

4. FURTHER ASSURANCES

4.1 At the Assignee's expense the Assignor shall, and shall use all reasonable endeavours to procure that any necessary third party shall, promptly execute and deliver such documents and perform such acts as may be required, or reasonably desired by the Assignee, for the purpose of giving full effect to this Deed, including:

- (a) registration of the Assignee as applicant or (as applicable) proprietor of the Assigned Rights; and
 - (b) assisting the Assignee in obtaining, defending and enforcing the Assigned Rights, and assisting with any other proceedings which may be brought by or against the Assignee against or by any third party relating to the Assigned Rights.
- 4.2 The Assignor appoints the Assignee to be its attorney in its name and on its behalf to execute documents, use its name and do all things which are necessary or desirable for the Assignee to obtain for itself or its nominee the full benefit of this Deed. The Assignee undertakes to ratify and confirm everything that the Assignee and any substitute attorney does or arranges or purports to do or arrange in good faith in exercise of any power granted under this clause.
- 4.3 This power of attorney is irrevocable and is given by way of security to secure the performance of the Assignor's obligations under this Deed and the proprietary interest of the Assignee in the

Assigned Rights and so long as such obligations of the Assignor remain undischarged, or the Assignee has such interest, the power may not be revoked by the Assignor, save with the consent of the Assignee.

5. INCONSISTENCY

5.1 If this Deed is inconsistent with any other preceding document or agreement between the parties, which deals with the Assigned Rights, this Deed prevails to the extent of the inconsistency.

6. THIRD-PARTY RIGHTS

6.1 This Deed creates no right enforceable by a person not a party to it, including (without limitation) under the Contracts (Rights of Third Parties) Act 1999.

7. SEVERABILITY

7.1 Any clause of this Deed, which is invalid or unenforceable is ineffective to the extent of the invalidity or unenforceability without affecting the remaining clauses of this Deed.

8. COUNTERPARTS

8.1 This Deed may be executed in any number of counterparts and by the different parties on separate counterparts, each of which when so executed and delivered shall be an original, but all the counterparts shall together constitute one and the same instrument which shall only be deemed executed when counterparts executed by all the parties are delivered.

9. GOVERNING LAW AND JURISDICTION

9.1 This Deed and any non-contractual obligation arising out of or in connection with it shall be governed by English Law.

9.2 The courts of England and Wales shall have exclusive jurisdiction to settle any dispute arising out of or in connection with this Deed (including a dispute relating to any non-contractual obligation arising out of or in connection with this Deed).

IN WITNESS whereof the parties have executed this **DEED** the day and year first above written.

EXECUTED as a **DEED** by
RED SQUARE BEVERAGES LIMITED
acting by its directors

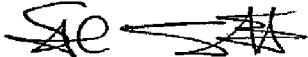


Name: Stewart Hainsworth
Title: Director

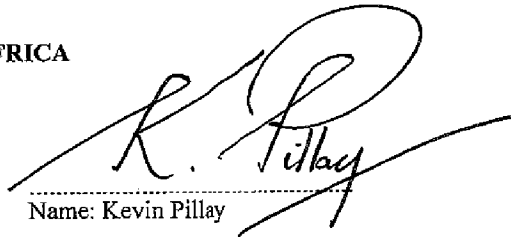


Name: John Kennedy
Title: Director

EXECUTED as a **DEED** by
**HALEWOOD INTERNATIONAL SOUTH AFRICA
PROPRIETARY LIMITED**
acting by:



Name: Stewart Hainsworth
Title: Director



Name: Kevin Pillay
Title: Director

Signature Page – IP Assignment Agreement (Non-SD)

SCHEDULE 1 - TRADEMARKS

Country	Trade Mark	Application/ Registration No.	Application/ Registration Date	Class(es)	Consideration (ZAR)
China	RED SQUARE (CHINESE CHARACTERS)	1687446/ 1687446	31/10/2000 21/12/2001	33: Alcoholic beverages, except beers; alcoholic preparations for making beverages.	9,675
China	RED SQUARE LABEL	9102707/ 9102707	28/01/2011 07/02/2012	33: Alcoholic beverages, except beers; alcoholic preparations for making beverages.	
South Africa	RED SQUARE	B1976/05445 B61976/05445	26/10/1976 08/02/1978	33: Wines, spirits and liqueurs.	49,552,486.20
South Africa	RED SQUARE	1999/11384 1999/11384	28/06/1999 30/09/2003	33: Alcoholic beverages.	
South Africa	RED SQUARE	1976/05445 1976/05445	26/10/1976 26/10/1976	33: Wines, spirits and liqueurs.	
South Africa	RED SQUARE ICE	2000/00559 2000/00559	14/01/2000 14/09/2007	33: Alcoholic beverages (except beers).	
Australia	CARIBBEAN TWIST	674720 674720	10/10/1995 10/06/1997	33: Alcoholic beverages, except beers; alcoholic preparations for making beverages.	
Barbados	CARIBBEAN TWIST	P6396 (Pending)	25/02/1999	33: Alcoholic beverages.	9,675
Brazil	CARIBBEAN TWIST	822861429	21/06/2000 26/12/2018	33: Alcoholic beverages, except beers; alcoholic preparations for making beverages.	
South Africa	CARIBBEAN TWIST	1999/11385 1999/11385	28/06/1999 07/08/2002	33: Alcoholic beverages.	10,276,204.50
Angola	RED SQUARE	32.284 32.284	06/06/2012 25/01/2021	33: Alcoholic beverages (except beers); alcoholic cocktails; spirits.	9,675
Barbados	RED SQUARE	81_029166 (Pending)	15/02/2012	33: Alcoholic wines; spirits and liqueurs; alcoholic preparations for making beverages; spirit or wine- based cocktails and aperitifs; beverages containing wine; mulled wines; alcopops; alcoholic cocktails; alcoholic beverages, except beer.	
Ethiopia	RED SQUARE	FTM/8549/2017 FTM/6840/2018	24/04/2017 24/04/2017	33: Alcoholic beverages, except beers; alcoholic preparations for making beverages.	
Ghana	RED SQUARE	1534/09 1534/09	17/09/2009 08/10/2013	33: Alcoholic wines; spirits and liqueurs, including vodka, cream liqueurs; mixed spirit beverages; schnapps; alcopops; cider	

Country	Trade Mark	Application/ Registration No.	Application/ Registration Date	Class(es)	Consideration (ZAR)
				perry; alcoholic cocktails	
Liberia	RED SQUARE	LR/M/2015/001 67 LR/M/2015/001 67	30/07/2015 28/08/2015	33: Alcoholic beverages (except beers); spirits; wines; liqueurs; alcoholic cocktails	
Oman	RED SQUARE	91217 91217	23/11/2014 23/11/2014	33: Distilled beverages	
Zambia	RED SQUARE	921/2015 921/2015	27/07/2015 05/10/2016	33: Alcoholic beverages (except beers); spirits; wines; liqueurs; alcoholic cocktails.	
United Kingdom	RS RELOADED	3358298 3358298	04/12/2018 01/03/2019	32: Beers; non-alcoholic beverages; mineral and aerated waters; fruit beverages and fruit juices; syrups and other non- alcoholic preparations for making beverages. 33: Alcoholic beverages, except beers; alcoholic preparations for making beverages.	
Barbados	RELOADED	81/29864 (Pending)	08/08/2012	33: Alcoholic beverages, except beer.	
United Kingdom	BELGRAVIA	3050562 3050562	08/04/2014 18/07/2014	33: Alcoholic beverages (except beers); spirits; liqueurs; alcopops; alcoholic cocktails.	
Russian Federation	BELGRAVIA	2017712982 649391	06/04/2017 27/03/2018)	33: Alcoholic beverages; except beers; alcoholic preparations for making beverages.	
Thailand	BELGRAVIA	170110773 (Pending)	30/03/2017	33: Liquor, liqueurs, rum, whiskey, brandy, wine, liquor, drink vodka to drink before a meal; fruit flavored drinks that contain alcohol; drinks flavored with spices, taste, smell alcohol; cocktails with alcohol alcoholic beverage made from fermented malt drink (alcohol pop)	9,675
South Africa	SIDEKICK	2010/10080 2010/10080	12/05/2010 05/01/2012	33: Alcoholic beverages; alcoholic preparations for making beverages; mulled wines; alcopops; spirit or wine based cocktails and aperitifs; alcoholic cocktails.	643,271.40

Country	Trade Mark	Application/ Registration No.	Application/ Registration Date	Class(es)	Consideration (ZAR)
China	HALL & BRAMLEY	40343736 40343736	14/08/2021 28/04/2020	33. Alcoholic beverages, except beers; alcoholic preparations for making beverages	9,675
European Union	HALL & BRAMLEY	14633903 14633903	01/10/2015 26/02/2016	33: Alcoholic beverages (except beers); Prepared alcoholic cocktails; spirits.	
United Kingdom	HALL & BRAMLEY	00914633903	01/10/2015 26/02/2016	33: Alcoholic beverages (except beers); Prepared alcoholic cocktails; spirits.	
United Kingdom	HALL & BRAMLEY	2577833 2577833	07/04/2011 30/09/2011	32: Beers; mineral and aerated waters; non-alcoholic drinks; fruit drinks and fruit juices; syrups for making beverages; shandy, de- alcoholised drinks, non- alcoholic beers and wines, non-alcoholic cocktails. 33. Alcoholic wines, spirits and liqueurs; alcopops; alcoholic cocktails; alcoholic beverages. 35. Business services; retail services connected with the sale of food and beverage products.	
South Africa	HALL & BRAMLEY	2018/02997 2018/02997	05/02/2018 28/01/2020	32. Beers; non-alcoholic beverages; mineral and aerated waters; fruit beverages and fruit juices; syrups and other non- alcoholic preparations for making beverages.	2,046,223.80
South Africa	JUNKY	2012/17681 2012/17681	03/07/2012 26/09/2014	32. Beers; mineral and aerated waters and other non-alcoholic beverages; fruit beverages and fruit juices; syrups and other preparations for making beverages.	9,675
South Africa	JUNKY	2012/17682 2012/17682	03/07/2012 26/09/2014	33: Alcoholic beverages (except beers); alcoholic preparations for making beverages; alcopops; alcoholic cocktails and aperitifs.	
Argentina	LAMB & WATT	3.708.196 3.708.196	11/05/2018 28/02/2020	32: Beers; non-alcoholic beverages; mineral and aerated waters; fruit beverages and fruit juices; syrups and other non- alcoholic preparations for making beverages.	9,675

Country	Trade Mark	Application/ Registration No.	Application/ Registration Date	Class(es)	Consideration (ZAR)
Brazil	LAMB & WATT	914745603 914745603	24/05/2018 16/04/2019	32: Beers; non-alcoholic beverages; mineral and aerated waters; fruit beverages and fruit juices; syrups and other non-alcoholic preparations for making beverages.	
Chile	LAMB & WATT	1.289.070 1.295.182	22/05/2018 16/04/2019)	32: Beers; non-alcoholic beverages; mineral and aerated waters; fruit beverages and fruit juices; syrups and other non-alcoholic preparations for making beverages.	
China	LAMB & WATT	21539572 21539572	12/10/2016 28/11/2017	32: Beers; non-alcoholic beverages; mineral and aerated waters; fruit beverages and fruit juices; syrups and other non-alcoholic preparations for making beverages.	
Colombia	LAMB & WATT	SD2018/003893 3 646967	18/05/2018 12/05/2020	32: Beers; non-alcoholic beverages; mineral and aerated waters; fruit beverages and fruit juices; syrups and other non-alcoholic preparations for making beverages.	
European Union	LAMB & WATT	15175672 15175672	03/03/2016 17/07/2016	32: Tonic water; cordials; non-alcoholic beverages; non-alcoholic carbonated beverages.	
United Kingdom	LAMB & WATT	00915175672	03/03/2016 17/07/2016	32: Tonic water; cordials; non-alcoholic beverages; non-alcoholic carbonated beverages.	
United Kingdom	LAMB & WATT	3138124 3138124	27/11/2015 26/02/2016	32: Tonic waters; non-alcoholic carbonated beverages.	
Russian Federation	LAMB & WATT	2016730586 621035	19/08/2016 26/06/2017	32. Beers; non-alcoholic beverages; mineral and aerated waters; fruit beverages and fruit juices; syrups and other non-alcoholic preparations for making beverages.	
South Africa	LAMB & WATT	2016/05923 2016/05923	04/05/2016 28/01/2019	32. Tonic waters; cordials; non-alcoholic beverages; non-alcoholic carbonated beverages.	
Paraguay	LAMB & WATT	1835629 509000	11/05/2018 (30/09/2020)	32: Tonic water; cordials; alcohol free beverages; carbonated non-alcoholic beverages.	

Country	Trade Mark	Application/ Registration No.	Application/ Registration Date	Class(es)	Consideration (ZAR)
European Union	SKINNY DIVA	14526917 14526917	04/09/2015 17/11/2015	33: Wines; Fortified wines; Alcoholic beverages (except beers); Prepared alcoholic cocktails; Prepared wine cocktails; alcopops.	9,675
United Kingdom	SKINNY DIVA	00914526917	04/09/2015 17/11/2015	33: Wines; Fortified wines; Alcoholic beverages (except beers); Prepared alcoholic cocktails; Prepared wine cocktails; alcopops.	
South Africa	SKINNY D	2012/17679 2012/17679	03/07/2012 25/03/2014	33: Alcoholic beverages (except beers); alcoholic preparations for making beverages; alcopops; alcoholic cocktails and aperitifs.	1,556,359.20
South Africa	SKINNY DIVA	2012/17680 2012/17680	03/07/2012 26/09/2014	33: Alcoholic beverages (except beers); alcoholic preparations for making beverages; alcopops; alcoholic cocktails and aperitifs.	
United Kingdom	SHAP SHAP	3050512 3050512	08/04/2014 18/07/2014)	33: Alcoholic beverages (not including beers); wines, cider and perry.	9,675
South Africa	SHAP SHAP	2013/16232 2013/16232	19/06/2013 29/05/2015	33: Alcoholic cider and alcoholic cider-like products; alcoholic fruit beverages and alcoholic fruit-flavoured beverages.	
Zanzibar	SHAP SHAP	ZN/T/2015/0004 70	22/07/2015 19/11/2015	33. Alcoholic beverages (except beers); spirits; wines; liqueurs; alcoholic cocktails.	
South Africa	BEEBBLAAS	2018/30917 2018/30917	19/10/2018 02/01/2020	33. Alcoholic beverages, except beers; alcoholic preparations for making beverages.	9,675
Angola	CARIBBEAN TWIST	45.908 (Pending)	05/08/2015	33: Alcoholic beverages	9,675
International Registration (IR)	CARIBBEAN TWIST	1459349 1459349	29/11/2018 29/11/2018	33. Alcoholic beverages (except beer); spirits; rum; whisky; gin; vodka.	
Designations: Armenia, Azerbaijan, Belarus,					

Country	Trade Mark	Application/ Registration No.	Application/ Registration Date	Class(es)	Consideration (ZAR)
Georgia, Japan, Kazakhstan, Mexico, Thailand, Turkey, Ukraine, Uzbekistan					
Barbados	CARIBBEAN TWIST	81/029865 (Pending)	08/08/2012	33: Alcoholic beverages, except beer.	
Canada	CARIBBEAN TWIST	1185875 (TMA722610)	28/07/2003 28/08/2008)	33: Alcoholic beverages, except beers; alcoholic preparations for making beverages.	
European Union	CARIBBEAN TWIST	000316315 000316315	05/08/1996 03/12/2002	32: Beers; non-alcoholic beverages; mineral and aerated waters; fruit beverages and fruit juices; syrups and other non- alcoholic preparations for making beverages. 33: Alcoholic beverages, except beers; alcoholic preparations for making beverages.	
Ghana	CARIBBEAN TWIST	1535/09 42592	17/09/2009 08/10/2013	33: Alcoholic beverages, except beers; alcoholic preparations for making beverages.	
United Kingdom	CARIBBEAN TWIST	2026351 2026351	08/07/1995 12/07/1996	33: Alcoholic beverages, except beers; alcoholic preparations for making beverages.	
United Kingdom	CARIBBEAN TWIST	00900316315	05/08/1996 03/12/2002	32: Beers; non-alcoholic beverages; mineral and aerated waters; fruit beverages and fruit juices; syrups and other non- alcoholic preparations for making beverages. 33: Alcoholic beverages, except beers; alcoholic preparations for making beverages.	
United States of America	CARIBBEAN TWIST	87057809 5145308	02/06/2016 21/02/2017)	33: Alcoholic beverages, except beers; alcoholic preparations for making beverages.	