

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM321256

<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>
Rainforest Inc.		09/29/2014	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Rainforest Holdings LLC		
<b>Street Address:</b>	100 Springfield Avenue		
<b>City:</b>	Piscataway		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	08854		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEW JERSEY		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2151000	RAINFOREST	
<b>Registration Number:</b>	1706917	RAINFOREST	
<b>Registration Number:</b>	1951074		
<b>Registration Number:</b>	3295016	RAINFOREST SIGNATURE	
<b>Registration Number:</b>	2750722	RFT RAINFOREST	
<b>Registration Number:</b>	2514022	RFT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9148195805		
<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>			
<b>Email:</b>	bfertel@optonline.net		
<b>Correspondent Name:</b>	Barry Fertel, Esq.		
<b>Address Line 1:</b>	270 North Avenue, Suite 810		
<b>Address Line 4:</b>	New Rochelle, NEW YORK 10801		
<b>NAME OF SUBMITTER:</b>	Barry Fertel		
<b>SIGNATURE:</b>	/Barry Fertel/		
<b>DATE SIGNED:</b>	10/27/2014		
<b>Total Attachments: 4</b>			
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**EXHIBIT A**  
To Joint Venture Agreement  
By and between Rainforest Inc. and The Siskind Group LLC  
Dated: September 29, 2014

**ASSIGNMENT OF TRADEMARKS**

This is an assignment of trademarks from Rainforest Inc., a New York corporation having an address of 420 5<sup>th</sup> Avenue, 27<sup>th</sup> Floor, New York, NY 10018. (hereinafter "ASSIGNOR") to Rainforest Holdings LLC, a New Jersey limited liability company having an address of 100 Springfield Avenue, Piscataway, NJ, 08854 (hereinafter "ASSIGNEE").


WHEREAS, pursuant to an Joint Venture Agreement dated September 29, 2014, ASSIGNOR and ASSIGNEE individually and collectively, desire to formalize through a recordable assignment the transfer unto ASSIGNEE of all rights, title and interest in and to the trademarks identified in **Exhibit A** (hereinafter, the "Marks"), including the goodwill associated with the use of the Marks and that portion of the business to which the Marks pertain;

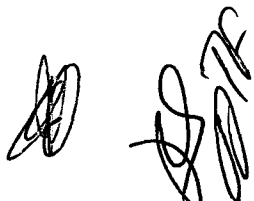
NOW THEREFORE, for the good and valuable consideration set forth in the Joint Venture Agreement, ASSIGNOR does hereby assign unto ASSIGNEE and its successors and assigns, all rights, title and interest in and to the Marks existing in the countries Worldwide (hereinafter, the "Territory"), whether common law, statutory or otherwise, together with the goodwill connected with the use of and symbolized by the Marks and that portion of the ongoing and existing business to which the Marks pertain, including the right to sue and to collect damages, to have the benefit of any and all usage of the Marks in all combinations with and without other words and in all forms, styles, colors, and representations whatsoever, from the dates of first use ever, and any and all registrations of the Marks and applications therefor in the Territory.

[The rest of this page intentionally left blank. Signature on the next page.]

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed on the date below written.

**RAINFOREST INC.**

By:  \_\_\_\_\_  
Jack Wu  
President



**EXHIBIT A**  
to  
Assignment of Trademarks  
from  
Rainforest Inc. to Rainforest Holdings LLC  
Dated: September 29,2014

**TRADEMARKS – REGISTERED**

**(1) RAINFOREST with Three Tree Logo**

<u>Country</u>	<u>Class No.</u>	<u>Regs. Date</u>	<u>Regs. No.</u>	<u>Exp. Date</u>	<u>Status</u>
USA	25	04/14/1998	2,151,000	04/14/2018	Live
China	25	01/12/2002	1,701,242	01/20/2022	Live
European (CTM)	25	12/17/2002	2991339	12/17/2022	Live
Vietnam	25	09/17/2004	57165	05/30/2012	Renewing
Mexico	25	07/20/2004	878116	07/20/2014	Renewing

**(2) RAINFOREST**

<u>Country</u>	<u>Class No.</u>	<u>Regs. Date</u>	<u>Regs. No.</u>	<u>Exp. Date</u>	<u>Status</u>
USA	25	08/11/1992	1,706,917	08/12/2022	Live
Canada	25	06/03/1994	TMA428,134	06/03/2024	Live
Japan	25	08/01/1997	3336220	08/01/2017	Live
China	25	02/21/1995	731514	02/20/2015	Live
Korea	25	02/13/1996	333507	02/13/2016	Live
Thailand	25	11/07/1994	KOR51085	11/06/2014	Live
Taiwan	25	01/16/1995	00667378	01/15/2015	Live
Italy	25	04/26/2001	811037	09/03/2017	Live
Philippines	25	12/14/2003	4-1997-127107	12/14/2023	Live
India	25	09/01/2007	775,084	09/01/2017	Live

**(3) “THREE TREE LOGO”**

<u>Country</u>	<u>Class No.</u>	<u>Regs. Date</u>	<u>Regs. No.</u>	<u>Exp. Date</u>	<u>Status</u>
USA	25	01/23/1996	1,951,074	01/23/2016	Live
Canada	25	03/12/1997	TMA472,457	03/12/2027	Live
China	25	06/07/1999	1,281,004	06/06/2019	Live

**(4) “RAINFOREST Signature”**

<u>Country</u>	<u>Class No.</u>	<u>Regs. Date</u>	<u>Regs. No.</u>	<u>Exp. Date</u>	<u>Status</u>
USA	25	09/18/2007	3,295,016	09/18/2017	Live

(5) **“RFT RAINFOREST”**

<u>Country</u>	<u>Class No.</u>	<u>Regs. Date</u>	<u>Regs. No.</u>	<u>Exp. Date</u>	<u>Status</u>
USA	25	08/12/2003	2,750,722	08/12/2023	Live

(6) **“RFT”**

<u>Country</u>	<u>Class No.</u>	<u>Regs. Date</u>	<u>Regs. No.</u>	<u>Exp. Date</u>	<u>Status</u>
USA	25	12/04/2001	2,514,022	12/04/2021	Live
Canada	25	01/14/2005	TMA630,201	01/14/2015	Live
China	25	03/14/2008	4,187,561	03/13/2018	Live

(7) **“RAINFOREST WITH GLOBAL DEVICE”**

<u>Country</u>	<u>Class No.</u>	<u>Regs. Date</u>	<u>Regs. No.</u>	<u>Exp. Date</u>	<u>Status</u>
Columbia	25	09/27/2001	243,682	09/27/2021	Live

[End of Exhibit A]

