

EXHIBIT B TO KOEPPF DECLARATION



**Small Business
Services**

Robert W. Walsh
Commissioner

August 7, 2012

Mr. Bryan Grimaldi
General Counsel and Chief Operating Officer
NYC & Company
810 Seventh Avenue
New York, NY 10019

Re: NYC Trademarks

Dear Mr. Grimaldi:

NYC & Company, a not-for-profit corporation under the laws of New York and located and doing business at 810 Seventh Avenue, New York, NY 10019, has requested permission to use, reproduce and display certain marks associated with New York City (the "NYC Marks"), depicted in Exhibit A hereto, in connection with its activities pursuant to its contract with the City dated July 1, 2011 (the "Contract"). The NYC Marks were registered by NYC & Company in the course of providing services under the Contract on behalf of the City. The City agrees, in exchange for execution of the accompanying Trademark Assignment, to grant NYC & Company a non-exclusive, non-assignable, royalty-free license to use, reproduce, and display the NYC Marks based on the terms and conditions contained herein. This letter, when countersigned by NYC & Company, will serve to confirm that agreement (hereinafter, the "License"). Notwithstanding the provisions of Section 5.02(D) of the Contract, NYC & Company is hereby authorized to retain ownership of the marks reflected in Exhibit B ("NYC & Company Marks") as trademarks, service marks, trade names or corporate identifiers and to maintain ownership of such registrations in the name of NYC & Company.

Grant of License:

- ~~• The License shall co-terminate with the Contract, unless such Contract is extended or renewed, in which case this License shall terminate upon the expiration or termination of any renewal or extension.~~
- The territory of the license will be worldwide (the "Territory").
- The License shall be royalty-free.
- Nothing in this License shall supersede or change the terms of the Contract between NYC & Company and the City apart from the waiver described above of certain restrictions otherwise contained in Section 5.02(D) of the Contract.

110 William Street · New York, NY 10038
tel 212.513.6350 fax 212.618.8865 www.nyc.gov/sbs

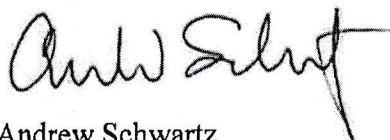
If any provision of this License is held to be illegal, invalid, or unenforceable, such provision shall be fully severable; this License shall be construed and enforced as if such illegal, invalid or unenforceable provision had never comprised part hereof, and the remaining provision hereof shall remain in full force and effect and shall not be affected by the illegal, invalid or unenforceable provision or by its severance herefrom. In lieu of such illegal, invalid, or unenforceable provision, there shall be added automatically as part hereof a provision as similar in terms to such illegal, invalid or unenforceable provision as may be possible and be legal valid or enforceable.

By virtue of this License, neither Licensor nor Licensee shall claim any right, title or interest in any of the names, trademarks, logos or copyrights of the other, and all uses thereof shall inure to the owner of the mark. Licensor and Licensee acknowledge and admit ownership of their respective marks, name and logos and the validity of same and agree not to question the validity of those or their respective rights therein. The City acknowledges that NYC & Company is the sole owner of all trademark and other intellectual property rights with respect to the marks reflected in Exhibit B, and that such intellectual property rights are valid. The City shall do nothing inconsistent with or adverse to such ownership and validity. NYC & Company acknowledges that the City is the sole owner of all trademark and other intellectual property rights with respect to the marks reflected in Exhibit A, and that such intellectual property rights are valid. NYC & Company shall do nothing inconsistent with or adverse to such ownership and validity.

Licensor and Licensee recognize that the marks, name and reputation of the other communicate to the public, world-wide, a reputation for high standards, which reputation and goodwill have been and continue to be unique to the parties. The NYC Trademarks shall not be used by Licensee in connection with any illegal or immoral purpose or activity, or in any manner which would be inconsistent to or damaging to the City's name and reputation.

Please confirm your approval of and agreement to all of the above provisions by signing in the space indicated below and returning the original to me, retaining a copy for your files.

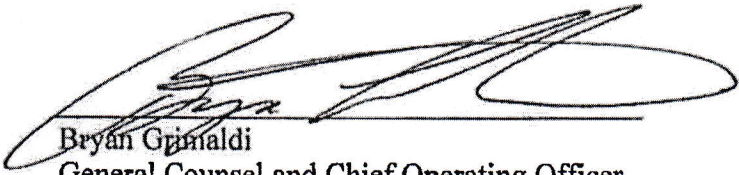
Sincerely,



Andrew Schwartz

First Deputy Commissioner







ACCEPTED AND AGREED TO:






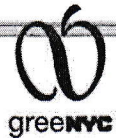

A handwritten signature in black ink, appearing to read 'Bryan Gimaldi', is written over a horizontal line. The signature is stylized with a large loop at the end.



Bryan Gimaldi
General Counsel and Chief Operating Officer
NYC & Company






EXHIBIT A TO TRADEMARK ASSIGNMENT

<u>Design</u>	<u>Trademark</u>	<u>Reg. #</u>	<u>Reg. Date</u>	<u>GOODS/SERVICES</u>
	NYC (HORIZONTAL) DESIGN	3,668,124	8/18/09	Promoting business and tourism in the New York metropolitan area, namely, promoting the services of others in the fields of tourism, conventions, restaurants, retail stores, cultural activities, business and business investment in New York City through the distribution of printed, video, online, and audio promotional materials, press releases, press conferences and the rendering of sales promotion advice; providing promotion of special events (Class 35); Entertainment, namely, production and presentation of events in the nature of live show performances, live music concerts, live musical performances and cultural events (Class 41).
	NYC (HORIZONTAL) DESIGN	3,858,973	10/12/10	Clothing, namely, caps, t-shirts and sweatshirts (Class 25).
	NYC (HORIZONTAL) DESIGN	3,921,788	2/22/11	Toys and sporting goods; namely, toy model cars, stuffed toy animals, toy dolls and accessories therefor, articulated toy figurines, toy banks, and Christmas tree ornaments (Class 28).
	NYC (VERTICAL) DESIGN	3,674,933	9/1/09	Entertainment, namely, production and presentation of events in the nature of live show performances, live music concerts, live musical performances and cultural events (Class 41).
	NYC (VERTICAL) DESIGN	3,673,025	8/25/09	Promoting business and tourism in the New York metropolitan area, namely, promoting the services of others in the fields of tourism, conventions, restaurants, retail stores, cultural activities, business and business investment in New York City through the distribution of printed, video, online, and audio promotional materials, press releases, press conferences and the rendering of sales promotion advice; providing promotion of special events (Class 35)
	NYC (N OVER Y) DESIGN	9/8/09	3678229	Entertainment, namely, production and presentation of events in the nature of live show performances, live music concerts, live musical performances and cultural events (Class 41).

<u>Design</u>	<u>Trademark</u>	<u>Reg. #</u>	<u>Reg. Date</u>	<u>GOODS/SERVICES</u>
	NYC (N OVER Y) DESIGN	3,666,776	8/11/09	Promoting business and tourism in the New York metropolitan area, namely, promoting the services of others in the fields of tourism, conventions, restaurants, retail stores, cultural activities, business and business investment in New York City through the distribution of printed, video, online, and audio promotional materials, press releases, press conferences and the rendering of sales promotion advice; providing promotion of special events (Class 35).
	NYC (Y OVER C) DESIGN	3,674,932	9/1/09	Entertainment, namely, production and presentation of events in the nature of live show performances, live music concerts, live musical performances and cultural events (Class 41).
	NYC (Y OVER C) DESIGN	3,666,777	8/11/09	Promoting business and tourism in the New York metropolitan area, namely, promoting the services of others in the fields of tourism, conventions, restaurants, retail stores, cultural activities, business and business investment in New York City through the distribution of printed, video, online, and audio promotional materials, press releases, press conferences and the rendering of sales promotion advice; providing promotion of special events (Class 35).
	greenNYC (Stylized)	3,932,587	3/15/2011	Sweat shirts; T-shirts; Caps in Class 25; Promoting the economic development in the City of New York, Promoting public awareness of policies and practices of the City of New York in the field of environmentally sustainable growth, in Class 35
	greenNYC (Stylized) & Apple Design	3,998,386	7/19/11	Publications, namely, brochures, booklets, and teaching materials in the field of promoting business, tourism, economic development and education on environmentally friendly policies and practices of the City of New York in Class 16;.
	greenNYC (Stylized) & Apple Design	3,753,302	2/23/10	Sweat shirts; T-shirts; Caps in Class 25; Promoting the economic development in the City of New York, Promoting public awareness of policies and practices of the City of New York in the field of environmentally sustainable growth, in Class 35
	Apple Design	4,039,241	10/11/11	Sweat shirts; T-shirts; Caps in Class 25.

<u>Design</u>	<u>Trademark</u>	<u>Reg. #</u>	<u>Reg. Date</u>	<u>GOODS/SERVICES</u>
	Apple Design	4,056,550	11/15/11	Publications, namely, brochures, booklets, and teaching materials in the field of promoting business, tourism, economic development and education on environmentally friendly policies and practices of the City of New York in Class 16.
	nyc water & design	3,828,317	8/3/10	Housewares, namely, coffee mugs, thermal insulated containers for food or beverage, drinking glasses, glass carafes, glass dishes, plastic water bottles sold empty (Class 21).

**EXHIBIT B TO LICENSE AGREEMENT
NYC & COMPANY, INC. MARKS**

<u>Design</u>	<u>Trademark</u>	<u>Reg. #</u>	<u>Reg. Date</u>	<u>GOODS/SERVICES</u>
	NYC & COMPANY Design	3,667,168	08/11/2009	Promoting business and tourism in the New York metropolitan area, namely, promoting the services of others in the fields of tourism, conventions, restaurants, retail stores, cultural activities, business and business investment in New York City through the distribution of printed, video, online and audio promotional materials, press releases, press conferences and the rendering of sales promotion advice; providing promotion of special events (International Class 35); Entertainment, namely, production and presentation of events in the nature of live show performances, live music concerts, live musical performances and cultural events (International Class 41).
	NYC nycgo.com Design	3,846,983	09/14/2010	Clothing, namely, sweat shirts, t-shirts; Headgear, namely, caps and hats; Rainwear, namely, rain jackets and ponchos (International Class 25); Promoting business and tourism in the New York metropolitan area, namely, promoting the services of others in the fields of tourism, conventions, restaurants, retail stores, events, cultural activities, business, and business investment in New York City through the distribution of printed, video, online, and audio promotional materials, press releases, press conferences, and the rendering of sales promotion advice; Providing promotion of special events (International Class 35); Entertainment, namely, production and presentation of events in the nature of live show performances, live music concerts, live musical performances and community events, namely, cultural events (International Class 41).
	NYC RESTAURANT WEEK & Design	3,574,986	02/17/2009	Promoting business and tourism in New York City by promoting the services of applicant's restaurant business members (International Class 35).