**ASSIGNMENT OF TRADEMARKS**

**THIS DEED OF ASSIGNMENT** is made this day of………… 20 ……between XY Co. Ltd., a company incorporated under the Companies Act, 1956 and having its registered office at……………..(hereinafter called "the Assignor") of the ONE PART, and AB Co. Ltd. a company incorporated under the Companies Act, 1056 and having its registered

office at…………….. (hereinafter called "The Assignee") of the OTHER PART.

**WHEREAS**

(A)The assignor is the Registered Proprietor under the Trade Marks Act, 1999 of the trade marks set out in the Schedule hereto(hereinafter referred to as "the said trade marks").

(B) For a consideration of a sum of Rs . ……………(which payment the to assign assignor admits and acknowledges has been made by the assignee) the trade marks assignor has agreed to assign to the assignee the said trade marks to assignee together with the goodwill pertaining to the said trade marks alone.

**NOW THIS DEED WITNESSETH** that the assignor as the Registered Proprietor of the said trade marks by these presents doth hereby assign and transfer unto the assignee all rights, titles and interests in and to the said trade marks TO HOLD UNTO the assignee.

AND THE ASSIGNOR hereby covenants with the assignee that it will not infringe nor use marks identical with the trade marks hereby assigned nor use other trade marks nearly resembling those trade marks as to be likely to deceive or cause confusion, in the course of trade, in relation to the goods in respect of which they are registered and in a manner as to render the use of these marks likely to be taken either as being the use of the said trade marks or to import a reference to assignor

And the assignor further covenants that it shall at the cost of the assignee or any other person claiming through it, do or cause to be done any other act, deed or thing as shall be necessary for more perfectly assuring the aforesaid assignment

**IN WITNESS WHEREOF** the parties hereto have executed these presents the day and year first hereinabove written

Schedule hereinabove referred to

Number Mark Appl. date Class

**WITNESSES** T

1. he Common Seal of XYCo. Ltd. was hereunto affixed pursuant to the resolution of its Board of Directors on…………in the presence of Shri…………….and Shri……………Directors, who have signed in token thereof

2.The Common Seal of A B Co. Ltd. was hereunto affixed pursuant to the, resolution of its Board of Directors on in the presence of Shri......and Shri………… .Directors, who have signed in token thereof