

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM558102

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|-----------------------------------|--|---------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Shift Ventures, Inc. | | 12/30/2019 | Corporation: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Spark Distribution LLC | | |
| Street Address: | 2540 Corporate Pl., Suite B107 | | |
| City: | Monterey Park | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 91754 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 38 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5274592 | ANML UNLEASHED | |
| Registration Number: | 5284095 | ANML UNLEASHED | |
| Registration Number: | 5274593 | ANML UNLEASHED - THRASHER | |
| Registration Number: | 5313754 | ANML UNLEASHED SLASH | |
| Registration Number: | 5038042 | ANML VAPORS | |
| Registration Number: | 5038043 | ANML VAPORS | |
| Registration Number: | 5112349 | ANML VAPORS FURY | |
| Registration Number: | 5484675 | CANDY POP | |
| Registration Number: | 4908392 | CHURRIOS | |
| Registration Number: | 5187257 | CHURRIOS | |
| Registration Number: | 4618948 | DRIP CLUB | |
| Registration Number: | 4879918 | DRIP CLUB | |
| Serial Number: | 88370268 | FOR ALL | |
| Registration Number: | 5384977 | FOR YOUR MILKY CLOUDS. | |
| Registration Number: | 5384973 | FOR YOUR MILKY CLOUDS. | |
| Registration Number: | 5563918 | FRUIT POP | |
| Registration Number: | 5359879 | HAZEL | |
| Registration Number: | 5033123 | KOMB | |
| Registration Number: | 5046851 | KOMB | |

OP \$965.00 5274592

| Property Type | Number | Word Mark |
|----------------------|----------|------------------------|
| Registration Number: | 5359878 | LITTLE DIPPER |
| Registration Number: | 4992616 | LOOPER |
| Registration Number: | 5166561 | M MODUS |
| Registration Number: | 5226884 | MODUS |
| Registration Number: | 5175677 | MODUS VAPORS - AKUMA |
| Registration Number: | 5165875 | MODUS VAPORS - BUZZ |
| Registration Number: | 5165876 | MODUS VAPORS - PABLO |
| Registration Number: | 5449707 | MODUS VAPORS KA |
| Registration Number: | 5082303 | MODUS VAPORS MOLLY |
| Registration Number: | 5429700 | MODUS VAPORS RIOT |
| Serial Number: | 87061945 | PUDDING BY THE MILKMAN |
| Registration Number: | 5166523 | REAVER |
| Registration Number: | 5359874 | STRUDELHAUS |
| Registration Number: | 5628248 | SWITCH CLUB |
| Serial Number: | 88089629 | SWITCH CLUB |
| Serial Number: | 88111426 | SWITCH PODS |
| Serial Number: | 86618735 | THE MILKMAN |
| Serial Number: | 86618769 | THE MILKMAN |
| Registration Number: | 5166522 | THRASHER |

CORRESPONDENCE DATA

Fax Number:

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.

Phone: 4243020717

Email: uspto@keatsgatiens.com

Correspondent Name: Konrad Gatiens

Address Line 1: 120 S. El Camino Dr., Suite 207

Address Line 4: Beverly Hills, CALIFORNIA 90212

| | |
|--------------------|----------------|
| NAME OF SUBMITTER: | Konrad Gatiens |
| SIGNATURE: | /s/ |
| DATE SIGNED: | 01/17/2020 |

Total Attachments: 3

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TRADEMARK ASSIGNMENT

ASSIGNMENT

This assignment agreement (“Assignment Agreement”) effective as of December 30th, 2019, is entered into by and between, Shift Ventures, Inc., a Delaware corporation (“Assignor”), on the one hand, and Spark Distribution LLC, a Delaware limited liability company (“Assignee”), on the other hand (collectively, the “Parties”).

RECITALS

WHEREAS Assignor represents and warrants to Assignee that Assignor is the owner of all rights, title and interest in and to the trademarks identified in Schedules 1 and 2 hereto, and all intellectual property associated therewith including without limitation and all trademarks, service marks, marks of origin, insignia, slogans, emblems, symbols and other identifying characteristics, whether or not registered in any jurisdiction, relating to said marks, which are owned or claimed to be owned by Assignor (collectively, the “Marks”); and

WHEREAS, Assignee is desirous of acquiring the Marks and accompanying goodwill.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee as the successor to the entire business of Assignor, or portion thereof, to which the Marks pertain, as required by Section 10 of the Trademark Act, 15 U.S.C. § 1060 all of Assignor’s rights, title, and interest in and to the Marks including without limitation (i) all statutory, common law, equitable, and civil law rights (whether arising under federal, state, or foreign law) related to the Marks, (ii) the goodwill associated with and symbolized by the Marks and the applications and registrations thereof, (iii) all domain names associated with Seller’s business related to the Marks, (iv) and all rights of action, powers, and benefits belonging or accrued to the Marks, including without limitation the right to take action and to seek damages, equitable remedies and other recovery against any person or entity for all past, present, or future infringements of the Marks or other intellectual property associate with the Mark or Seller’s business.

SPARK DISTRIBUTION LLC

By: 
Name: Jose Benjamin Colayco
Title: President

SHIFT VENTURES, INC.

By: 
Name: Andrew Tsai
Title: CEO

SCHEDULE 1

| Mark | Country | App No. |
|---------------------------|----------------|----------------|
| ANML UNLEASHED | United States | 5274592 |
| ANML UNLEASHED | United States | 5284095 |
| ANML UNLEASHED - THRASHER | United States | 5274593 |
| ANML UNLEASHED SLASH | United States | 5313754 |
| ANML VAPORS | United States | 5038042 |
| ANML VAPORS | United States | 5038043 |
| ANML VAPORS FURY | United States | 5112349 |
| CANDY POP | United States | 5484675 |
| CHURRIOS | United States | 4908392 |
| CHURRIOS | United States | 5187257 |
| DRIP CLUB | United States | 4618948 |
| DRIP CLUB | United States | 4879918 |
| FOR ALL | United States | 88370268 |
| FOR YOUR MILKY CLOUDS | United States | 5384977 |
| FOR YOUR MILKY CLOUDS | United States | 5384973 |
| FRUIT POP | United States | 5563918 |
| HAZEL | United States | 5359879 |
| KOMB | United States | 5033123 |
| KOMB | United States | 5046851 |
| LITTLE DIPPER | United States | 5359878 |
| LOOPER | United States | 4992616 |
| M MODUS | United States | 5166561 |
| MODUS | United States | 5226884 |
| MODUS VAPORS - AKUMA | United States | 5175677 |
| MODUS VAPORS - BUZZ | United States | 5165875 |
| MODUS VAPORS - PABLO | United States | 5165876 |
| MODUS VAPORS KA | United States | 5449707 |
| MODUS VAPORS - MOLLY | United States | 5082303 |
| MODUS VAPORS - RIOT | United States | 5429700 |
| PUDDING BY THE MILKMAN | United States | 87061945 |
| REAYER | United States | 5166523 |
| STRUDELHAUS | United States | 5359874 |

| | | |
|-------------|---------------|----------|
| SWITCH CLUB | United States | 5628248 |
| SWITCH CLUB | United States | 88089629 |
| SWITCH PODS | United States | 88111426 |
| THE MILKMAN | United States | 86618735 |
| THE MILKMAN | United States | 86618769 |
| THRASHER | United States | 5166522 |