

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Gro-Well Brands, Inc.		10/16/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	VAP Acquisition Co. LLC
Street Address:	3846 Retsof Road
City:	Retsof
State/Country:	NEW YORK
Postal Code:	14539
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2394068	BIG EVEREST
Serial Number:	85257549	FIRE CRYSTALS
Registration Number:	2782484	VAPORIZER

**CORRESPONDENCE DATA**

Fax Number: 5854198813  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 585-419-8636  
 Email: harrisbeachip@harrisbeach.com  
 Correspondent Name: Neal L. Slifkin, Harris Beach PLLC  
 Address Line 1: 99 Garnsey Road  
 Address Line 4: Pittsford, NEW YORK 14534

ATTORNEY DOCKET NUMBER:	262805
NAME OF SUBMITTER:	Neal L. Slifkin

CH \$90.00 2394068

Signature:	/Neal L. Slifkin/
Date:	10/25/2012
<b>Total Attachments: 4</b> source=262805 - Assignment from Gro-Well Brands to VAP Acquisition Co - Dated 10-16-12#page1.tif source=262805 - Assignment from Gro-Well Brands to VAP Acquisition Co - Dated 10-16-12#page2.tif source=262805 - Assignment from Gro-Well Brands to VAP Acquisition Co - Dated 10-16-12#page3.tif source=262805 - Assignment from Gro-Well Brands to VAP Acquisition Co - Dated 10-16-12#page4.tif	

**ASSIGNMENT OF TRADEMARKS  
AND RELATED RIGHTS**

WHEREAS, GRO-WELL BRANDS, INC., a Delaware corporation (“**Assignor**”), has adopted, used and is using the trademarks listed on the attached **Schedule A** (the “**Marks**”), which is registered with the United States Patent and Trademark Office; and

WHEREAS, pursuant to a certain Asset Purchase Agreement (the “**Purchase Agreement**”), dated as of October 16th, 2012, by and between Assignor (together with certain subsidiaries) and VAP Acquisition Co. LLC, a Delaware limited liability company (“**Assignee**”), Assignor has agreed to assign and Assignee has agreed to acquire all of Assignor’s rights in and to the Marks in the United States and the United States registrations thereof and the entire ongoing and existing business to which the Marks pertain.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, including, without limitation, consideration set forth in the Purchase Agreement, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

Subject to the terms and conditions of the Purchase Agreement, Assignor does hereby assign unto Assignee all right, title and interest in and to the Marks in the United States, together with the goodwill of the business symbolized by the Marks, and the United States registrations thereof, including, without limitation, all rights in and to all causes of action, either in law or in equity, for past, present or future infringement of the Marks.


[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, each of the parties hereto has duly executed this Assignment of Trademarks and Related Rights as of 16th day of October, 2012.

ASSIGNOR:

GRO-WELL BRANDS, INC.

By   
Name: MARK VANBON  
Title: CHAIRMAN + CFO

ASSIGNEE:

VAP ACQUISITION CO. LLC

By \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each of the parties hereto has duly executed this Assignment of Trademarks and Related Rights as of 16th day of October, 2012.

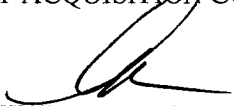
**ASSIGNOR:**

GRO-WELL BRANDS, INC.

By \_\_\_\_\_  
Name:  
Title:

**ASSIGNEE:**

VAP ACQUISITION CO. LLC

By   
Name: Ann M. Blake,  
Title: Chief Financial Officer

**Schedule A**

Mark	Reg. No. / App. No.	Reg. Date / App. Date
BIG EVEREST	2394068	October 10, 2000
FIRE CRYSTALS	85/257549	March 3, 2011
VAPORIZER	2782484	November 11, 2003