

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																															
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<p>Fax Number: 7182409041 <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: 6464581808 Email: beth@speltrightbaking.com Correspondent Name: Beth George Address Line 1: 1070 Linwood St. Address Line 2: c/o Spelt Right Foods Address Line 4: Brooklyn, NEW YORK 11208</p>																															
NAME OF SUBMITTER:	Beth V. George																														
Signature:	/Beth V. George/																														

Date:

11/23/2012

Total Attachments: 2

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ASSIGNMENT OF FEDERAL TRADEMARK REGISTRATION

1. For the sum of ten dollars (\$10) dollars, the receipt and legal sufficiency in respect of which is hereby acknowledged, the undersigned Frank Advice Bakery Consulting, LLC., a validly subsisting Delaware Corporation with an office at 4-01 Banta Place, Fair Lawn, New Jersey, ("Owner"), hereby assigns, transfers, conveys and grants all of its claims, options, privileges, rights, title and interest, and all rights and goodwill attaching thereto for good and valuable consideration, in and to the United States Federal Trademark Registration owned by it and described below to Spelt Right Foods, LLC a New York limited liability company with an address at 1070 Linwood Street, Brooklyn, New York 11208, its legal representatives, successors and assigns, (collectively "Assignee"):

Word mark: Spelt Right
Registration No. 3442021
Serial No. 77210870

Issued by: REGISTERED

USPTO on 6/3, 2008

Goods and services: bagels, bread, pizza dough, pie crusts, muffins, cakes and bakery goods, all made from spelt

and any and all additions, renewals and supplementary rights in connection therewith and any and all proceeds thereof subject to all the terms and conditions of this Assignment.

Said rights, contracts and proceeds in respect of "Spelt Right" as aforesaid are hereinafter collectively referred to as the "Mark".

2. Owner hereby retains no right, title or interest whatsoever in and to the Mark.

3. Assignor hereby grants Assignee a limited power of attorney to do the necessary in protection of its trademark rights, whether on this Assignment or otherwise including but not limited to enforcing the Assignee's right, as owner of the Mark, in and to all intellectual property rights including injunctive relief, and/or filing, filling out and/or communicating with the United States Patent and Trademark Office with regard to any required forms, etc. required which in Assignee's sole discretion and judgment are necessary and/or appropriate to transfer ownership of the Mark on the USPTO official records.

4. Assignor hereby represents and warrants that: (a) the Mark is in full force and effect; (b) it is the sole owner of the Mark and has full authority to sell, assign, transfer, grant and convey all right, title and interest in and to the Mark to Assignee; (c) it has obtained all necessary corporate or other action or authority and that this Trademark Assignment agreement has been fully authorized, (d) that it has not assigned nor granted or suffered any lien or security interest against the Mark to any other person or entity, (e) that no proceedings in bankruptcy or insolvency are pending or to its knowledge threatened against Assignor (and that no grounds exist for such proceedings) and (f) that Assignor's property is not subject to any assignment for the benefit of

creditors.

5. Assignor shall fully cooperate with Assignor in respect of executing such other and further letter, documents, agreements, etc. as may be necessary or appropriate to effectuate the matters covered hereby, including providing to the Assignee upon request any and all documentation and records relating to the Mark.

6. All of the terms and provisions of this Assignment shall be binding upon, and inure to the benefit of, and be enforceable by, the respective successors, executors, administrators and assigns of the parties hereto.

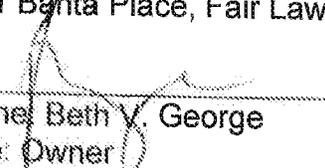
7. This writing represents the entire agreement and understanding of the parties with respect to the subject matter hereof and supersedes all prior agreements or understandings between or among such parties with respect to such subject matter; it may not be altered or amended except by subsequent written agreement duly executed by all of the parties.

8. This Assignment shall be governed by and construed in accordance with the laws, rules and regulations of the State of New York and of the United States.

9. The Owner hereby authorizes the United States Patent and Trademark Office to recognize the Assignee's claims to 100% ownership of all right, title and interest in and to the Mark under this Assignment pursuant to the terms hereof, without investigating the reason for any action taken by the Assignee, or the giving of any notice to the Assignor.

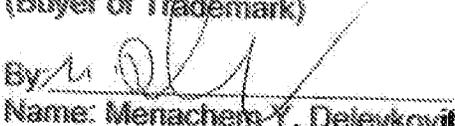
Signed: September /4/ 2012

ASSIGNOR (Seller of Trademark),
Frank Advice Bakery Consulting, LLC:
4-01 Banta Place, Fair Lawn, NJ 07410

By: 
Name: Beth V. George
Title: Owner

By: 
Name: Frank D. Mauro
Title: Owner

ASSIGNEE (Buyer of Trademark)
Spelt Right Foods, LLC
1070 Linwood St., Brooklyn, NY 11208
(Buyer of Trademark)

By: 
Name: Menachem Y. Delevkovitz

On behalf of Asif Holdings LLC, Managing Member of Spelt Right Foods, LLC