

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM308533

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SWEETWORKS, INC.		06/06/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	SWEETWORKS CONFECTIONS LLC		
Street Address:	3500 GENESEE STREET		
City:	CHEEKTOWAGA		
State/Country:	NEW YORK		
Postal Code:	14202		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76363785	NITWITZ	
CORRESPONDENCE DATA			
Fax Number:	8153016698		
<i>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.</i>			
Phone:	6467312770		
Email:	greiss@reisspreuss.com		
Correspondent Name:	Guy A. Reiss		
Address Line 1:	c/o Reiss+Preuss LLP		
Address Line 2:	1350 Ave. of Americas, Ste. 2900		
Address Line 4:	New York, NEW YORK 10019		
NAME OF SUBMITTER:	Guy A. Reiss		
SIGNATURE:	/Guy A. Reiss/		
DATE SIGNED:	06/24/2014		
Total Attachments: 3			
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OP \$40.00 76363785

DEED OF TRANSFER

This DEED OF TRANSFER of the trademark and the registration thereof listed on Schedule A attached hereto (the "**Deed**"), dated as of ~~May~~^{June} 6, 2014 is by and among SweetWorks, Inc., a Delaware corporation (the "**Assignor**"), and SweetWorks Confections LLC, a Delaware limited liability company (the "**Assignee**").

RECITALS

A. Pursuant to the terms of a certain U.S. Asset Contribution Agreement dated as of April 6, 2014 (the "ACA") among the Assignor, Assignee and Philip Terranova, Assignor is desirous of transferring all of its right, title, and interest in and to the trademark and the registrations thereof listed on Schedule A attached hereto (the "**Trademark**").

NOW, THEREFORE, in consideration of the terms of the ACA, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Assignor hereby grants, conveys and assigns to Assignee all of Assignor's right, title, and interest in and to the Trademark and registrations thereof, together with (i) all income, royalties, damages and payments now and later due and payable with respect to the Trademark, including, without limitations, damages and payments now and later for past, present or future infringements; (ii) the right to sue for past, present and future infringements; (iii) all rights to such Trademark; and (iv) the good will of the business associated with and symbolized by the Trademark and registrations. Assignor covenants that it shall execute any other documents and perform any other acts that may be necessary fully to vest in Assignee the rights conveyed by this Deed. Nothing in this Deed shall be deemed to modify, amend or alter any of the representations, warranties and covenants contained in ACA, all of which survive the execution and delivery of this Deed. This Deed shall be binding upon Assignor, its successors and assigns, and shall inure to the benefit of Assignee, its successors and assigns. This deed shall be governed by and construed in accordance with the law of the State of New York (without giving effect to conflicts of law principles thereof) and, where appropriate, applicable federal law.

SweetWorks, Inc.

By: 

Philip Terranova
President

STATE OF NEW YORK)
) ss.:
COUNTY OF ERIE)

On the 27th day of May in the year 2014 before me, the undersigned, a notary public in and for said state, personally appeared Philip Terranova as president of SweetWorks, Inc., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

GUY J. AGOSTINELLI
Notary Public, State of New York
Qualified in Erie County
My Commission Expires Nov. 30, 20 17

Schedule A

Trademark

Trademark Serial Number 76-363785 on the name of "NITWITZ"