

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM320285

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Real Foods Matters, LLC		10/15/2014	LIMITED LIABILITY COMPANY: COLORADO
RECEIVING PARTY DATA			
Name:	GFA Brands, Inc.		
Street Address:	115 West Century Road, Suite 260		
City:	Paramus		
State/Country:	NEW JERSEY		
Postal Code:	07652		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4484239	REAL FOOD MATTERS	
Registration Number:	3416942	REAL FOOD MATTERS	
CORRESPONDENCE DATA			
Fax Number:	3034732720		
<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:	(303) 473-2873		
Email:	docket@hollandhart.com		
Correspondent Name:	Larry H. Tronco		
Address Line 1:	Holland & Hart LLP		
Address Line 2:	P.O. Box 8749		
Address Line 4:	Denver, COLORADO 80201		
NAME OF SUBMITTER:	Larry H. Tronco		
SIGNATURE:	/Larry H. Tronco/		
DATE SIGNED:	10/16/2014		
Total Attachments: 2			
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OP \$65.00 4484239

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into this 15th day of October, 2014, by **REAL FOOD MATTERS, LLC**, a Colorado limited liability company ("Assignor"), in favor of **GFA BRANDS, INC.**, a Delaware Corporation ("Assignee").

RECITALS:

WHEREAS, Assignor owns the trademark registrations set forth in Schedule A hereto (collectively, the "Trademarks").

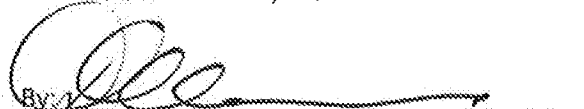
WHEREAS, Assignor and Assignee have entered into an Asset Purchase and Sale Agreement of even date whereby, among other things, Assignor has agreed to sell and assign to Assignee the entire right, title and interest of Assignor in and to the Trademarks and registrations therefor, including the goodwill of the business symbolized thereby.

NOW, THEREFORE, for the good and valuable consideration stated in the Asset Purchase and Sale Agreement given by Assignee to Assignor, the receipt and sufficiency of which is hereby acknowledged by Assignor, and in consideration of the mutual promises and covenants contained herein, Assignor, does hereby grant, sell, convey, transfer, assign, set over, release and confirm unto Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the Trademarks and their registrations, including all common law rights therefor and any foreign applications or registrations, the goodwill of the business symbolized thereby, all rights of action arising therefrom, and all claims for damage or other remedies by reason of past, present or future infringement thereof, and all income, royalties or payments due as of the date hereof or hereafter, in the United States and all foreign countries; all said right, title and interest to be held and enjoyed by said Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor had this assignment not been made.

Executed this 15th day of October, 2014.


ASSIGNOR:

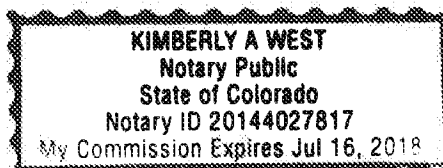
REAL FOOD MATTERS, LLC


David Berenson, Manager

STATE OF COLORADO)
)ss.
COUNTY OF BOULDER)

On this 15th day of October, 2014, personally appeared before me DAVID BERENSON who by me duly sworn did say that he is the Manager of REAL FOOD MATTERS, LLC, and that said instrument was signed and sealed on behalf of said corporation, and said officer acknowledged said instrument to be the free act and deed of said corporation.


Notary Public, State of Colorado
My commission: 20144027817



SCHEDULE A

Trademarks

Registered U.S. Trademarks	Registration No.	Date	Goods/Services
REAL FOOD MATTERS	4484239	February 18, 2014	IC 035. US 100 101 102. G & S: Business development services, namely providing advisory and consulting services in the area of product development, formulation, optimization, scale up and commercialization in food and beverage sales.
REAL FOOD MATTERS	3416942	February 12, 2008	IC 035. US 100 101 102. G & S: Business development services, namely, providing advisory and consulting services in the field of strategic planning, brand development in the field of food and beverage sales and marketing, business research, marketing consultation, advertising, and public relations; business management services including developing and implementing business strategies.