

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM487896

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
RESUBMIT DOCUMENT ID:	900458360		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cacao Holdings LLC		12/29/2016	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Cacao Prieto LLC		
Street Address:	160 Coffey Street		
City:	Brooklyn		
State/Country:	NEW YORK		
Postal Code:	11231		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4367607	WIDOW JANE	
Registration Number:	4479867	BLOODY BUTCHER	
CORRESPONDENCE DATA			
Fax Number:	5616596313		
<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:	213-533-5949		
Email:	ip@akerman.com		
Correspondent Name:	Caroline Mankey		
Address Line 1:	777 South Flagler Drive		
Address Line 2:	Suite 1100 - West Tower		
Address Line 4:	West Palm Beach, FLORIDA 33401		
ATTORNEY DOCKET NUMBER:	12079-14 & 25 (333392)		
NAME OF SUBMITTER:	Caroline Mankey		
SIGNATURE:	/Caroline Mankey/		
DATE SIGNED:	08/29/2018		
Total Attachments: 11			
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UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

August 20, 2018

PTAS

CAROLINE MANKEY
777 SOUTH FLAGLER DRIVE
SUITE 1100 - WEST TOWER
WEST PALM BEACH, FL 33401



900458360

United States Patent and Trademark Office
Notice of Non-Recordation of an Assignment Document

The enclosed document has been examined and found non-recordable by the Assignment Recordation Branch of the U.S. Patent and Trademark Office. The reason(s) for non-recordation are stated below:

1. There are (2) Assignment documentation submitted. Please provide only (1) Assignment Agreement assigning the entire interest and the goodwill of the business from Cacao Holdings LLC to Caca Prieto LLC. Please clarify and amend.

Documents being resubmitted for recordation must reflect the corrected information to be recorded, the Document ID number referenced above and all pages from this submitted document. The original date of filing of this assignment document will be maintained if resubmitted with the appropriate correction(s) by **Wednesday, September 19, 2018**, as outlined under 37 CFR 3.51. The resubmitted document must include a stamp with the official date of receipt under 37 CFR 3. Applicants may use the certified procedures under 37 CFR 2.197 or 2.198 for resubmission of the returned papers if they desire to have the benefit of the date of deposit in the United States Postal Service.

To file the resubmission electronically, navigate to the ETAS website at <http://etas.uspto.gov>, click the Start Resubmission button and enter the following information:

Document ID: 900458360
Access Code: U900EFDLQ00A66G

To file the resubmission in paper, send documents to: U.S. Patent and Trademark Office, Mail Stop: Assignment Recordation Branch, P.O. BOX 1450, Alexandria, VA 22313. If you have any questions regarding this notice, you may contact the Assignment Recordation Branch at 571-272-3350.

LAWANDA MILTON
ASSIGNMENT RECORDATION BRANCH
PUBLIC RECORDS DIVISION

MEMBERSHIP INTEREST PURCHASE AGREEMENT

BY AND AMONG

WIDOW JANE HOLDINGS LLC, A DELAWARE LIMITED LIABILITY COMPANY,

CACAO HOLDINGS, LLC, A DELAWARE LIMITED LIABILITY COMPANY,

CACAO PRIETO, LLC, A DELAWARE LIMITED LIABILITY COMPANY,

AND

DANIEL PRESTON

December 29, 2016

55343710.18

**TRADEMARK
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MEMBERSHIP INTEREST PURCHASE AGREEMENT

This Membership Interest Purchase Agreement (this "Agreement"), dated to be effective as of December 29, 2016 (the "Effective Date"), is by and among Widow Jane Holdings LLC, a Delaware limited liability company ("Purchaser"), Cacao Holdings, LLC, a Delaware limited liability company ("Holdings"), Cacao Prieto, LLC, a Delaware limited liability company ("Prieto"), and Daniel Preston, individually ("Preston"). Purchaser, Holdings, Prieto and Preston may generally be referred to as a "Party" or collectively as the "Parties".

RECITALS



Redacted

Section 2.5 Closing Deliveries by Holdings and Preston. At or prior to the Closing, Holdings or Preston will deliver to Purchaser:

Redacted

Redacted

(j) an intellectual property assignment, in form and substance acceptable to Purchaser, duly executed by each of the Persons identified in Section 3.8(f) of the Disclosure Schedules and Holdings (the "Intellectual Property Assignments");

Redacted

Redacted

Section 3.8 Intellectual Property.

26

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(a) The term “Intellectual Property Assets” means all intellectual property owned or licensed (as licensor or licensee) by Holdings, immediately prior to Holdings’ contribution of such Intellectual Property Assets to Prieto, in which Holdings has a proprietary interest and that relates to the Liquor Business, including, without limitation: (i) all assumed fictional business names, trade names, registered and unregistered trademarks, service marks, logos, slogans, brands and applications, and other source identifiers other than those used under a customer license, and all of the goodwill associated therewith (collectively, “Marks”); **Redacted**

Redacted


(c) Section 3.8(c) of the Disclosure Schedules contains a complete and accurate list and summary description of all Marks. Except as set forth in Section 3.8(c) of the Disclosure Schedules, all Marks have been registered with the United States Patent and Trademark Office, are currently in compliance with Law (including the timely post-registration filing of affidavits of use and incontestability and renewal applications), have been duly maintained and are valid and enforceable and are not subject to any maintenance fees or taxes or actions falling due within ninety (90) days after the Closing Date. **Redacted**

Redacted

IN WITNESS WHEREOF, the parties have executed this Agreement as of the Effective Date.

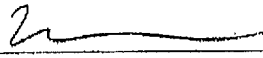
HOLDINGS:

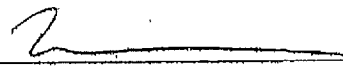
CACAO HOLDINGS, LLC

By: 
Name: Daniel Preston
Title: President and CEO

CACAO PRIETO, LLC

CACAO HOLDINGS, LLC, its sole member and manager

By: 
Name: Daniel Preston
Title: President and CEO


Daniel Preston, individually

PURCHASER:

WIDOW JANE HOLDINGS LLC

By: _____
Name: Robert Furniss-Roe
Title: Chief Executive Officer

[Signature Page to Membership Interest Purchase Agreement]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the Effective Date.

HOLDINGS:

CACAO HOLDINGS, LLC

By: _____
Name: Daniel Preston
Title: President and CEO

CACAO PRIETO, LLC

CACAO HOLDINGS, LLC, its sole member and manager

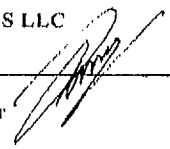
By: _____
Name: Daniel Preston
Title: President and CEO

Daniel Preston, individually

PURCHASER:

WIDOW JANE HOLDINGS LLC

By: _____
Name: Robert Furniss-Roe
Title: Chief Executive Officer



[Signature Page to Membership Interest Purchase Agreement]

(c) Section 3.8(c) of the Disclosure Schedules contains a complete and accurate list and summary description of all Marks. Redacted

Redacted

List of Marks: Widow Jane, Bloody Butcher, Baby Jane, Wapsie Valley, Hopi Blue, Caracrystal, and Chocolate Malt.

Redacted