

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM743453

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Arco Industries, Inc.		12/30/2021	Corporation: NEW YORK
RECEIVING PARTY DATA			
Name:	Vino Vault, Inc.		
Street Address:	11001 Winnetka Avenue		
City:	Chatsworth		
State/Country:	CALIFORNIA		
Postal Code:	91311		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2395149	NEW YORK WINE STORAGE COMPANY	
CORRESPONDENCE DATA			
Fax Number:	9498520004		
<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:	9498520000		
Email:	tess@kppb.com		
Correspondent Name:	KPPB LLP		
Address Line 1:	2190 S. Towne Centre Place, STE 300		
Address Line 4:	Anaheim, CALIFORNIA 92806		
NAME OF SUBMITTER:	Christina Ducksworth		
SIGNATURE:	/Christina Ducksworth/		
DATE SIGNED:	07/25/2022		
Total Attachments: 9			
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TRADEMARK ASSIGNMENT

This Trademark Assignment (“Agreement”) is made as of December 30, 2021, by and between Acro Industries, Inc., a New York corporation (“*Seller*”) and Vino Vault New York, LLC, a Delaware limited liability company (“*Buyer*”) in connection with that certain Asset Purchase Agreement of even date herewith between Buyer and Seller (the “*Asset Purchase Agreement*”).

1. **Assignment of Rights by Seller.** For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Seller does hereby assign, transfer, grant, sell and otherwise convey to Buyer all of Seller's right, title and interest in and to (i) the trademark registrations and pending trademark applications set forth in Exhibit A attached hereto and incorporated herein by reference (all of such trademarks, registrations and applications for registration are herein referred to as the “*Trademarks*”), and, to the extent applicable, the portion of the business in connection with which Assignor has a bona fide intent to use the trademark applications set forth in Exhibit A which are the subject of an intent-to-use application, together with the goodwill of the business symbolized by the Trademarks; (ii) the good will of the Business symbolized by and associated with the Trademarks, (iii) the right to sue and recover for damages and profits and all other remedies for past, present and future infringements of the Trademarks and bring any proceeding in the United States Patent and Trademark Office or equivalent agency in any other country for cancellation or opposition or any other proceeding in connection with the Trademarks, (iv) and any and all renewals and extensions thereof that may hereafter be secured under applicable legal requirements, and (v) any and all assets relate to the Trademarks.

2. **Authorization.** Seller authorizes the Director of the U.S. Patent and Trademark Office, and the empowered officials of all other governments, to record Buyer as the owner and/or applicant, as the case may be, of each Trademark, or otherwise as Buyer may direct.

3. **Miscellaneous.** This Agreement has been executed to implement the Asset Purchase Agreement and nothing contained herein shall be deemed or construed to impair or alter any of the provisions of the Asset Purchase Agreement. Except with respect to Section 3 hereof, (i) nothing contained in this Agreement is intended to provide any rights to Buyer or Seller beyond those rights expressly provided to such party in the Asset Purchase Agreement, and (ii) nothing contained in this Agreement is intended to impose any obligations or liabilities on Buyer or Seller beyond those obligations and liabilities imposed on such party in the Asset Purchase Agreement. Nothing in this Agreement is intended to limit or restrict in any manner any of the rights or remedies available to Buyer or Seller under the Asset Purchase Agreement.

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IN WITNESS WHEREOF, the undersigned have executed this Trademark Assignment as of the date above first written.

SELLER:

Arco Industries, Inc.
Geoffrey M.B. Troy
Geoffrey M.B. Troy, President

State of (New York)

SS:

County of (Queens)

Before me personally appeared said Geoffrey Troy and acknowledged the foregoing instrument to be his free act and deed this 30 day of December, 2021

Christian Lee
Notary Public, State of New York
Reg. No. 01LE6187488
Qualified in Kings County
Commission Expires May 19, 2024

Ch Lee

(Notary Public)

BUYER:

Vino Vault New York, LLC

Executed by
Jeffrey R. Anthony
Jeffrey R. Anthony, Chief Executive Officer

Exhibit A

TRADEMARKS

TRADEMARK	OWNER	SERIAL NO.	REGIS- TRATION NO.	REGIS- TRATION DATE	TRADEMARK STATUS
NEW YORK WINE STORAGE COMANY	Arco Industries, Inc.	75683892	2395149	October 17, 2000	Registered

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "VINO VAULT, INC." FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 2021, AT 12:51 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4822963 8100F
SR# 20210195324

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202347069
Date: 01-22-21

TRADEMARK
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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "VINO VAULT LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "VINO VAULT LLC" TO "VINO VAULT, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 2021, AT 12:51 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4822963 8100F
SR# 20210195324

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202347069
Date: 01-22-21

TRADEMARK
REEL: 007801 FRAME: 0283

CERTIFICATE OF CONVERSION TO CORPORATION

of

Vino Vault LLC, a California limited liability company

to

Vino Vault, Inc., a Delaware corporation

This Certificate of Conversion to Corporation, effective upon the Effective Time (as defined below), is being duly executed and filed by Vino Vault LLC, a California limited liability company (the "Other Entity"), to convert the Other Entity to Vino Vault, Inc., a Delaware corporation (the "Corporation"), under Section 265 of the General Corporation Law of the State of Delaware.

1. The Other Entity was first formed on December 22, 2019.
2. The Other Entity is a limited liability company formed under the laws of the State of California.
3. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Corporation was Vino Vault LLC.
4. The name of the Corporation as set forth in its certificate of incorporation is Vino Vault, Inc.
5. The conversion of the Other Entity to the Corporation shall be effective upon the filing of this Certificate of Conversion to Corporation and a certificate of incorporation with the Secretary of State of the State of Delaware (the "Effective Time").

[signature page follows]

IN WITNESS WHEREOF, the undersigned, being duly authorized to execute this Certificate of Conversion to Corporation, has executed this Certificate of Conversion to Corporation as of the Effective Time.

VINO VAULT LLC

DocuSigned by:
JEFFREY R ANTHONY

R118B4C2BE02472

Jeffrey R. Anthony
Sole Member, Sole Manager and Authorized Person

CERTIFICATE OF INCORPORATION
OF
VINO VAULT, INC.

FIRST: The name of the corporation is:

Vino Vault, Inc.

SECOND: The address of the corporation's registered office in the State of Delaware is 1209 Orange St. in the City of Wilmington, DE 19801, County of New Castle. The name of the corporation's registered agent at such address is National Registered Agents, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The corporation is authorized to issue one class of stock, to be designated "Common Stock," with a par value of \$0.0001 per share. The total number of shares of Common Stock that the corporation shall have authority to issue is 30,000,000.

FIFTH: The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the corporation.

SEVENTH: The name and mailing address of the incorporator is:

Jeffrey R. Anthony
11001 Winnetka Avenue
Chatsworth, California 91311

EIGHTH: To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article EIGHTH by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of, or increase the liability of any director of the corporation with respect to any acts or omissions occurring prior to, such repeal or modification.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this January 22, 2021.

DocuSigned by:
JEFFREY R ANTHONY
8118B4C28E02472

Jeffrey R. Anthony, Incorporator