

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM798336

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|----------------------------------|---|-----------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Across Infinity LLC | | 08/15/2022 | Limited Liability Company: DELAWARE |
| Starlight Resources, Inc. | | 08/15/2022 | Corporation: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | 4Front California Capital Holdings, Inc. | | |
| Street Address: | 5060 N. 40TH STREET | | |
| Internal Address: | SUITE 120 | | |
| City: | Phoenix | | |
| State/Country: | ARIZONA | | |
| Postal Code: | 85018 | | |
| Entity Type: | Corporation: CALIFORNIA | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 87807492 | BLOOM FARMS | |
| Serial Number: | 87807486 | BLOOM FARMS | |
| Registration Number: | 6322363 | BLOOM FARMS | |
| Registration Number: | 6380481 | BLOOM FARMS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| | <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: | (510) 500-5210 | | |
| Email: | trademarks@amandaconleylaw.com | | |
| Correspondent Name: | Amanda R Conley/Conley Law, P.C | | |
| Address Line 1: | 5627 Telegraph Avenue | | |
| Address Line 2: | Suite 406 | | |
| Address Line 4: | Oakland, CALIFORNIA 94609 | | |
| NAME OF SUBMITTER: | Amanda Conley | | |
| SIGNATURE: | /Amanda Conley/ | | |
| DATE SIGNED: | 03/28/2023 | | |

OP \$115.00 87807492

Total Attachments: 16

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Trademark Assignment Agreement

This Trademark Assignment Agreement (“**Trademark Assignment**”), dated as of August 15, 2022, is made by Across Infinity LLC, a Delaware limited liability company, with a mailing address of P.O. Box 1368, Alameda, California 94501 and Starlight Resources, Inc., a California corporation, located at 1035 22nd Avenue, Unit 3, Oakland, California 94606 (“**Assignors**”), in favor of 4Front California Capital Holdings, Inc., a California corporation, (“**Assignee**”), the purchaser of certain assets of Assignors pursuant to the Asset Purchase Agreement between Assignee, on the one hand, and Assignors, on the other, dated as of August 15, 2022 (the “**Asset Purchase Agreement**”).

WHEREAS, under the terms of the Asset Purchase Agreement, Assignors have directly or indirectly conveyed, transferred, and assigned to Assignee, among other assets, certain intellectual property of Assignors, and have agreed to execute and deliver this Trademark Assignment, for recording with the United States Patent and Trademark Office and corresponding entities or agencies in any applicable jurisdictions;

NOW THEREFORE, the parties agree as follows:

1. Assignment. For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors hereby irrevocably convey, transfer, and assign to Assignee, and Assignee hereby accepts, all of Assignors’ right, title, and interest in and to the following:

(a) the trademark applications and registrations set forth on Schedule 1 hereto and all issuances, extensions, and renewals thereof (the “**Assigned Trademarks**”), together with the goodwill of the business connected with the use of, and symbolized by, the Assigned Trademarks; provided that, with respect to the United States intent-to-use trademark applications set forth on Schedule 1 hereto, the transfer of such applications accompanies, pursuant to the Asset Purchase Agreement, the transfer of Assignors’ business, or that portion of the business to which the trademarks pertain, and that business is ongoing and existing;

(b) all rights of any kind whatsoever of Assignors accruing under any of the foregoing provided by applicable law of any jurisdiction, by international treaties and conventions, and otherwise throughout the world;

(c) any and all royalties, fees, income, payments, and other proceeds now or hereafter due or payable with respect to any and all of the foregoing; and

(d) any and all claims and causes of action with respect to any of the foregoing, whether accruing before, on, or after the date hereof, including all rights to and claims for damages, restitution, and injunctive and other legal and equitable relief for past, present, and future infringement, dilution, misappropriation, violation, misuse, breach, or default, with the right but no obligation to sue for such legal and equitable relief and to collect, or otherwise recover, any such damages.

2. Recordation and Further Actions. Assignors hereby authorize the Commissioner for Trademarks in the United States Patent and Trademark Office and the officials of corresponding entities or agencies in any applicable jurisdictions to record and register this Trademark Assignment upon request by Assignee. Following the date hereof, upon Assignee's reasonable request, and at Assignee's sole cost and expense, Assignors shall take such steps and actions, and provide such cooperation and assistance to Assignee and its successors, assigns, and legal representatives, including the execution and delivery of any affidavits, declarations, oaths, exhibits, assignments, powers of attorney, or other documents, as may be reasonably necessary to effect, evidence, or perfect the assignment of the Assigned Trademarks to Assignee, or any assignee or successor thereto.

3. Terms of the Asset Purchase Agreement. The parties hereto acknowledge and agree that this Trademark Assignment is entered into pursuant to the Asset Purchase Agreement, to which reference is made for a further statement of the rights and obligations of Assignors and Assignee with respect to the Assigned Trademarks.

4. Counterparts. This Trademark Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed one and the same agreement. A signed copy of this Trademark Assignment delivered by facsimile, e-mail, or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Trademark Assignment.

5. Successors and Assigns. This Trademark Assignment shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

6. Governing Law. This Trademark Assignment and any claim, controversy, dispute, or cause of action (whether in contract, tort, or otherwise) based upon, arising out of, or relating to this Trademark Assignment and the transactions contemplated hereby shall be governed by, and construed in accordance with, the laws of the United States and the State of California, without giving effect to any choice or conflict of law provision or rule (whether of the State of California or any other jurisdiction).

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Assignors have duly executed and delivered this Trademark Assignment as of the date first written above.

ACROSS INFINITY LLC

By Michael Ray
Name: Michael Ray
Title: Chief Executive Officer

STARLIGHT RESOURCES, INC.

By Michael Ray
Name: Michael Ray
Title: Chief Executive Officer

Address for Notices for Assignors:

P.O. Box 1368
Alameda, CA 94501
United States

AGREED TO AND ACCEPTED:

4FRONT CALIFORNIA CAPITAL HOLDINGS, INC.

By Leonid Gontmakher
Name: Leonid Gontmakher
Title: Chief Executive Officer

Address for Notices for Assignee:

5060 N. 40th Street, Suite 120
Phoenix, AZ 85018
United States

SCHEDULE 1
ASSIGNED TRADEMARKS

| Owner | Trademark | Jurisdiction | Status | App No./ Reg No. | Goods and Services |
|------------------------|--------------------|--------------------------|---|---------------------|---|
| Across Infinity LLC | BLOOM FARMS | United States (USPTO) | Pending; Fourth extension request granted | 87807492 | 005 - Nutritional supplements in lotion form sold as a component of nutritional skin care products; medicated skin care preparations, namely, creams, lotions and gels; medicated sprays and topical oils not containing essential oils for relief of aches, pains, stress, and anxiety; medicated sprays and topical oils containing essential oils for relief of aches, pains, stress, and anxiety; herbal supplements; all of the foregoing goods containing only naturally occurring, trace amounts of cannabidiol (CBD) derived solely from a plant's mature stalks and seed oil |
| Across Infinity LLC | BLOOM FARMS | United States (USPTO) | Pending; Fourth extension request granted | 87807486 | 003 - Non-medicated herbal body care products, namely, body, hand and facial creams, bath and skin lotions, skin moisturizers and moisturizing lotions, shampoo, conditioners, and body wash; Herbal topical creams for cosmetic use; Non-medicated herbal body care products, namely, body, hand and facial creams, bath and skin lotions, skin moisturizers and moisturizing lotions, shampoo, conditioners, and body wash, all of the foregoing containing only naturally occurring cannabidiol (CBD) derived solely from a plant's mature stalks |

| Owner | Trademark | Jurisdiction | Status | App No./ Reg No. | Goods and Services |
|------------------------|--------------------|--------------------------|---------------------------------------|----------------------|---|
| Across Infinity LLC | BLOOM FARMS | United States (USPTO) | Registered - Principal Register | 86981376/ 6322363 | 041 - Providing an Internet website portal featuring current events information, news and commentary in the fields of cannabis and hemp First use: 2/3/2019 Use in commerce: 2/3/2019 |
| Across Infinity LLC | BLOOM FARMS | United States (USPTO) | Registered - Principal Register | 86851190/ 6380481 | 034 - Electric cigarettes; Electronic cigarettes; Electronic smoking pipes; Smokeless cigarette vaporizer pipes; Electric cigarettes; all of the aforementioned goods that contain or are intended for use with cannabis or CBD have that cannabis or CBD solely derived from hemp with a delta-9 tetrahydrocannabinol THC concentration of not more than 0.3 percent on a dry weight basis First use: 6/12/2019 Use in commerce: 6/12/2019 |
| | | | | | 035 - On-line retail store services featuring smoking products, smoking related products; all of the aforementioned featured goods that contain or are intended for use with cannabis or CBD have that cannabis or CBD solely |

| Owner | Trademark | Jurisdiction | Status | App No./ Reg No. | Goods and Services |
|------------------------|--------------------|------------------------------|------------|---------------------------------|--|
| Across Infinity LLC | BLOOM FARMS | United Kingdom (UKIPO) | Registered | UK00917690215/ UK00917690215 | <p>derived from hemp with a delta-9 tetrahydrocannabinol THC concentration of not more than 0.3 percent on a dry weight basis First use: 6/12/2019 Use in commerce: 6/12/2019</p> <p>005 - medicinal oils; edible oils for medicinal purposes; food supplements</p> <p>009 - chargers; batteries</p> <p>034 - oral vaporizers for smokers; Personal vaporisers and electronic cigarettes, and flavourings and solutions therefor; cartridges for electronic cigarettes; Refill cartridges for vaporizers and electronic cigarettes; smokers' articles.</p> <p>041 - Educational information services relating to the use of cannabis and cannabidiol (CBD oil); educational services in the field of cannabis and cannabidiol (CBD oil).</p> <p>005 - Medicinal oils; edible oils for medicinal purposes; food supplements.</p> <p>009 - chargers; batteries.</p> <p>034 - oral vaporizers for smokers; personal</p> |
| Across Infinity LLC | HIGHLIGHTER | United Kingdom (UKIPO) | Registered | UK00917690645/ UK00917690645 | <p>005 - Medicinal oils; edible oils for medicinal purposes; food supplements.</p> <p>009 - chargers; batteries.</p> <p>034 - oral vaporizers for smokers; personal</p> |

| Owner | Trademark | Jurisdiction | Status | App No./ Reg No. | Goods and Services |
|------------------------|--------------------|------------------------------|------------|-----------------------|---|
| Across Infinity LLC | BLOOM FARMS | European Union (EUIPO) | Registered | 17690215/ 17690215 | <p>vaporizers and electronic cigarettes, and flavourings and solutions therefor; cartridges for electronic cigarettes; refill cartridges for vaporizers and electronic cigarettes; smokers' articles.</p> <p>041 - Educational information services relating to the use of cannabis and cannabidiol (CBD oil); educational services in the field of cannabis and cannabidiol (CBD oil).</p> <p>005 - medicinal oils; edible oils for medicinal purposes; food supplements.</p> <p>009 - chargers; batteries</p> <p>034 - oral vaporizers for smokers; Personal vaporisers and electronic cigarettes, and flavourings and solutions therefor; cartridges for electronic cigarettes; Refill cartridges for vaporizers and electronic cigarettes; smokers' articles.</p> <p>041 - Educational information services relating to the use of cannabis and cannabidiol (CBD oil); educational services in the field of cannabis and cannabidiol (CBD oil).</p> |

| Owner | Trademark | Jurisdiction | Status | App No./ Reg No. | Goods and Services |
|------------------------|--------------------|------------------------------|------------|------------------------|--|
| Across Infinity LLC | HIGHLIGHTER | European Union (EUIPO) | Registered | 17690645/ 17690645 | <p>005 - Medicinal oils; edible oils for medicinal purposes; food supplements.</p> <p>009 - chargers; batteries.</p> <p>034 - oral vaporizers for smokers; personal vaporizers and electronic cigarettes, and flavourings and solutions therefor; cartridges for electronic cigarettes; refill cartridges for vaporizers and electronic cigarettes; smokers' articles.</p> <p>041 - Educational information services relating to the use of cannabis and cannabidiol (CBD oil); educational services in the field of cannabis and cannabidiol (CDB oil).</p> |
| Across Infinity LLC | HIGHLIGHTER | Canada (CIPO) | Registered | 1875467/ TMA1092040 | <p>NICE Classes</p> <p>003 - Bleaching, cleaning preparations and non-medicated cosmetics</p> <p>005 - Pharmaceuticals and herbicides</p> <p>009 - Electrical, scientific and teaching apparatus and software</p> <p>034 - Smoker's articles</p> <p>040 - Treatment of materials</p> |

| Owner | Trademark | Jurisdiction | Status | App No./ Reg No. | Goods and Services |
|-------|-----------|--------------|--------|---------------------|---|
| | | | | | <p>041 - Education and entertainment</p> <p>044 - Medical and veterinary, beauty, agricultural and forestry</p> <p>CIPO Goods</p> <p>(1) (2) Batteries for oral vaporizers for smoking purposes.</p> <p>(3) Dried cannabis; cannabis oil for oral vaporizers for smoking; cannabis derivatives and concentrates for oral vaporizers for smoking, specifically cannabidiol (CBD) oil and tetrahydrocannabinol (THC) oil; cannabis extracts and infusions for smoking; oral cannabis vaporizers for smoking purposes.</p> <p>CIPO Services</p> <p>(1) The operation of a production and manufacturing facility in the field of cannabis, medical marijuana, hemp and industrial hemp.</p> <p>(2) Online information and educational services in the field of public interest concerning current events in the field of cannabis, medical marijuana, hemp and industrial hemp.</p> <p>(3) Farming services; cultivation of cannabis crops.</p> |

| Owner | Trademark | Jurisdiction | Status | App No./ Reg No. | Goods and Services |
|------------------------|--------------------|--------------------|------------|---------------------|--|
| Across Infinity LLC | BLOOM FARMS | Australia (IPA) | Registered | 1899279/ 1899279 | <p>005 - Medical Cannabis; cannabis herbal preparations for medical purposes including dried flower and cannabis derivatives including oils; cannabis in dried and oil forms for medical purposes; equipment and products for administering cannabis namely, cannabis or marijuana oil filled pods for medical purposes; cannabis based beverages for medicinal purposes; medical cannabis oil</p> <p>009 - Vaporiser batteries</p> <p>010 - Vaporizers, vapour pens, and empty or refillable oil pods for holding cannabis or marijuana oil for medical purposes</p> <p>034 - Vaporisers, vapour pens, and cannabis and marijuana oil filled pods for administering medical grade marijuana and cannabis for non-medical purposes for smoking; dried marijuana, cannabis, cannabis oil and cannabis extracts for smoking</p> <p>035 - Online sales of medical cannabis and marijuana; retail and wholesale services of medical cannabis and marijuana and associated products; retail and wholesale sales of vaporizers, vapour pens, vaporizer batteries and oil pods; Charitable services, namely organising and conducting volunteer programmes and community service projects</p> |

| Owner | Trademark | Jurisdiction | Status | App No./ Reg No. | Goods and Services |
|------------------------|--------------------|--------------------|------------|---------------------|--|
| Across Infinity LLC | HIGHLIGHTER | Australia (IPA) | Registered | 1899278/ 1899278 | <p>040 - Custom manufacture of cannabis, cannabis oil and other goods infused with cannabis oil, vaporizers and vaporizer batteries</p> <p>005 - Medical cannabis; cannabis herbal preparations for medical purposes including dried flower and cannabis derivatives including oils; cannabis in dried and oil forms for medical purposes; equipment and products for administering cannabis namely, cannabis or marijuana oil filled pods for medical purposes; cannabis based beverages for medicinal purposes; medical cannabis oil</p> <p>009 - Vaporiser batteries</p> <p>010 - Vaporizers, vapour pens, and empty or</p> |

| Owner | Trademark | Jurisdiction | Status | App No./ Reg No. | Goods and Services |
|------------------------|--------------------|--------------|------------|---------------------------------|--|
| | | | | | <p>refillable oil pods for holding cannabis or marijuana oil for medical purposes</p> <p>034 - Vaporisers, vapour pens, and cannabis and marijuana oil filled pods for administering medical grade marijuana and cannabis for non-medical purposes for smoking; dried marijuana, cannabis, cannabis oil and cannabis extracts for smoking</p> <p>035 - Online sales of medical cannabis and marijuana; retail and wholesale services of medical cannabis and marijuana and associated products; retail and wholesale sales of vaporizers, vapour pens, vaporizer batteries and oil pods; Charitable services, namely organising and conducting volunteer programmes and community service projects</p> <p>040 - Custom manufacture of cannabis, cannabis oil and other goods infused with cannabis oil, vaporizers and vaporizer batteries</p> |
| Across Infinity LLC | BLOOM FARMS | Nevada | Registered | E0339172018-1/ E0339172018-1 | 034 - Marijuana |
| Across Infinity LLC | BLOOM FARMS | Nevada | Registered | E0339182018-2/ E0339182018-2 | 022 - Marijuana 034 - Marijuana |

| Owner | Trademark | Jurisdiction | Status | App No./ Reg No. | Goods and Services |
|---------------------------------|--------------------|--------------|------------|---------------------------------|--|
| Across Infinity LLC | BLOOM | Nevada | Registered | E0409602018-9/ E0409602018-9 | 044 - Marijuana 034 - Cartridges filled with cannabis oil for electronic; electric smoking pipes, oral vaporizers |
| Across Infinity LLC | BLOOM | Nevada | Registered | E0409592018-6/ E0409592018-6 | 001 - Manufactured cannabis products; cannabis oil, electronic vaporizer cartridges filled with cannabis oil 034 - Manufactured cannabis products; cannabis oil, electronic vaporizer cartridges filled with cannabis oil |
| Starlight Resources, Inc. | BLOOM FARMS | California | Registered | 300121/ 300121 | 034 - Cartridges sold filled with cannabis oil for e-cigarettes; electric smoking pipes; oral vaporizers for smokers; vaporizer and e-cigarette liquid comprising cannabis oils and terpenes as essential oils |
| Starlight Resources, Inc. | BLOOM FARMS | California | Registered | 300120/ 300120 | 003 - Cannabis essential oils; Cannabis essential oils for personal use First use: 9/1/2014 Use in commerce: 9/1/2014 005 - Medicinal herbal extracts; First use: 9/1/2014 Use in commerce: 9/1/2014 009 - Electronic cigarette batteries; Electronic cannabis vaporizer batteries; battery chargers |

| Owner | Trademark | Jurisdiction | Status | App No./ Reg No. | Goods and Services |
|---------------------------|--------------------|--------------|------------|---------------------|--|
| Starlight Resources, Inc. | BLOOM FARMS | California | Registered | 301531/ 301531 | <p>039 - Manufacturing services, namely, the manufacture of cannabis oil, cannabis concentrates, and cannabis products</p> <p>040 - Manufacturing services, namely, the manufacture of cannabis oil, cannabis concentrates, and cannabis products</p> |
| Starlight Resources, Inc. | HIGHLIGHTER | California | Registered | 300123/ 300123 | <p>034 - Cartridges sold filled with cannabis oil for e-cigarettes; Electric smoking pipes; Oral vaporizers for smokers; Vaporizer and e-cigarette liquid comprising cannabis oils and terpenes as essential oils</p> <p>First use: 9/1/2014 Use in commerce: 9/1/2014</p> |

| Owner | Trademark | Jurisdiction | Status | App. No./ Reg. No. | Goods and Services |
|---------------------------|--------------------|--------------|------------|-----------------------|--|
| Starlight Resources, Inc. | BLOOM | California | Registered | 300119/ 300119 | 034 - Cartridges sold filled with cannabis oil for e-cigarettes; Electric smoking pipes; Oral vaporizers for smokers; Vaporizer and e-cigarette liquid comprising cannabis oils and terpenes as essential oils First use: 9/1/2014 Use in commerce: 9/1/2014 |
| Starlight Resources, Inc. | BLOOM | California | Registered | 300152/ 300152 | 003 - Cannabis essential oils; Cannabis essential oils for personal use First use: 9/1/2014 Use in commerce: 9/1/2014 |
| Starlight Resources, Inc. | HIGHLIGHTER | California | Registered | 300772/ 300772 | 040 - Manufacturing services, namely, the manufacture of cannabis oil, cannabis concentrates and cannabis products First use: 9/1/2014 Use in commerce: 9/1/2014 |

| Owner | Trademark | Jurisdiction | Status | App No./ Reg No. | Goods and Services |
|---------------------------|--------------|--------------|------------|---------------------|---|
| Starlight Resources, Inc. | BLOOM | California | Registered | 300118/ 300118 | 009 - Electronic cigarette batteries; Electronic cannabis vaporizer batteries; Battery chargers First use: 9/1/2014 Use in commerce: 9/1/2014 |