

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM482718

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Sushi with Gusto, Inc.		06/25/2018	Corporation: SOUTH CAROLINA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Upstate Brands LLC		
<b>Street Address:</b>	508 Pennsylvania Avenue		
<b>City:</b>	Greer		
<b>State/Country:</b>	SOUTH CAROLINA		
<b>Postal Code:</b>	29651		
<b>Entity Type:</b>	Limited Liability Company: SOUTH CAROLINA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2702509	SUSHI WITH GUSTO	
<b>Registration Number:</b>	3176782	SHIZEN ALL NATURAL SUSHI	
<b>Registration Number:</b>	3176783	SHIZEN ALL NATURAL SUSHI	
<b>Registration Number:</b>	3373156	ALL SUSHI IS NOT CREATED EQUAL	
<b>Registration Number:</b>	5054002	SUSHI WITH GUSTO ALL SUSHI IS NOT CREATE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8647517800		
<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>			
<b>Phone:</b>	864-751-7600		
<b>Email:</b>	barbara.ballew@smithmoorelaw.com		
<b>Correspondent Name:</b>	Thomas W. Epting		
<b>Address Line 1:</b>	Smith Moore Leatherwood LLP		
<b>Address Line 2:</b>	2 West Washington Street, Suite 1100		
<b>Address Line 4:</b>	Greenville, SOUTH CAROLINA 29601		
<b>ATTORNEY DOCKET NUMBER:</b>	05019756.1 (SWG)		
<b>NAME OF SUBMITTER:</b>	Thomas W. Epting		
<b>SIGNATURE:</b>	/Thomas W. Epting/		
<b>DATE SIGNED:</b>	07/20/2018		

CH \$140.00 2702509

**Total Attachments: 4**

source=SWG- Assignment of Marks#page1.tif

source=SWG- Assignment of Marks#page2.tif

source=SWG- Assignment of Marks#page3.tif

source=SWG- Assignment of Marks#page4.tif

## ASSIGNMENT

This Assignment (this "Assignment") is made as of June 25, 2018 ("Effective Date"), by:

SUSHI WITH GUSTO, INC.  
508 Pennsylvania Avenue  
Greer, South Carolina 29651  
(a South Carolina corporation);

to

UPSTATE BRANDS LLC  
508 Pennsylvania Avenue  
Greer, South Carolina 29651  
(a South Carolina limited liability company).

### Recitals

WHEREAS, SUSHI WITH GUSTO, INC. (the "Assignor") desires to transfer its entire right, title, and interest in and to the Marks (as defined below);

WHEREAS, UPSTATE BRANDS LLC (the "Assignee") desires to obtain the Marks from Assignor.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) paid to Assignor by Assignee, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor:

1. **Assignment.** Assignor hereby assigns to Assignee all of its entire right, title, and interest in and to all trademarks and service marks (collectively "Marks"), all common law rights in the Marks, all applications for registration of the Marks, all unregistered marks, and all registrations of the Marks identified in Schedule A (collectively, the "Assigned Marks"), including the right to renew any registrations included in the Assigned Marks, the right to apply for registrations of marks within or outside the United States based in whole or in part upon the Assigned Marks, any priority right that may arise from the Assigned Marks, and the goodwill associated with the use of the Assigned Marks in the business with which such Marks are and heretofore associated.

2. **Further Documentation.** Assignor agrees to execute any additional documents reasonably necessary to effect this Assignment and to confirm Assignee's ownership of the Assigned Marks.

IN WITNESS WHEREOF, Assignor has caused its duly authorized representatives to execute this Assignment effective as of the Effective Date.

SUSHI WITH GUSTO, INC.  
(Assignor)

By: [Signature]  
Name: HISAMICHI FUJIMURA  
Title: President  
Date: 6/25/2018



UPSTATE BRANDS LLC  
(Assignee)

By: [Signature]  
Name: NICK SPINAK  
Title: VICER PRESIDENT  
Date: 6-25-18

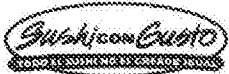
## SCHEDULE A TO ASSIGNMENT

### The Marks

1. The following United States trademark registrations:

Mark	Registration No.	Goods/Services	Registration Date
SUSHI WITH GUSTO®	2,702,509	Sushi	April 1, 2003
SHIZEN ALL NATURAL SUSHI®	3,176,782	Sushi	November 28, 2006
SHIZEN ALL NATURAL SUSHI (and Design)®  	3,176,783	Sushi	November 28, 2006
ALL SUSHI IS NOT CREATED EQUAL®	3,373,156	Sushi	January 22, 2008
ALL SUSHI IS NOT CREATED EQUAL (and Design)®  	5,054,002	Sushi	October 4, 2016

2. The following unregistered marks:

Mark	Goods
SHIZEN	Sushi
SUSHI CON GUSTO	Sushi
SUSHI CON GUSTO TODO EL SUSHI NO ES CREADO IGUAL (and Design)  	Sushi

