

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM661241

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
RESUBMIT DOCUMENT ID:	900620047		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gruvi Inc.		05/17/2021	Corporation: NEW YORK
RECEIVING PARTY DATA			
Name:	Spirit Free Beverages Co.		
Street Address:	2601 Blake Street		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80205		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4379117	GRUVI	
CORRESPONDENCE DATA			
Fax Number:	6508385109		
<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:	650-838-3743		
Email:	JLIK@SHEARMAN.COM		
Correspondent Name:	BENJAMIN PETERSEN		
Address Line 1:	1460 EL CAMINO REAL, 2ND FLOOR		
Address Line 2:	SHEARMAN & STERLING LLP		
Address Line 4:	MENLO PARK, CALIFORNIA 94025		
ATTORNEY DOCKET NUMBER:	09950-01136		
NAME OF SUBMITTER:	BENJAMIN PETERSEN		
SIGNATURE:	/BENJAMIN PETERSEN/		
DATE SIGNED:	07/20/2021		
Total Attachments: 3			
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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment"), effective May 17, 2021, is made and entered into by and between Gruvi, Inc, a New York Corporation located at 3856 Bronx Boulevard, Unit 12A, Bronx, New York 10467 ("Assignor"), and Spirit Free Beverages Co., a Delaware Corporation located at 2601 Blake Street, Denver, Colorado 803205 ("Assignee"). Capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Purchase Agreement (as defined below).

WHEREAS, Assignor is the owner or registrant of record of U.S. Trademark Registration No. 4,379,117 for the mark "GRUVI" (the "Purchased Trademark"); and

WHEREAS, Assignor and Assignee entered into that certain Trademark Acquisition Agreement, dated as of May 17, 2021 (the "Purchase Agreement"), pursuant to which Assignee has agreed to purchase the Purchased Trademark from Assignor.

NOW THEREFORE, for good and valuable consideration, including the promises and covenants set forth in the Purchase Agreement, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Assignment. Assignor hereby sells, assigns and transfers to Assignee, and Assignee hereby accepts the sale, assignment and transfer of, all right, title and interest in and to the Pruchased Trademark, together with the goodwill symbolized thereby and including all rights therein provided by international conventions and treaties, all rights of priority and renewals, and all rights to sue and recover damages for past, present and future infringement, dilution, misappropriation, unlawful imitation or other violation thereof or conflict therewith.

2. Due Authorization. Assignor hereby authorizes and requests the Commissioner of Trademarks of the United States to record this Assignment.

3. Governing Law. This Assignment shall be governed by, and construed in accordance with, the laws of the State of New York applicable to contracts executed in and to be performed in that State, without regard to the conflicts of law principles of such State.

6. Counterparts. This Assignment may be executed and delivered (including by facsimile transmission) in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, each party has caused this Assignment to be executed by its duly authorized representative.

GRUVI INC.

By: 
Name: Bert Benjamin
Title: CEO/ President

SPIRIT FREE BEVERAGES CO

By: Sanjeev Sawni

Name: Sanjeev Sawni

Title: CFO and Director