

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM807121

<b>SUBMISSION TYPE:</b>	RESUBMISSION		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>RESUBMIT DOCUMENT ID:</b>	900766398		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
FLRish IP LLC		04/10/2023	Limited Liability Company: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	UL Holdings Inc.		
<b>Street Address:</b>	1295 W Morena Blvd		
<b>City:</b>	San Diego		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92110		
<b>Entity Type:</b>	Corporation: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87869642	URBN LEAF A FEEL GOOD DRUG BOUTIQUE	
<b>Serial Number:</b>	88501046	URBN LEAF	
<b>Serial Number:</b>	88500093	URBN LEAF	
<b>Serial Number:</b>	90179372		
<b>Serial Number:</b>	90179376	URBN LEAF	
<b>Serial Number:</b>	90210368	URBN LEAF	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>Email:</b>	rshea.lee@statehouse.co		
<b>Correspondent Name:</b>	R Shea Lee		
<b>Address Line 1:</b>	1295 W Morena Blvd		
<b>Address Line 4:</b>	San Diego, CALIFORNIA 92110		
<b>NAME OF SUBMITTER:</b>	R Shea Lee		
<b>SIGNATURE:</b>	/R Shea Lee/		
<b>DATE SIGNED:</b>	05/01/2023		

**Total Attachments: 3**

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## TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment"), shall be effective as of the last signature date (the "**Effective Date**"), is made by and between FLRish IP, LLC ("**Assignor**"), a limited liability company organized and existing under the laws of California with a principal place of business 1295 W Morena Blvd, San Diego, CA 92110 and UL Holdings Inc. ("**Assignee**"), a corporation organized and existing under the laws of California, with a principal place of business at 1295 W Morena Blvd, San Diego, CA 92110, (individually referred to as a "Party" and collectively as the "Parties").

### RECITALS

WHEREAS, Assignor warrants that it owns all rights, title, and interest, in the marks as identified in Exhibit A (the "Marks");

WHEREAS, Assignee originally owned all rights, title, and interest, in the Marks previous to September 1, 2022;

WHEREAS, Assignee is the borrower of certain funding provided by Seventh Avenue Investments, LLC ("Lender") and entered into a Trademark Security Agreement executed on December 21, 2020 conveying a security interest in all rights, title, and interest, in the Marks to the Lender;

WHEREAS, Assignee assigned all said rights, title, and interest, in the Marks to Assignor on September 13, 2022., for the purpose of consolidating all intellectual property by Assignor with one entity;

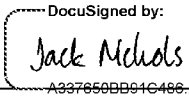
WHEREAS, Assignee desires to be assigned all statutory and common law rights, title, and interest in the Marks to ensure Lender's primary security interest in the Marks;

NOW THEREFORE, in consideration of the mutual covenants and promises herein, as well as other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Assignor hereby conveys, transfers, and assigns to the Assignee, *nunc pro tune*, all rights, title, and interest in the Marks, together with:
  - a. The goodwill of the business relating to the services on which the Marks are used and for which it is registered for;
  - b. All income, royalties, and damages hereafter due or payable to Assignor with respect to the Marks, including without limitation, damages, and payments for past or future infringements and misappropriations of the Marks; and
  - c. All rights to sue and collect damages for past, present, and future infringement or misappropriation of the Marks.
2. These assigned rights shall be held and enjoyed by Assignee for Assignee's own use and enjoyment, and for the use and enjoyment of its successors, assigns and other legal representatives, at common law and/or to the end of the term or terms of which registration pertaining to the Marks may be granted, or renewed, as fully and entirely as the same would have been held and enjoyed by Assignor if this Agreement had not been made.
3. Assignor agrees to cooperate with Assignee to execute such additional documents as are necessary to defend, register, or otherwise give full effect to and perfect the rights of Assignee in the Marks and take such further actions as Assignee may reasonably request in order to register and record this Assignment at the appropriate registries to demonstrate Assignee's title in the Marks.

IN WITNESS WHEREOF, the undersigned represents that it has authority to execute this Agreement and to carry out all obligations imposed hereunder, has read, understands, and agreed to the terms of this Assignment, and has executed this instrument as of the date set forth below.

**FLRISH IP, LLC (Assignor)**

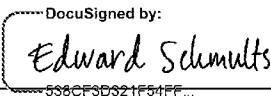
Signature:  \_\_\_\_\_  
A327850DD91G488...

Name: Jack Nichols

Title: Authorized Signatory

Date: 4/10/2023

**UL HOLDINGS, INC. (Assignee)**

Signature:  \_\_\_\_\_  
538CF3D321F54FF...

Name: Edward schmults

Title: CEO

Date: 4/10/2023

**EXHIBIT A**  
**Marks**

Grantor	Country	Mark	Application/ Registration No.	Application/ Registration Date
UL Holdings Inc.	USA	Urbn Leaf A Feel Good Drug Boutique (Word and Design Marks)	USPTO Reg. No. 5621421	12/04/2018
UL Holdings Inc.	USA	Urbn Leaf (Word Mark)	USPTO Reg. No. 6143104	09/01/2020
UL Holdings Inc.	USA	Urbn Leaf (Work Mark)	USPTO Ser. No. 88500093	07/03/2019
UL Holdings Inc.	USA	Diamond Leaf Logo (Design Mark)	USPTO Ser. No. 90179372	09/14/2020
UL Holdings Inc.	USA	Urbn Leaf (Word Mark)	USPTO Ser. No. 90179376	09/14/2020
UL Holdings Inc.	USA	Urbn Leaf (Word Mark)	USPTO Ser. No. 90210368	09/25/2020
UL Holdings Inc.	USA	Urbn Leaf (Word Mark)	CA SOS Reg. No. 301224	03/18/2018
UL Holdings Inc.	USA	Urbn Leaf (Word Mark)	CA SOS Reg. No. 301246	03/19/2018
UL Holdings Inc.	USA	Urbn Lgnd (Word Mark)	CA SOS Reg. No. 301251	03/20/2018
UL Holdings Inc.	USA	Urbn Leaf A Feel Good Drug Boutique (Word and Design Marks)	CA SOS Reg. No. 301260	04/25/2018
UL Holdings Inc.	USA	Urbn Leaf A Feel Good Drug Boutique (Word and Design Marks)	CA SOS Reg. No. 301264	04/25/2018
UL Holdings Inc.	USA	Urbn Leaf (Word Mark)	CA SOS Reg. No. 304752	12/07/2018
UL Holdings Inc.	USA	Omega Trees (Word and Design Marks)	CA SOS Reg. No. 304895	10/29/2018
UL Holdings Inc.	USA	Shorty's (Word and Design Marks)	CA SOS Reg. No. 304896	10/29/2018
UL Holdings Inc.	USA	Kushy Cubes (Word Mark)	CA SOS Reg. No. 305718	01/16/2019
UL Holdings Inc.	USA	Sluggy's (Word Mark)	CA SOS Reg. No. 305719	01/16/2019
UL Holdings Inc.	USA	Hempy's (Word Mark)	CA SOS Reg. No. 306368	03/20/2019

**TRADEMARK**

**RECORDED: 04/17/2023**

**REEL: 008054 FRAME: 0460**