

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sunbrook Franchising, Inc.		03/05/2013	CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	Scallions Sunbrook Franchising, LLC		
Street Address:	6029 Professional Parkway		
City:	Douglasville		
State/Country:	GEORGIA		
Postal Code:	30134		
Entity Type:	LIMITED LIABILITY COMPANY: GEORGIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2261170	SUNBROOK ACADEMY	
Registration Number:	3704727	SUNBROOK ACADEMY	
CORRESPONDENCE DATA			
Fax Number:	7702369785		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	678-518-6851		
Email:	kheart@atclawfirm.com		
Correspondent Name:	M. Kathleen Hart, Esq.		
Address Line 1:	1960 Satellite Blvd.		
Address Line 2:	Suite 4000		
Address Line 4:	Duluth, GEORGIA 30097		
ATTORNEY DOCKET NUMBER:	024110.04001		
NAME OF SUBMITTER:	M. Kathleen Hart, Esq.		
Signature:	/mkh/		

OP \$65.00 2261170

TRADEMARK

Date:

02/04/2014

Total Attachments: 2

source=Scallions Franchising.Trademark Assignment#page1.tif

source=Scallions Franchising.Trademark Assignment#page2.tif

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

WHEREAS, Sunbrook Franchising, Inc., a Georgia corporation located at 2295 Towne Lake Parkway, Suite 116-250, Woodstock, Georgia 30189 ("Assignor") is the record owner of the service marks set forth in Exhibit A attached hereto (the "Marks");

WHEREAS, Assignor, D. Neil Gass, individually, ("D. Gass"), Jacquelyn E. Gass, individually, ("J. Gass"), Scallions Sunbrook Franchising, LLC, a Georgia limited liability company with offices located at 1814 Trilogy Park Drive, Hoschton, Georgia 30548 ("Assignee"), and J. Thad Joiner, as Assignee's principal ("Joiner"), entered into that certain Asset Purchase Agreement, dated as of August 16, 2012 (the "Purchase Agreement"), pursuant to which Assignee agreed to purchase and Assignor agreed to sell, convey, assign, transfer and deliver to Assignee, certain assets of Assignor, including without limitation, all of the Assignor's right title and interest in and to the Marks. Any capitalized term used herein and not otherwise defined shall have the meaning ascribed to it in the Purchase Agreement; and

WHEREAS, Assignor desires that Assignee shall acquire all of the right, title and interest in the Marks as provided in the Purchase Agreement, and by this Assignment of Marks ("Assignment"), Assignor intends to sell, convey, assign and transfer to Assignee, its successors and assigns, the Marks and all goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest it may now have, may ever have had or may ever have, in and to the Marks and the goodwill of the business symbolized thereby, including all rights to sue and recover for past infringements thereof.

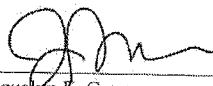
Assignor further agrees that Assignor will, without demanding any further consideration therefore, at the request but at expense of Assignee, do all lawful and just acts, including the execution and acknowledgement of instruments that may be or become necessary for obtaining, sustaining, or renewing the Marks, and for maintaining and perfecting Assignee's right to the Marks.

This assignment will be governed by and construed in accordance with the laws of the State of Georgia without regard to any conflicts of law principles and it may be executed in one (1) or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties have executed this Assignment effective as of March 5, 2013.

SUNBROOK FRANCHISING, INC.

By: 
Jacquelyn E. Gass
President

SCALLIONS SUNBROOK
FRANCHISING, LLC.

By: 

J. Thad Joiner
Manager

[Signature Page to Assignment of Trademarks and Service Marks]

Schedule A

Trademark and Service Mark Assignment

By and between Sunbrook Franchising, Inc. (Assignor)
and Scallions Sunbrook Franchising, LLC. (Assignee)

<u>Mark</u>	<u>Registration No.</u>
SUNBROOK ACADEMY Service Mark	2,261,170
Sunbrook Academy Design Service Mark	3,704,727

[Signature Page to Assignment of Trademarks and Service Marks]