

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM372050

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
W. Deemer Class & Son		01/02/2014	PARTNERSHIP: MARYLAND
RECEIVING PARTY DATA			
Name:	W. Deemer Class & Son, LLC		
Street Address:	8477 Dorsey Run Road		
City:	Jessup		
State/Country:	MARYLAND		
Postal Code:	20794		
Entity Type:	LIMITED LIABILITY COMPANY: MARYLAND		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2839828	WONDER FRUIT	
Registration Number:	2590867	JEAN'S CLASSY PACK	
CORRESPONDENCE DATA			
Fax Number:	2403304520		
<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:	2403304520		
Email:	uspto.filings@bw-iplaw.com		
Correspondent Name:	Joseph W. Berenato, III		
Address Line 1:	6550 Rock Spring Drive, Suite 240		
Address Line 4:	Bethesda, MARYLAND 20817		
ATTORNEY DOCKET NUMBER:	6305.100		
NAME OF SUBMITTER:	Joseph W. Berenato, III		
SIGNATURE:	/jwb/		
DATE SIGNED:	02/04/2016		
Total Attachments: 6			
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STATE OF MARYLAND
Department of Assessments and Taxation

I, HEIDI DUDDERAR OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF LIMITED LIABILITY COMPANIES , OR THE RIGHTS OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ARTICLES OF ORGANIZATION WERE FILED ON MAY 8, 2014 CONVERTING W.DEEMER CLASS & SON (A GENERAL PARTNERSHIP) TO W. DEEMER CLASS & SON, LLC

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JANUARY 22, 2016.



Heidi Dudderar
Associate Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1344 / Outside Balto. Metro (888) 246-5941 0009969058
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

CRTGST

**WRITTEN CONSENT
OF THE MANAGER,
THE MANAGEMENT COMMITTEE,
AND ALL OF THE PARTNERS
OF
W. DEEMER CLASS & SON
in lieu of meeting**

Dated as of January 2, 2014

The undersigned, constituting the Manager, all of the Partners, and all of the duly elected members of the Management Committee (as set forth on Exhibit A attached hereto) of W. DEEMER CLASS & SON, a Maryland general partnership (the "Company"), do hereby make the following statements and take the following actions in lieu of a meeting in accordance with Section 6.6 of the Joint Venture Agreement, dated as of January 1, 1991 (the "Partnership Agreement"), by and between W. Deemer Class & Son, Inc., a Maryland corporation ("WDCI"), and Regwood Limited Partnership, a Maryland limited partnership, and to evidence their waiver of any right to dissent from such actions, do hereby execute this document.

WHEREAS, the Company and its affiliates (together, the "Class Businesses"), after consultation with the Company's counsel, have agreed to, and are effectuating and implementing, a reorganization of the corporate structure of the Class Businesses (the "Reorganization"); and

WHEREAS, pursuant to the Reorganization, the Class Businesses have determined that it is desirable for the Company to convert its business form from a general partnership to a Maryland limited liability company (the "Conversion"); and

WHEREAS, the Partners, the Manager, and the members of the Management Committee of the Company have determined that the Conversion is in the Company's best interest and in the best interests of its Partners pursuant to the Reorganization; and

WHEREAS, the Class Businesses have determined that, subsequent to the Conversion, it is in the Class Businesses' and the Company's best interests for the Company to make a current distribution (the "Distribution") to its partner, WDCI, of (A) \$2,000,000 in cash, and (B) the equipment and costs (collectively, the "Equipment") purchased and incurred by Class Produce Group, LLC ("CPG") on behalf of, and pursuant to the startup of, the TGD Cuts, LLC business ("TGD Cuts"), which Equipment was previously distributed by CPG to the Company subsequent to the effective date of the Articles (as defined below); and

WHEREAS, the Distribution is being made in order to enable WDCI to own and lease the Equipment to TGD Cuts, and to continue to purchase new equipment and provide additional services to TGD Cuts subsequent to the Distribution in connection with the startup of TGD Cuts' business operations; and

WHEREAS, the Partners, the Manager, and the members of the Management Committee of

the Company have determined that making the Distribution is in the Company's best interest and in the best interests of its Partners pursuant to the Reorganization.

NOW, THEREFORE, BE IT:

RESOLVED, that the Company consummate the Conversion by filing Articles of Organization (the "**Articles**") with the Maryland State Department of Assessments and Taxation in accordance with Section 4A-211 of the Maryland Limited Liability Company Act, and that the Articles contain such statements and be filed at such time as counsel to the Company shall determine; and be it further

RESOLVED, that the Conversion be consummated in accordance with IRS Revenue Rulings 95-37 and 84-52 such that no adverse federal income tax consequences arise as a result of the Conversion; and be it further

RESOLVED, that the Partnership Agreement shall continue to govern the affairs of the Company from and after the effective date of the Articles and the conversion of the Company to a limited liability company; and be it further

RESOLVED, that after the effective date of the Articles, the Company be, and it hereby is, authorized and directed to make the Distribution to WDCI; and be it further

RESOLVED, that to evidence and perfect the Company's receipt and acceptance of the Equipment from CPG prior to the Distribution pursuant to a current distribution from CPG, and the subsequent Distribution by the Company to WDCI, the Company be, and it hereby is, authorized and directed to enter into separate Assignment Agreements (the "**Agreements**") with CPG and with WDCI, in form and substance as counsel to the Company shall determine; and be it further

RESOLVED, that pursuant to Section 4.3(b) of the Partnership Agreement, the Management Committee hereby delegates to the Manager the authority to execute and deliver all documents the Manager deems necessary and desirable, in consultation with the Company's counsel, to effectuate and consummate the Reorganization, the Conversion, and the Distribution as set forth in these resolutions, including but not limited to the Articles, the Agreements, and all documents and instruments ancillary thereto; and be it further

RESOLVED, that any and all actions taken or contracts entered into heretofore by the Manager or any partner of the Company, as well as any and all actions taken or contracts entered into by said persons as individuals, acting on behalf of the Company, be, and the same hereby are, ratified, confirmed and approved by the Management Committee and the Company, and all such contracts or acts are hereby adopted as the action of the Company as though the Manager or the partner had at such time full power and authority to act on behalf of the Company and in the same manner as if each and every act or contract had been done pursuant to the specific authorization of the Management Committee or the Company; and be it further

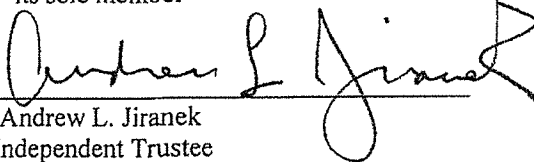
RESOLVED, that this Written Consent may be executed in any number of counterparts, each of which shall be considered an original and all of which, when taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Written Consent of all of the Partners, the Management Committee, and the Manager of W. DEEMER CLASS & SON is executed as of the date first above written.

REGWOOD LIMITED PARTNERSHIP,
its 50 partner

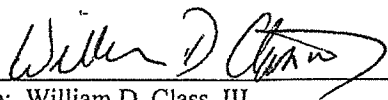
By: REGWOOD ASSOCIATES, LLC,
Sole General Partner

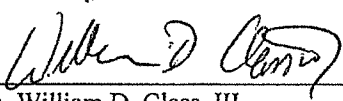
By: The William D. Class, Jr. Dynasty Trust,
its sole member

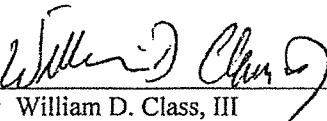
By: 
Name: Andrew L. Jiranek
Title: Independent Trustee

By: see next page
Name: Virginia Zrake
Title: Administrative Trustee

W. DEEMER CLASS & SON, INC.
its 50 partner

By: 
Name: William D. Class, III
Title: President

By: 
Name: William D. Class, III
Title: Manager

By: 
Name: William D. Class, III
Title: Member of Management Committee

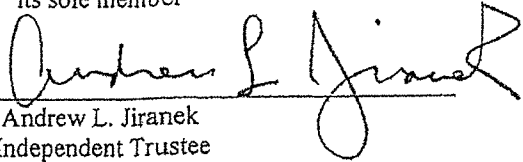
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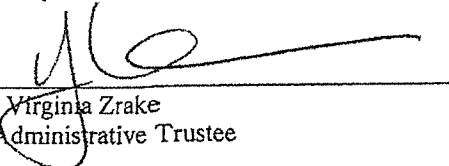
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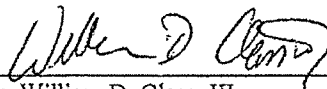
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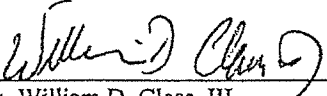
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Title: Manager

By: 
Name: William D. Class, III
Title: Member of Management Committee

By: 
Name: Jonathan C. Class
Title: Member of Management Committee

By: 
Name: Robert C. Class
Title: Member of Management Committee