

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM396926

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|---|--|-----------------------|-------------------------------------|
| SUBMISSION TYPE: | CORRECTIVE ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Corrective Assignment to correct the name of the assignor/conveying party, which should be USHG, LLC, not Union Square Hospitality Group, LLC previously recorded on Reel 004234 Frame 0537. Assignor(s) hereby confirms the Assignment of Trademarks. | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| USHG, LLC | FORMERLY Union Square Hospitality Group, LLC | 04/05/2010 | Limited Liability Company: NEW YORK |
| RECEIVING PARTY DATA | | | |
| Name: | SSE IP, LLC | | |
| Street Address: | 24 Union Square East | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10003 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3853559 | SHAKE SHACK | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2127540330 | | |
| <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: | (212)907-7300 | | |
| Email: | rsilverman@golenbock.com | | |
| Correspondent Name: | Robin E. Silverman, Esq. | | |
| Address Line 1: | 711 Third Avenue | | |
| Address Line 2: | Golenbock Eiseman Assor Bell & Peskoe | | |
| Address Line 4: | New York, NEW YORK 10017 | | |
| NAME OF SUBMITTER: | Robin E. Silverman | | |
| SIGNATURE: | /Robin E. Silverman/ | | |
| DATE SIGNED: | 08/31/2016 | | |
| Total Attachments: 10 | | | |
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| source=SSE Chain of title - SS design 559 (Fully Executed)#page2.tif | | | |

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AFFIDAVIT

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

I, Andrew M. Cromer, am the Associate Counsel at Shake Shack Enterprises, LLC and its affiliated entities, including but not limited to SSE IP, LLC (hereinafter referred to as "**Shake Shack**").

1. I submit this affidavit to the Patent and Trademark Office ("**PTO**") to correct a clerical error in the name of the predecessor in interest to SSE IP, LLC, as such name appears in the assignment document pursuant to which SSE IP, LLC, the current owner of the Shake Shack and design trademark registration bearing Reg. No. 3853559 (the "**Trademark**"), acquired its rights in the Trademark.
2. Union Square Hospitality Group, LLC was organized in New York on December 23, 1997, and was SSE IP, LLC's predecessor in interest to the rights in the Trademark.
3. On or around February 8, 2010, Union Square Hospitality Group, LLC filed a Certificate of Amendment to its Articles of Organization with the Secretary State of New York, changing its name from Union Square Hospitality Group, LLC to USHG, LLC ("**Change of Name Amendment**"). (A copy of the Certificate of Amendment is attached hereto as Exhibit A and incorporated herein by reference).
4. On April 5, 2010, USHG, LLC assigned the entire interest in the then-pending trademark application for the Trademark to SSE IP, LLC (hereinafter referred to as the "**Assignment of Trademark**") (A copy of the Assignment of Trademark is attached hereto as Exhibit B and incorporated herein by reference). However, due to a clerical error, the Assignment of Trademark incorrectly identified the assignor by its previous name -- "Union Square Hospitality Group, LLC" -- when in fact the entity should have been identified as USHG, LLC.
5. On or about April 28, 2010, the Change of Name Amendment was recorded against the then-pending trademark application for the Trademark at reel/frame number 4194/0349.
6. On or about June 30, 2010, the Assignment of Trademark was recorded against the then-pending trademark application for the Trademark at reel/frame number 4234/0537.
7. Accordingly, Shake Shack respectfully requests that this Affidavit and the Exhibits attached hereto be recorded against the Trademark, Reg. No. 3853559, to clarify the chain of title to the Trademark and to correct the erroneous use of the former name

of the assignor ("Union Square Hospitality Group, LLC") in the Assignment of Trademark document, instead of the then current name of such assignor ("USHG, LLC").

8. The undersigned, being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements and the like may jeopardize the validity of the application or document or any registration resulting therefrom, declares that all statements made on his own knowledge are true; and all statements made on information and belief are believed to be true.

Signature: 

Name: Andrew M. Cromer

Title: Associate Counsel

Date: June 17, 2016

PERSONALLY came and appeared before me, the undersigned Notary, the within named Andrew M. Cromer, who is a resident of New York County, State of New York, and makes this his statement and Affidavit upon oath and affirmation of belief and personal knowledge that the following matter, facts and things set forth are true and correct to the best of his knowledge.



Signature of Notary Public

CINDY S. BIRNBAUM RONSON
Notary Public, State of New York
No. 02BI4884995
Qualified in New York County
Commission Expires Aug. 2, 2019

FILING RECEIPT

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ENTITY NAME: USHG, LLC

DOCUMENT TYPE: AMENDMENT (DOM LLC)
NAME

COUNTY: NEWY

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FILED:02/08/2010 DURATION:***** CASH#:100208000440 FILM #:100208000382

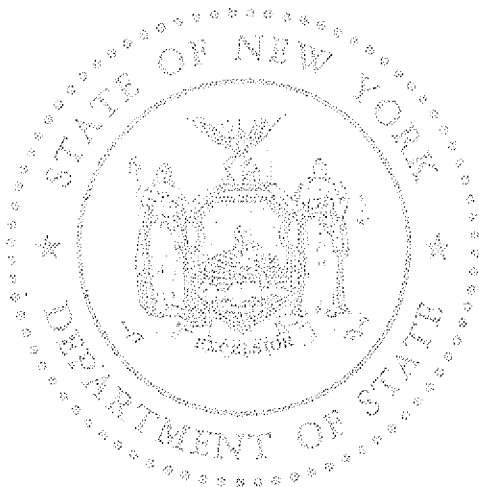
FILER:

PROSKAUER ROSE LLP
1585 BROADWAY

NEW YORK, NY 10036

ADDRESS FOR PROCESS:

REGISTERED AGENT:



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SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

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| FEES | 295.00 |
| ----- | |
| FILING | 60.00 |
| TAX | 0.00 |
| CERT | 0.00 |
| COPIES | 10.00 |
| HANDLING | 225.00 |

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| PAYMENTS | 295.00 |
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| CASH | 0.00 |
| CHECK | 0.00 |
| CHARGE | 0.00 |
| DRAWDOWN | 295.00 |
| OPAL | 0.00 |
| REFUND | 0.00 |

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STATE OF NEW YORK

DEPARTMENT OF STATE

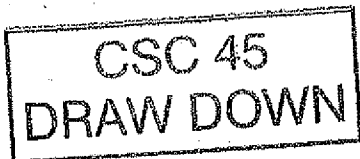
I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
February 8, 2010.



A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State



100208000 382

CERTIFICATE OF AMENDMENT

OF THE

ARTICLES OF ORGANIZATION

OF

UNION SQUARE HOSPITALITY GROUP, LLC
(Under Section 211 of the Limited Liability Company Law)

It is hereby certified that:

FIRST: The name of the limited liability company is:

UNION SQUARE HOSPITALITY GROUP, LLC

SECOND: The date of filing of the Articles of Organization is December 23, 1997.

THIRD: The amendment in the Certificate of Amendment of the Articles of Organization hereby effected is as follows:

Paragraph **FIRST** of the Articles of Organization relating to the name of the limited liability company is hereby amended to read as follows:

FIRST: The name of the limited liability company is:

USHG, LLC

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Date: February 8, 2010

/s/ Robert A. Cantone
Robert A. Cantone
Authorized Person

#1
100208000 382

**CERTIFICATE
OF
AMENDMENT
OF THE
ARTICLES
OF
ORGANIZATION
OF
UNION SQUARE HOSPITALITY GROUP, LLC**

(UNDER SECTION 211 OF THE LIMITED LIABILITY COMPANY LAW)

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 08 2010
TAX \$ _____
BY: KWA

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2010 FEB -8 AM 11:38
RECEIVED

PROSKAUER ROSE LLP
1585 BROADWAY
NEW YORK, NEW YORK 10036

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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 | | | | | | | | | |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Name</th> <th style="width: 30%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 20%;">Entity Type</th> </tr> <tr> <td>Union Square Hospitality Group LLC</td> <td></td> <td>04/05/2010</td> <td>LIMITED LIABILITY COMPANY: NEW YORK</td> </tr> </table> | Name | Formerly | Execution Date | Entity Type | Union Square Hospitality Group LLC | | 04/05/2010 | LIMITED LIABILITY COMPANY: NEW YORK | |
| Name | Formerly | Execution Date | Entity Type | | | | | | |
| Union Square Hospitality Group LLC | | 04/05/2010 | LIMITED LIABILITY COMPANY: NEW YORK | | | | | | |
| RECEIVING PARTY DATA | | | | | | | | | |
| Name: | SSE IP, LLC | | | | | | | | |
| Street Address: | 24 Union Square East | | | | | | | | |
| Internal Address: | c/o Union Square Hospitality Group LLC | | | | | | | | |
| City: | New York | | | | | | | | |
| State/Country: | NEW YORK | | | | | | | | |
| Postal Code: | 10003 | | | | | | | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | | | | | | | |
| PROPERTY NUMBERS Total: 1 | | | | | | | | | |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 20%;">Property Type</th> <th style="width: 20%;">Number</th> <th style="width: 60%;">Word Mark</th> </tr> <tr> <td>Serial Number:</td> <td>77952336</td> <td>SHAKE SHACK</td> </tr> </table> | Property Type | Number | Word Mark | Serial Number: | 77952336 | SHAKE SHACK | | | |
| Property Type | Number | Word Mark | | | | | | | |
| Serial Number: | 77952336 | SHAKE SHACK | | | | | | | |
| CORRESPONDENCE DATA | | | | | | | | | |
| Fax Number: | (212)969-2900 | | | | | | | | |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | | | | | | | | |
| Phone: | (212) 969-3000 | | | | | | | | |
| Email: | trademark@proskauer.com | | | | | | | | |
| Correspondent Name: | Jenifer deWolf Paine | | | | | | | | |
| Address Line 1: | Proskauer Rose LLP | | | | | | | | |
| Address Line 2: | 1585 Broadway | | | | | | | | |
| Address Line 4: | New York, NEW YORK 10036-8299 | | | | | | | | |
| ATTORNEY DOCKET NUMBER: | 74511-042 | | | | | | | | |
| NAME OF SUBMITTER: | Jenifer deWolf Paine | | | | | | | | |
| Signature: | /Jenifer deWolf Paine/ | | | | | | | | |

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 REEL: 005870 FRAME: 0091

Date:

06/30/2010

Total Attachments: 2

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TRADEMARK

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ASSIGNMENT OF TRADEMARKS

WHEREAS Union Square Hospitality Group LLC ("Assignor"), a New York limited liability company with an address at 24 Union Square East, New York, New York 10003, holds of record the federal registrations of and pending registrations for the Trademarks shown in Schedule A hereto (the "Trademarks"); and

WHEREAS, pursuant to an Assignment and Contribution Agreement dated November 16, 2009, SSE IP, LLC ("Assignee"), a Delaware limited liability company with an address at C/O Union Square Hospitality Group LLC, 24 Union Square East, New York, New York 10003, is acquiring certain assets of Assignor, including the Trademarks, the registrations thereof, and the goodwill of the business symbolized by the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby assigns, conveys and transfers to Assignee all right, title and interest in and to the Trademarks, together with the federal registrations thereof, any other registrations or applications for registration thereof, and the goodwill of the business symbolized by the Trademarks, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made.

Dated: 4/5/10, 2010

UNION SQUARE HOSPITALITY GROUP LLC

By: _____

Name: _____

Title: _____

TRADEMARK

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SCHEDULE A

| <u>Trademark</u> | <u>Application No.</u> | <u>Application Date</u> |
|-------------------------|-------------------------------|--------------------------------|
| SHAKE SHACK & Design | 77952336 | March 5, 2010 |