

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM412755

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/30/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Brammer Biopharmaceuticals, LLC		03/30/2016	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Brammer Bio Holding Company, LLC		
Street Address:	250 Binney Street		
City:	Cambridge		
State/Country:	MASSACHUSETTS		
Postal Code:	02142		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5070378	MANUFACTURING PERSONALIZED	
CORRESPONDENCE DATA			
Fax Number:	6175231231		
<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:	617-570-1000		
Email:	TMAdmin@goodwinlaw.com		
Correspondent Name:	TM Administrator		
Address Line 1:	100 Northern Avenue		
Address Line 4:	Boston, MASSACHUSETTS 02210		
NAME OF SUBMITTER:	ALAN F FEENEY, ESQ		
SIGNATURE:	/alan f feeny/		
DATE SIGNED:	01/18/2017		
Total Attachments: 19			
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**AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT**

OF

BRAMMER BIO HOLDING COMPANY, LLC

THIS AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT of BRAMMER BIO HOLDING COMPANY, LLC, a Delaware limited liability company f/k/a Brammer Biopharmaceuticals, LLC (the "Company"), is made as of March 30, 2016 (the "Effective Date"), by and among the Company and the Members listed on the signature page hereto. Capitalized terms used herein are defined in Section 1.1 hereof.

RECITALS

WHEREAS, the Company was organized in accordance with the Delaware Limited Liability Company Act upon the filing of a certificate of formation therefor with the Delaware Secretary on November 18, 2014, under the name "Brammer Biopharmaceuticals, LLC", and the Brammer Founders entered into an initial limited liability company agreement of the Company as of October 21, 2015 (the "Prior Agreement");

WHEREAS, an amendment to the certificate of formation of the Company was filed on March 21, 2016 changing the name of the Company from "Brammer Biopharmaceuticals, LLC" to "Brammer Bio Holding Company, LLC";

WHEREAS, concurrently with the execution of this Agreement, the Company, FB2 Blocker, LLC, a Delaware limited liability company ("Blocker"), and the Brammer Members (collectively with Blocker, the "Purchasers") are entering into a Contribution and Series B Preferred Share Purchase Agreement (the "Purchase Agreement"), pursuant to which (i) Blocker is contributing all of the membership interests of Brammer Bio, LLC, a Delaware limited liability company f/k/a FB2 Services, Inc. ("FB2"), to the Company in exchange for Series A Preferred Shares and Common Shares and (ii) the Purchasers are purchasing Series B Preferred Shares from the Company for cash; and

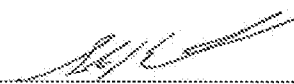
WHEREAS, in connection with the consummation of the transactions contemplated by the Purchase Agreement, the Members desire to amend and restate the Prior Agreement in its entirety as herein set forth, such amendment and restatement to become effective as of the date hereof.

NOW, THEREFORE, in consideration of the mutual representations, warranties and covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

COMPANY:

BRAMMER BIO HOLDING COMPANY, LLC


By: 

Name: Steven Kasok
Title: President

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

MEMBERS:

FB2 BLOCKER, LLC

By: 
Name: David Q. Anderson
Title: President

THE BAMFORTH FAMILY, LLC

By: _____
Name: Mark Bamforth
Title: Manager

Steven Kasok

BRAMMER INVESTORS, LLC

By: _____
Name: Mark Bamforth
Title: Manager

For purposes of Section 11.3:

BRAMMER BIO, LLC

By: Brammer Bio Holding Company,
LLC, its Manager

By: _____
Name: Mark Bamforth
Title: President and Chief Executive Officer

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

MEMBERS:


FB2 BLOCKER, LLC

By: _____

Name: David Q. Anderson

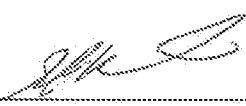
Title: President

THE BAMFORTH FAMILY, LLC

By:  _____

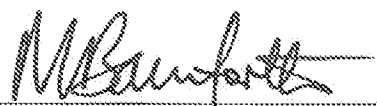
Name: Mark Bamforth

Title: Manager

 _____

Steven Kasok

BRAMMER INVESTORS, LLC

By:  _____

Name: Mark Bamforth

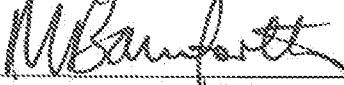
Title: Manager

For purposes of Section 11.3:

BRAMMER BIO, LLC

By: Brammer Bio Holding Company,

LLC, its Manager

By:  _____

Name: Mark Bamforth

Title: President and Chief Executive Officer

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.


For purposes of section 7.1(a)

AMPERSAND 2014 LIMITED PARTNERSHIP

By: AMP-14 Management Company Limited
Partnership, its General Partner

By: AMP-14 MC LLC, its General Partner

By: _____


Name: Herbert H. Hooper

Title: Managing Member

Richard Snyder

SNYDER FAMILY LEGACY TRUST

By: _____

Name:

Title:

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

TRADEMARK
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IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

For purposes of section 7.1(a)

AMPERSAND 2014 LIMITED PARTNERSHIP

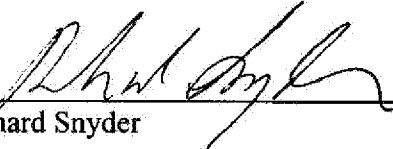
By: AMP-14 Management Company Limited
Partnership, its General Partner

By: AMP-14 MC LLC, its General Partner

By: _____

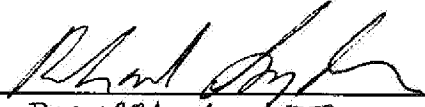
Name: Herbert H. Hooper

Title: Managing Member



Richard Snyder

SNYDER FAMILY LEGACY TRUST

By: 

Name: RICHARD SNYDER
Title: TRUSTEE

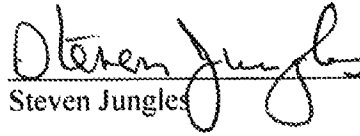
[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

TRADEMARK

REEL: 005969 FRAME: 0295

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

For purposes of section 7.1(a)



Steven Jungles

Timothy Martin

Iain Baird

John LeClaire

Kathy and Rick Maple

Karin Stanley and Sheldon Lockman

Rebecca Shocklee

Dave Fritsch

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

For purposes of section 7.1(a)

Steven Jungles




Timothy Martin

Iain Baird

John LeClaire

Kathy and Rick Maple

Karin Stanley and Sheldon Lockman



Rebecca Shocklee

Dave Fritsch

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For purposes of section 7.1(a)

Steven Jungles

Timothy Martin



Iain Baird

John LeClaire

Kathy and Rick Maple

Karin Stanley and Sheldon Lockman

Rebecca Shocklee

Dave Fritsch

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

ACTIVE/85404375.4

TRADEMARK
REEL: 005969 FRAME: 0298


IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

For purposes of section 7.1(a)

Steven Jungles

Timothy Martin

Iain Baird



John LeClaire

Kathy and Rick Maple

Karin Stanley and Sheldon Lockman

Rebecca Shocklee

Dave Fritsch

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

ACTIVE/85404375 4

TRADEMARK
REEL: 005969 FRAME: 0299

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

For purposes of section 7.1(a)

Steven Jungles

Timothy Martin

Iain Baird

John LeClaire

Kathy Maple

Rick Maple

Kathy and Rick Maple

Karin Stanley and Sheldon Lockman

Rebecca Shocklee

Dave Fritsch

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

ACTIVE/05404375.4

TRADEMARK
REEL: 005969 FRAME: 0300

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

For purposes of section 7.1(a)

Steven Jungles

Timothy Martin

Iain Baird

John LeClair

Kathy and Rick Maple

Karin Stanley
Sheldon Lockman
Karin Stanley and Sheldon Lockman

Rebecca Shocklee

Dave Fritsch

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

ACTV6/0540675.4

TRADEMARK

REEL: 005969 FRAME: 0301

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

For purposes of section 7.1(a)

Steven Jungles

Timothy Martin

Iain Baird

John LeClaire

Kathy and Rick Maple

Karin Stanley and Sheldon Lockman

Rebecca Shocklee



Dave Fritsch

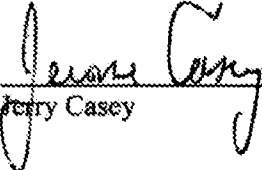
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ACTIVE/85404375.4

TRADEMARK
REEL: 005969 FRAME: 0302

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

For purposes of section 7.1(a)



Jerry Casey

Shailesh Maingi

Caroline Boeckmann

Les Charm

Nigel Walker

Mark Allen

MARTIN I. FREED TRUST DATED 3/5/2009

By: _____

Name: Martin I. Freed and Susan Fried
Title: Trustees

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

ACTIVE/85404375.4

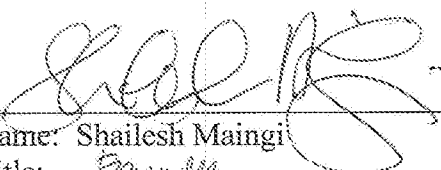
TRADEMARK
REEL: 005969 FRAME: 0303

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

For purposes of section 7.1(a)

Jerry Casey

MONOMER CAPITAL MANAGEMENT LLC



Name: Shailesh Maingi
Title: *Founder*

Caroline Boeckman

Les Charm

Nigel Walker

Mark Allen

MARTIN I. FREED TRUST DATED 3/5/2009

By: _____

Name: Martin I. Freed and Susan Fried
Title: Trustees

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

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TRADEMARK
REEL: 005969 FRAME: 0304

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

For purposes of section 7.1(a)

Jerry Casey

Shailesh Maingi



Caroline Boeckmann

Les Charm

Nigel Walker

Mark Allen

MARTIN I. FREED TRUST DATED 3/5/2009

By: _____

Name: Martin I. Freed and Susan Fried
Title: Trustees

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

ACTIVE/25404375.4

TRADEMARK
REEL: 005969 FRAME: 0305

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

For purposes of section 7.1(a)

Jerry Casey

Shailesh Maingi

Caroline Boeckmann


Trustee
~~Les Chanin~~ Les Chanin & Chorn and Pencil Trust

Nigel Walker

Mark Allen

MARTIN I. FREED TRUST DATED 3/5/2009

By: _____

Name: Martin I. Freed and Susan Fried

Title: Trustees

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

ACTIVE/85408375.4

TRADEMARK
REEL: 005969 FRAME: 0306

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

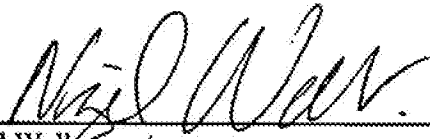
For purposes of section 7.1(a)

Jerry Casey


Shailesh Maingi

Caroline Boeckmann

Les Charm



Nigel Walker



Mark Allen

MARTIN I. FREED TRUST DATED 3/5/2009

By: _____

Name: Martin I. Freed and Susan Fried
Title: Trustees

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

ACTIVE/85404375.4

TRADEMARK
REEL: 005969 FRAME: 0307

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

For purposes of section 7.1(a)

Jerry Casey

Shailesh Maingi

Caroline Boeckmann

Les Charm

Nigel Walker

Mark Allen

MARTIN I. FREED TRUST DATED 3/5/2009

By: _____

Martin I. Freed *Susan Freed*

Name: Martin I. Freed and Susan Freed
Title: Trustees

[SIGNATURE PAGE TO LIMITED LIABILITY COMPANY AGREEMENT]

ACTIVE/85404375.4