

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM445217

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>SEQUENCE:</b>	2		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Development Specialists, Inc.		06/16/2016	Corporation: ILLINOIS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Little Brown Box Pizza, LLC		
<b>Street Address:</b>	30242 Esperanza		
<b>City:</b>	Rancho Santa Margarita		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92688		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4314512	PROJECT PIE	
<b>Registration Number:</b>	4551254	DESIGN BUILD EAT	
<b>Registration Number:</b>	4559508	EVERYDAY ARTISAN PIZZA CUSTOM BUILT BY Y	
<b>Registration Number:</b>	4559509	PIZZA IN PROGRESS PROGRESS IN PIZZA	
<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>Phone:</b>	714-641-5100		
<b>Email:</b>	trademarks@rutan.com		
<b>Correspondent Name:</b>	Lindsay J. Hulley c/o Rutan & Tucker LLP		
<b>Address Line 1:</b>	611 Anton Boulevard		
<b>Address Line 2:</b>	14th Floor		
<b>Address Line 4:</b>	Costa Mesa, CALIFORNIA 92626		
<b>ATTORNEY DOCKET NUMBER:</b>	031943.0036		
<b>NAME OF SUBMITTER:</b>	Lindsay J. Hulley		
<b>SIGNATURE:</b>	/Lindsay J. Hulley/		
<b>DATE SIGNED:</b>	09/29/2017		

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**Total Attachments: 8**

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## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of June 16, 2016 (the "Effective Date") by and between Development Specialists, Inc., solely in its capacity as Assignee for the Benefit of Creditors of Project Pie, LLC, a Delaware limited liability company, with an address of 5621 Palmer Way, Suite G, Carlsbad, CA 92010 ("Transferor"), and Little Brown Box Pizza, LLC, a Delaware limited liability company, with an address of 30242 Esperanza, Rancho Santa Margarita, CA 92688 ("Transferee").

**Whereas**, Transferor wishes to assign to Transferee, and Transferee wishes to acquire from Transferor, the trademarks and trademark registrations set forth on Schedule A attached hereto (the "Assigned Trademarks").

**Now, therefore**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Transferor hereby sells, assigns, transfers, and sets over to Assignee its entire right, title, and interest in and to the Assigned Trademarks, together with the goodwill of the business symbolized in the Assigned Trademarks, and all other corresponding rights that are or may be secured under the laws of the United States and any foreign country, now or hereafter in effect, for Transferee's own use and enjoyment, and for the use and enjoyment of Transferee's successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Transferor if this Assignment had not been made, together with all income, royalties, damages, or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present, or future infringement or other unauthorized use of the Assigned Trademarks, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives. This assignment of the Assigned Trademarks is on an "as-is where-is" basis with no representations or warranties, either express or implied, of any type or kind whatsoever, as more specifically provided for in the related in the Asset Purchase Agreement between the parties.

Transferor hereby authorizes and requests the Commissioner for Trademarks, and the corresponding entities or agencies in any applicable foreign countries, to record Transferee as the assignee and owner of the Assigned Trademarks.

*[signature page follows]*

IN WITNESS WHEREOF, Transferor has caused this Assignment to be executed by its duly authorized representative as of the Effective Date.

**Transferor :**

Development Specialists, Inc., solely in its capacity as  
Assignee for the Benefit of Creditors of Project Pie,  
LLC, a Delaware limited liability company

By: Matthew P. Swanson  
Name: Matthew P. Swanson  
Title: Director

**SCHEDULE A**

**Trademarks**

**PROJECT PIE, LLC**  
**Trademark Status Chart**  
 Procopio Cory Hargreaves & Savitch  
 122203-000001

SEQUENCE: U.S., WIPO, AMERICAS, EUROPE, MID-EAST, ASIA

Country	Mark	App. No. / Filing Date	Reg. No. / Reg. Date	Next Renewal Deadline	Class/Goods
U.S. 122203-01US01	PROJECT PIE	85563369 3/7/2012	4314512 4/2/2013	4/2/2023	43 – Restaurant and catering services
U.S. 122203-02US01	DESIGN BUILD EAT	86104939 10/29/2013	4551254 6/17/2014	6/17/2024	43 – Restaurant and catering services
U.S. 122203-03US01	EVERY DAY ARTISAN PIZZA CUSTOM BUILT BY YOU	86104945 10/29/2013	4559508 7/1/2014	7/1/2024	43 – Restaurant and catering services
U.S. 122203-04US01	PIZZA IN PROGRESS PROGRESS IN PIZZA	86104951 10/29/2013	4559509 7/1/2014	7/1/2024	43 – Restaurant and catering services
WIPO/Madrid China	PROJECT PIE	9/7/2012	1132049	9/7/2022 (expected)	43 – Restaurant and catering services
WIPO/Madrid Great Britain	PROJECT PIE	9/5/2014	1132049	9/7/2022 (expected)	43 – Restaurant and catering services
WIPO/Madrid Ireland	PROJECT PIE	9/5/2014	1132049	9/7/2022 (expected)	43 – Restaurant and catering services
WIPO/Madrid Japan	PROJECT PIE	9/7/2012	1132049 3/14/2013	9/7/2022 (expected)	43 – Restaurant and catering services
WIPO/Madrid Korea	PROJECT PIE	9/7/2012	1132049 6/7/2013	9/7/2022 (expected)	43 – Restaurant and catering services

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WIPO/Madrid Philippines	PROJECT PIE	9/7/2012	1132049	9/7/2022 (expected)	43 - Restaurant and catering services
WIPO/Madrid Vietnam	PROJECT PIE	9/7/2012	1132049 10/24/13	9/7/2022 (expected)	43 - Restaurant and catering services
Canada 122203-01CA01 FA: Smart & Biggar	PROJECT PIE	1692631 9/5/2014	Pending	Pending	43 - Restaurant and catering services
Canada 122203-02CA01 FA: Smart & Biggar	DESIGN BUILD EAT	1692633 9/5/2014	Pending	Pending	43 - Restaurant and catering services
Costa Rica 122203-01CR01	PROJECT PIE	Pending	Pending	Pending	43 - Restaurant and catering services
Costa Rica 122203-02CR01	DESIGN BUILD EAT	Pending	Pending	Pending	43 - Restaurant and catering services
Ireland 122203-02IE01	DESIGN BUILD EAT	2014/01689 9/5/2014	Pending	Pending	43 - Restaurant and catering services
Ireland 122203-01IE02 FA Ref: 43005/SPG/JBH	PROJECT PIE	2014/02105 10/23/2014	Pending	Pending	30 - Pizza
United Kingdom 122203-02GB01	DESIGN BUILD EAT	3071274 9/5/2014	Pending	Pending	43 - Restaurant and catering services

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Country	Mark	App. No. / Filing Date	Reg. No. / Reg. Date	Next Renewal Deadline	Class/Goods
United Kingdom 122203-01GB02 WR Ref: T344052GB /MT	PROJECT PIE	3078341 10/23/2014	Pending	Pending	30 - Pizza
BAHRAIN 122203-01BH01 FA: BJ	PROJECT PIE	106427 11/12/2014	Pending	Pending	30 - Pizza
BAHRAIN 122203-01BH02 FA: BJ	PROJECT PIE	106428 11/12/2014	Pending	Pending	43 - Restaurant and catering services
KUWAIT 122203-01KW01 FA: AGIP	PROJECT PIE	159190 11/11/2014	Pending	Pending	30 - Pizza
KUWAIT 122203-01KW02 FA: AGIP	PROJECT PIE	159191 11/11/2014	Pending	Pending	43 - Restaurant and catering services
OMAN 122203-01OM01 FA: SMAS INTELLECTUAL PROPERTY 301 Jasmine Complex, 3rd Floor Al-Hadiga St., Al-Khawair Muscat, Oman	PROJECT PIE	91020 11/09/2014	Pending	Pending	30 - Pizza



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Country	Mark	App. No. / Filing Date	Reg. No. / Reg. Date	Next Renewal Deadline	Class/Goods
OMAN 122203-01OM02 FA: SMAS INTELLECTUAL PROPERTY 301 Jasmine Complex, 3rd Floor Al-Hadiqa St., Al-Khuwair Muscat, Oman	PROJECT PIE	91021 11/09/2014	Pending	Pending	43 – Restaurant and catering services
QATAR 122203-01QA01 FA: BJ	PROJECT PIE	Pending	Pending	Pending	30 – Pizza
QATAR 122203-01QA02 FA: BJ	PROJECT PIE	Pending	Pending	Pending	43 – Restaurant and catering services
SAUDI ARABIA 122203-01SA01 FA: SMAS	PROJECT PIE	Pending	Pending	Pending	30 – Pizza
SAUDI ARABIA 122203-01SA02 FA: SMAS	PROJECT PIE	Pending	Pending	Pending	43 – Restaurant and catering services

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Country	Mark	App. No. / Filing Date	Reg. No. / Reg. Date	Next Renewal Deadline	Class/Goods
UAE 122203-01AE01 FA: SMAS	PROJECT PIE	229601 3/24/2015	Pending	Pending	30 – Coffee, tea, cocoa, and artificial coffee; rice, tapioca and sago; flour and preparations made from cereals; bread, pastry and confectionery; ices; honey, treacle; yeast, baking-powder; salt; mustard; vinegar; sauces (condiments); spices; ice. [Changed from "Pizaa" as per Nice Classification Treaty].
UAE 122203-01AE02 FA: SMAS	PROJECT PIE	229602 3/24/2015	Pending	Pending	43 – Services for providing food and drink; temporary accommodation. [Changed from "Restaurant and catering services" as per Nice Classification Treaty].