

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM511007

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL
RESUBMIT DOCUMENT ID:	900479850

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Buehler Food Markets, Incorporated		10/17/2017	Corporation: OHIO

RECEIVING PARTY DATA

Name:	Styx Acquisition LLC
Doing Business As:	DBA Buehler's Fresh Foods
Street Address:	1401 Old Mansfield Rd
City:	Wooster
State/Country:	OHIO
Postal Code:	44691
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	4323292	BIG BEER · BUEHLER'S FRESH FOODS · EXCHA
Registration Number:	4657805	BLAZING WOK
Registration Number:	4340326	BUEHLER'S
Registration Number:	2201332	BUEHLER'S
Registration Number:	2667946	BUEHLER'S
Registration Number:	3634974	CLICK, LOAD & GO
Registration Number:	4666151	FORBIDDEN BROWNIE
Registration Number:	3399649	SCENIC RIVER COFFEE CO
Registration Number:	3216569	SCENIC RIVER COFFEE CO
Registration Number:	3308988	SCENIC RIVER COFFEE CO.
Registration Number:	4374711	THE HOWLER
Registration Number:	4378618	THE HOWLER
Registration Number:	3182007	SCENIC RIVER COFFEE CO.

CORRESPONDENCE DATA

Fax Number: 3302640874

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent***TRADEMARK**

using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 3308041233
Email: podonnell@buehlers.com
Correspondent Name: Peter O'Donnell
Address Line 1: 1401 Old Mansfield Rd
Address Line 4: Wooster, OHIO 44691

NAME OF SUBMITTER:	Peter O'Donnell
SIGNATURE:	/Peter O'Donnell/
DATE SIGNED:	02/21/2019

Total Attachments: 5

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January 3, 2019

United States Patent & Tradename Organization

Dear Sir/Madam :

On November 5, 2017 the following registered trademarks were part of the asset purchase agreement dated October 17, 2017 between Buehler Food Markets, Incorporated ("conveying party") and Styx Acquisition, LLC ("receiving party"):


- Registration Number: 4323292 BIG BEER · BUEHLER'S FRESH FOODS · EXCHA
- Registration Number: 4657805 BLAZING WOK
- Registration Number: 4340326 BUEHLER'S
- Registration Number: 2201332 BUEHLER'S
- Registration Number: 2667946 BUEHLER'S
- Registration Number: 3634974 CLICK, LOAD & GO
- Registration Number: 4666151 FORBIDDEN BROWNIE
- Registration Number: 3399649 SCENIC RIVER COFFEE CO
- Registration Number: 3216569 SCENIC RIVER COFFEE CO
- Registration Number: 3308988 SCENIC RIVER COFFEE CO.
- Registration Number: 4374711 THE HOWLER
- Registration Number: 4378618 THE HOWLER
- Registration Number: 3182007 SCENIC RIVER COFFEE CO.

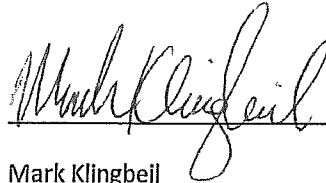
As evidenced below by the signatures of corporate officers of both companies, the ownership of the trademarks is entirely owned by Styx Acquisition, LLC dba Buehler's Fresh Foods.

Styx Acquisition LLC will process assignment of ownership via USPTO's ETAS service. Please contact Peter O'Donnell if you have questions or require further information at 330-804-1233 or podonnell@buehlers.com

Party Receiving Trademarks:

Party Conveying Trademarks:

 date 1/3/19

 date 1-3-19

Peter O'Donnell

Mark Klingbeil

Chief Financial Officer and Treasurer

Chief Financial Officer and Treasurer

Buehler Fresh Foods

Buehler Food Markets, Incorporated

1401 Old Mansfield Road

Wooster, OH 44691

ASSET PURCHASE AGREEMENT

by and between

BUEHLER FOOD MARKETS, INCORPORATED,

and

STYX ACQUISITION, LLC,

DATED AS OF OCTOBER 17, 2017

ASSET PURCHASE AGREEMENT

This ASSET PURCHASE AGREEMENT (this “**Agreement**”), dated as of October 17, 2017, is entered into by and between Styx Acquisition, LLC, a Delaware limited liability company (the “**Buyer**”) and Buehler Food Markets, Incorporated, an Ohio corporation (the “**Seller**”).

RECITALS

WHEREAS, the Seller owns and operates the retail grocery business operating at the 13 store locations set forth on Appendix I (the “**Business**”).

WHEREAS, the Seller wishes to sell, assign, transfer, convey and deliver to the Buyer (or to one or more of its Designated Affiliates), and the Buyer wishes to purchase and assume (or to cause one or more of its Designated Affiliates to purchase and assume) from the Seller, the rights and obligations of the Seller to the Purchased Assets and the Assumed Liabilities, subject to the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

PURCHASE AND SALE

SECTION 1.1. Purchase and Sale of Assets. Subject to the terms and conditions set forth herein, at the Closing, the Seller will, and will cause Buehler Pack and Ship Centers, LLC (“**BPSC**”) to, sell, assign, transfer, convey and deliver to the Buyer (or to one or more of its Designated Affiliates), and the Buyer will purchase (or cause one or more of its Designated Affiliates to purchase) from the Seller or BPSC, as applicable, free and clear of all Liens, all of the Seller’s or, as applicable, BPSC’s right, title and interest in, to and under all of the assets, properties and rights of every kind and nature (other than the Excluded Assets), that are used or held in connection with, the Business (collectively, the “**Purchased Assets**”), including, without limitation, the following:

- (a) all Inventory;
- (b) (i) all Contracts to which the Seller is a party or by which the Seller is bound and all other Contracts to which the Seller is a party or by which the Seller is bound, or becomes a party or bound in compliance with the provisions of this Agreement, in each case that relate to the Business, and (ii) the Franchise Agreements (collectively, the “**Assigned Contracts**”);
- (c) all Intellectual Property Assets;
- (d) to the extent transferable, all Permits used in or for the Business, including but not limited to those set forth on Section 1.1(d) of the Disclosure Schedules;

Schedule 2.14(a)

Owned Intellectual Property

Trademarks – United States

Trademark	Application Number	Filing Date	Registration Number	Registration Date	Status
BIG BEER BUEHLER'S FRESH FOODS EXCHANGE FINE CRAFTED BEER ON TAP.	85640694	6/1/2012	4323292	4/23/2013	Registered
BLAZING WOK	86234143	3/27/2014	4657805	12/16/2014	Registered
BREAKFAST MAID	699501	6/14/1960			Abandoned
BUEHLER'S	77032886	10/31/2006	4340326	5/28/2013	Registered
BUEHLER'S	75354627	9/10/1997	2201332	11/3/1998	Registered
BUEHLER'S	76167671	11/20/2000	2667946	12/31/2002	Registered
BUEHLER'S	1679965	3/17/1992			Abandoned
BUEHLER'S MARKET DELI	78962455	8/29/2006			Abandoned
CLICK, LOAD & GO	77608795	11/6/2008	3634974	6/9/2009	Registered
E&H FOODS	86850323	12/15/2015			Pending
E&H FOODS	86850334	12/15/2015			Published
FORBIDDEN BROWNIE	86214804	3/7/2014	4666151	1/6/2014	Registered
OW THE OVEN WORKS BUEHLER'S TOASTED SANDWICH FACTO	78960866	8/25/2006			Abandoned
SCENIC RIVER COFFEE CO & Design	78737967	10/21/2005	3399649	3/18/2008	Registered
SCENIC RIVER COFFEE CO & Design	78737933	10/21/2005	3216569	3/6/2007	Registered
SCENIC RIVER COFFEE CO.	78736912	10/20/2005	3308988	10/9/2007	Registered
SCENIC RIVER COFFEE CO.	78736887	10/20/2005	3182007	12/5/2006	Registered
THE HOWLER	85641909	6/4/2012	43747111	7/30/2013	Registered
THE HOWLER & Design	85640740	6/1/2012	4378618	8/6/2013	Registered

Trademarks, Trade Names, and Service Marks - Ohio

Names and Marks	Application Number	Filing Date	Registration Number	Registration Date	Status
BUEHLER'S PHOTO EXPRESS	n/a	n/a	1041974	11/6/1998	Registered
BUEHLER'S PHOTO EXPRESS	n/a	n/a	1046439	11/2/1998	Registered
BUEHLER'S TOWNE MARKET CAFE	n/a	n/a	RN145799	5/21/1991	Registered
CARTOON CHARACTER WHOSE BODY LOOKS LIKE A POTATO WITH FRENCH FRIES ON TOP OF HIS HEAD, WEARING GLOVES & RED SNEAKERS	n/a	n/a	1988008	1/5/2011	Registered
GREASEL	n/a	n/a	1984114	12/17/2010	Registered
KIDZ CLUB	n/a	n/a	1232706	5/31/2001	Registered
KIDZ PARK	n/a	n/a	1191207	11/14/2000	Registered
KITCHEN KORNER	n/a	n/a	RN22170	5/21/1966	Abandoned

Copyrights

None.

Domain Names

1. www.buehlers.com
2. www.blazingwok.com
3. www.buehlersgifts.com