

900496017 04/26/2019

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM520908

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TL Enterprises, LLC		02/13/19	Limited Liability Company: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	TR Worldwide Phillyfood, LLC		
Street Address:	300 Heron Drive		
City:	Swedesboro		
State/Country:	NEW JERSEY		
Postal Code:	08085		
Entity Type:	Limited Liability Company: NEW JERSEY		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2912248	TONY LUKE'S	
Registration Number:	2986813	TONY LUKE'S OLD PHILLY STYLE SANDWICHES	
Registration Number:	3633039	TONY LUKE'S PRONTO PRONTO PRONTO PRONTO	
Registration Number:	4060315	TONY LUKE'S THE REAL TASTE OF SOUTH PHIL	
Registration Number:	5117267	TONY LUKES TASTE THE PASSION OLD PHILLY	
CORRESPONDENCE DATA			
Fax Number:			
<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:	2152992085		
Email:	ipocket@foxrothschild.com		
Correspondent Name:	Michael J. Leonard		
Address Line 1:	Fox Rothschild LLP		
Address Line 2:	997 Lenox Drive, Bldg. 3		
Address Line 4:	Lawrenceville, NEW JERSEY 08648-2311		
ATTORNEY DOCKET NUMBER:	156638.00001		
NAME OF SUBMITTER:	Michael J. Leonard		
SIGNATURE:	/mjl/		
DATE SIGNED:	04/26/2019		

OP \$140.00 2912248

Total Attachments: 5

source=TL Enterprises Assignment#page1.tif

source=TL Enterprises Assignment#page2.tif

source=TL Enterprises Assignment#page3.tif

source=TL Enterprises Assignment#page4.tif

source=TL Enterprises Assignment#page5.tif

EXHIBIT B

TRADEMARK ASSIGNMENT

EXHIBIT 1

TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment"), effective as of 2/25/2019 ~~2018~~ by and between TL Enterprises, LLC, a Pennsylvania limited liability company ("Assignor") and TR Worldwide Phillyfood, LLC, a New Jersey limited liability company ("Assignee").

WHEREAS, Assignor and Assignee have entered into that certain Agreement dated 2/25/2019 ~~2018~~ (the "Agreement"), pursuant to which Assignor has agreed, *inter alia*, to assign to Assignee certain assets relating to the intellectual property of Assignor's business, including, without limitation: (a) those United States trademark registrations and applications set forth on Schedule A; (b) those common law trademarks and trade names set forth on Schedule A (the "Trademarks"); and (c) the goodwill of the business associated with the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignment. Assignor hereby grants, assigns and conveys to Assignee all of its right, title and interest in and to the Trademarks, together with the good will of the business symbolized thereby.

2. Title. Assignor hereby represents and warrants that it has not heretofore granted any license, right or privilege with regard to the Trademarks, or in any other way encumbered the same, and that it has the full right to convey, free of licenses and encumbrances, all right, title and interest in and to the Trademarks.

3. Right to Sue for Past Infringement. Assignor also assigns to Assignee all claims for past damages by reason of past infringement or misappropriation of the Trademarks, with the right to sue for and collect same for its own use and behalf and for the use and on behalf of Assignee's successors, assigns or other legal representatives.

4. Nonimpairment of Agreement. Neither the making nor the acceptance of this Assignment shall modify or alter the terms of the Agreement or constitute a waiver or release by Assignor or Assignee of any rights, liabilities, duties or obligations enjoyed by or imposed upon any of them under the Agreement including, without limitation, the representations and warranties thereof.

5. Binding Effect. This Assignment is binding on Assignor and its successors and assigns, and will inure to the benefit of Assignee and its successors and assigns, and shall be

governed as to its validity, interpretation and effect by the laws of the State of New Jersey without giving effect to any conflict or choice of law provision or rule that would cause the application of the laws of any jurisdiction other than New Jersey.

6. Counterparts. This Assignment may be executed in counterparts, each of which shall constitute an original, but all of which taken together shall constitute one and the same instrument. The reproduction of signatures by means of electronic or facsimile signature shall be treated as though such reproductions are executed originals.

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment as of the date written above.

On behalf of the Assignor

On behalf of the Assignee

TL ENTERPRISES, LLC

TR WORLDWIDE PHILLYFOOD, LLC



Name: Anthony Lucifonio JR

Name: Raymond Rastelli

Title: President

Title: Pres.


Date: 2/13/19



Date: 2-25-19



SCHEDULE A

Date Generated:
September 28, 2018

Chart Of Tagged Records
Owner: TL Enterprises - US

TM/AN/RN/ Disclaimer	Full Goods/Services	Owner Information	Status/ Key Dates
<u>TONY LUKE'S</u> RN: 2912248 SN: 76529906	(Int'l Class: 43) restaurant services, namely, food preparation for dining-in and take out services	TI Enterprises, LLC (Pennsylvania Limited Liability Company) 1701 South 4th Street Philadelphia Pennsylvania 19148	Renewed December 21, 2014 First Use: February, 1992 Next Renewal December 21, 2024
<u>TONY LUKE'S</u> <u>OLD PHILLY</u> <u>STYLE</u> <u>SANDWICHES</u> RN: 2986813 SN: 76529905 Disclaimer: "OLD PHILLY STYLE SANDWICHES"	(Int'l Class: 43) restaurant services, namely, food preparation for dining-in and take out services	TI Enterprises, LLC (Pennsylvania Limited Liability Company) 1701 South 4th Street Philadelphia Pennsylvania 19148	Renewed August 23, 2015 First Use: February, 1992 Next Renewal August 23, 2015
<u>TONY LUKE'S</u> <u>PRONTO PRONTO</u> <u>PRONTO PRONTO</u> <u>and Design</u>  RN: 3633039 SN: 77563511	(Int'l Class: 30) pre-cooked, frozen, microwaveable foods, namely, sandwiches	TI Enterprises LLC (Pennsylvania Limited Liability Company) 1701 South 4th Street Philadelphia Pennsylvania 19140	8 & 15 June 22, 2015 First Use: March 1, 2009 Next Renewal June 2, 2019
<u>TONY LUKE'S THE</u> <u>REAL TASTE OF</u> <u>SOUTH PHILLY and</u> <u>Design</u>	(Int'l Class: 43) carry-out restaurants; restaurant	TI Enterprises, LLC (Pennsylvania Limited Liability Company) 300 Heron Drive Swedesboro New Jersey 08085	8 & 15 December 19, 2017 First Use: September 8, 2011 Next Renewal:

TM/AN/RN/ Disclaimer	Full Goods/Services	Owner Information	Status/ Key Dates
<p>TONY LUKE'S • The Real Taste of South Philly •</p> <p>RN: 4060315 SN: 77513120 Disclaimer: "SOUTH PHILLY"</p>			November 22, 2021
<p><u>TONY LUKES</u> <u>TASTE THE</u> <u>PASSION OLD</u> <u>PHILLY STYLE</u> <u>SANDWICHES and</u> <u>Design</u></p>  <p>RN: 5117267 SN: 86825077 Disclaimer: "OLD PHILLY STYLE SANDWICHES"</p>	(Int'l Class: 43) restaurant; restaurant and bar services; restaurant services; take-out restaurant services	TI Enterprises, LLC (Pennsylvania Limited Liability Company) 1701 S. 4th Street Philadelphia Pennsylvania 19148	Registered January 10, 2017 First Use: January 1, 2008 Section 8 January 10, 2023
<p><u>TONY LUKES</u> RN: 007023443 AN: 007023443</p> <p>European Union</p>	(Int'l Class: 43) Restaurant services; take-out restaurant services; cafe, cafeteria, canteen, bar, coffee shop, and snack-bar services; catering services.	TL Enterprises, LLC (Pennsylvania) 1701 S. 4th Street, 19148, Philadelphia., Pennsylvania, United States of America	European Union Registered Expiration Date: June 30, 2018
<p><u>TONY LUKE'S</u> <u>PRONTO and Design</u></p>  <p>SN: 77547951</p>	(Int'l Class: 30) pre-cooked, frozen, microwaveable foods, namely, sandwiches (Int'l Class: 43) restaurant services	TI Enterprises, LLC (Pennsylvania Limited Liability Company) 1701 South 4th Street Philadelphia Pennsylvania 19140	Abandoned - No Statement of Use October 19, 2009 Filed: August 15, 2008
<p><u>TONY LUKE'S</u> <u>TASTE THE</u> <u>PASSION OLD</u> <u>PHILLY STYLE</u> <u>SANDWICHES and</u> <u>Design</u></p>	(Int'l Class: 43) restaurant; take-out restaurant services	TI Enterprises, LLC (Pennsylvania Limited Liability Company) 1701 S. 4th Street Philadelphia Pennsylvania 19148	Abandoned - No Statement of Use October 5, 2009 Filed: February 29, 2008

TM/AN/RN/ Disclaimer	Full Goods/Services	Owner Information	Status/ Key Dates
			
<p> <u>TONYLUKES TASTE</u> <u>THE PASSION OLD</u> <u>PHILLY STYLE</u> <u>SANDWICHES and</u> <u>Design</u> </p>  <p> RN: 3578911 SN: 77379533 </p>	<p>(Int'l Class: 43) restaurants; take-out restaurant services; restaurant services</p>	<p> TI Enterprises, LLC (Pennsylvania Limited Liability Company) 1701 S. 4th Street Philadelphia Pennsylvania 19148 </p>	<p> Cancelled - Sec. 8 September 25, 2015 Int'l Class: 43 First Use: January 1, 2008 Filed: January 24, 2008 Registered: February 24, 2009 </p>