

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM531892

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Intellectual Property Assignment

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Farmers Restaurant Group, LLC		01/01/2019	Corporation: DELAWARE <i>Limited Liability</i>

RECEIVING PARTY DATA	
Name:	FRG HoldCo, LLC
Street Address:	10605 Concord Street, Suite 201
City:	Kensington
State/Country:	MARYLAND
Postal Code:	20895
Entity Type:	Limited Liability Company: DELAWARE

Company

PROPERTY NUMBERS Total: 11		
Property Type	Number	Word Mark
Registration Number:	5538891	KNOW YOUR FARMER. KNOW YOUR DISTILLER.
Registration Number:	5482767	FIRST BAKE
Serial Number:	87551829	FARMERS & DISTILLERS THROUGH THE EYES OF
Registration Number:	5448278	VINTNERS ARE FARMERS
Registration Number:	5328455	FS FOUNDING SPIRITS KNOW YOUR DISTILLER
Serial Number:	87553896	
Registration Number:	5123114	FIRST BAKE
Registration Number:	5214986	KNOW YOUR GROWER. KNOW YOUR ROASTER:
Registration Number:	5157086	FOUNDING SPIRITS
Registration Number:	5171934	FARMERS & DISTILLERS
Registration Number:	4530402	FROM FARM TO STILL

C.H. \$290.00 5538891

CORRESPONDENCE DATA	
Fax Number:	2027393001
<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:	202-739-5723
Email:	carolyn.himmelfarb@morganlewis.com
Correspondent Name:	Carolyn Himmelfarb
Address Line 1:	1111 Pennsylvania Avenue, N.W.

Address Line 2: Attention: TMSU
Address Line 4: Washington, D.C. 20004

ATTORNEY DOCKET NUMBER: 116199-0001

NAME OF SUBMITTER: Carolyn Himmelfarb

SIGNATURE: /Carolyn Himmelfarb/

DATE SIGNED: 07/15/2019

Total Attachments: 5

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INTELLECTUAL PROPERTY ASSIGNMENT

Farmers Restaurant Group, LLC, a Delaware limited liability company, with an address at 10605 Concord Street, Suite 201, Kensington, MD 20895 ("Assignor") and FRG HoldCo, LLC, a Delaware limited liability company, with an address at 10605 Concord Street, Suite 201, Kensington, MD 20895 ("Assignee"), enter into this Intellectual Property Assignment (together with all attachments and exhibits hereto, this "Assignment") as of January 1, 2019 (the "Effective Date").

Introduction

A. Assignor owns all right, title and interest in and to certain intellectual property developed for and used in connection with the operation of the restaurants listed on Schedule A ("Farmers Restaurants"), which intellectual property includes, but is not limited to, trademarks, design logos, taglines, food and beverage recipes and formulas, menu designs, operating manuals and guidelines and certain aspects of the overall look and feel of the Farmers Restaurants as well as the intellectual property associated with private label products sold within the Farmers Restaurants (collectively, "Farmers IP"); and

B. As part of the ownership of the Farmers IP, Assignor owns the trademarks set forth and described on Schedule B hereto (together with all other trademarks, service marks, logos, trade names, brand names and designations of source owned by Assignor and used in connection with the business of Assignor, its licensees, subsidiaries and/or affiliates, as of the Effective Date, collectively the "Marks"); and

C. Assignee desires to acquire all of Assignor's right, title, and interest in the Farmers IP, which includes the Marks (including any and all corresponding applications and registrations, goodwill associated with the Marks, and the right to sue to recover damages for any past and future infringement thereof).

NOW, THEREFORE, for good and valuable consideration, the receipt, sufficiency, and adequacy of which are hereby acknowledged:

Terms

1. Assignor does hereby sell, assign, transfer and convey to Assignee, its successors, and assigns, absolutely and forever, (a) Assignor's entire right, title and interest, whether statutory or at common law, in and to the Farmers IP in the United States and all countries throughout the world, together with the goodwill arising out of or in any way associated with such intellectual property, and (b) its entire right to bring actions for the enforcement of the Farmers IP, including but not limited to, the right to sue for and recover damages for any past and future infringement of the intellectual property.

2. Assignor does hereby covenant and agree to execute, for no additional consideration, such further documents and do such other acts as may be necessary and proper to vest full title in and to the Marks in the Assignee or which may be necessary to obtain, renew, issue or enforce the intellectual property, including the Marks.

* * * * *

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed and delivered as of the Effective Date.

Farmers Restaurant Group, LLC

DocuSigned by:
Daniel Simons
By: _____
Name: ^{3A4FDGD082714D2}Daniel Simons
Title: Managing Principal
Date: _____

ACCEPTED BY:

FRG HOLDCO, LLC

By: MVDS, LLC,
Managing Member

DocuSigned by:
Daniel Simons
By: _____
Name: ^{3A4FDGD082714D2}Daniel Simons
Title: President
Date: _____

SCHEDULE A

FARMERS RESTAURANTS

(Current as of January 1, 2019)

Founding Farmers DC
1924 Pennsylvania Ave. NW
Washington, D.C. 20006

MoCo's Founding Farmers
12505 Park Potomac Avenue
Potomac, MD 20854

Founding Farmers Tysons
1800 Tysons Blvd
Tysons, VA 22102

Founding Farmers King of Prussia
255 Main Street
King of Prussia, PA 19406





Farmers Fishers Bakers
3000 K Street, NW (Washington Harbour)
Washington, D.C. 20007

Farmers & Distillers
600 Massachusetts Avenue, NW
Washington, D.C. 20001

First Bake Café & Creamery
255 Main Street Level
King of Prussia, PA 19406

Founding Farmers Reston
1904 Reston Metro Plaza Drive
Reston, VA 20190

SCHEDULE B

Mark	App. #/ Reg. #	App. Date/ Reg. Date	Goods/Services
KNOW YOUR FARMER. KNOW YOUR DISTILLER.	5,538,891	8/14/2018	"Distilled spirits" in Class 33
FIRST BAKE	5,482,767	5/29/2018	"Artisan breads, pastries, cakes, pies, sandwiches, ice cream and coffee" in Class 30 "Retail bakery services featuring artisan breads, pastries, cakes, pies, sandwiches, ice cream and coffee" in Class 35 "Restaurant and cafe services" in Class 43
 FARMERS & DISTILLERS <i>Through the Eyes of the Founding Farmer</i>	87/551,829	8/1/2017	"Restaurant and bar services" in Class 43
VINTNERS ARE FARMERS	5,448,278	4/17/2018	"Wine" in Class 33
	5,417,089	3/6/2018	"Distilled spirits; liqueurs" in Class 33 "Restaurant and bar services" in Class 43
	5,328,455	11/7/2017	"Distilled spirits; liqueurs" in Class 33
	87/553,896	8/2/2017	"Restaurant and bar services" in Class 43
FIRST BAKE	5,123,114	1/17/2017	"Retail bakery services featuring artisan breads, pastries, cakes, pies, sandwiches, ice cream and coffee" in Class 35 "Restaurant and café services" in Class 43
KNOW YOUR GROWER. KNOW YOUR ROASTER.	5,214,986	5/30/2017	"Coffee, Coffee and tea, Coffee based beverages, Coffee beans, Coffee-based iced beverages" in Class 30

Mark	App. #/ Reg. #	App. Date/ Reg. Date	Goods/Services
			"Restaurant, cafe, cafeteria, snack bar, coffee bar and coffee house featuring bakery products, carry out restaurant, and take out restaurant services" in Class 43
FOUNDING SPIRITS	5,157,086	3/7/2017	"Distilled spirits" in Class 33 "Restaurant and bar services" in Class 43
FARMERS & DISTILLERS	5,171,934	3/28/2017	"Bar services; restaurant and café services" in Class 43
FROM FARM TO STILL	4,530,402	5/13/2014	"Distilled spirits" in Class 33 "Bar services; Restaurant and cafe services" in Class 43