

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM591077

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the nature of conveyance from an assignment to an entity conversion (See Ex. A) and the original cover sheet (See Ex. B) previously recorded on Reel 006991 Frame 0349. Assignor(s) hereby confirms the statutory conversion of Brutus Broth LLC to Brutus Broth Inc., successor to the business effective Feb. 7, 2020.		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Brutus Broth, LLC		02/07/2020	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Brutus Broth Inc.		
<b>Street Address:</b>	6147 Federal Oak Drive		
<b>City:</b>	Sunderland		
<b>State/Country:</b>	MARYLAND		
<b>Postal Code:</b>	20689		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	88678250	BRUTUS ON THE GO	
<b>Registration Number:</b>	5669446	BRUTUS BONE BROTH	
<b>Registration Number:</b>	5637815	BRUTUS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2146614899		
<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>	214.953.6500		
<b>Email:</b>	daltmdept@bakerbotts.com		
<b>Correspondent Name:</b>	Elizabeth K. Rucki, Baker Botts L.L.P.		
<b>Address Line 1:</b>	2001 Ross Avenue		
<b>Address Line 2:</b>	Suite 900		
<b>Address Line 4:</b>	Dallas, TEXAS 75201-2900		
<b>ATTORNEY DOCKET NUMBER:</b>	088475.0102		
<b>NAME OF SUBMITTER:</b>	Elizabeth K. Rucki		
<b>SIGNATURE:</b>	/Elizabeth K. Rucki/		

CH \$90.00 88678250

**DATE SIGNED:**

08/10/2020

**Total Attachments: 14**

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**EXHIBIT A**

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "BRUTUS BROTH LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "BRUTUS BROTH LLC" TO "BRUTUS BROTH INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF FEBRUARY, A.D. 2020, AT 10:40 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

6353900 8100V  
SR# 20200944766

Authentication: 202357501  
Date: 02-10-20

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**TRADEMARK**  
**REEL: 007023 FRAME: 0135**

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A DOMESTIC LIMITED LIABILITY COMPANY  
TO A CORPORATION  
PURSUANT TO  
SECTIONS 103 AND 265  
OF THE DELAWARE GENERAL CORPORATION LAW

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:40 AM 02/10/2020  
FILED 10:40 AM 02/10/2020  
SR 20200944766 - File Number 635391

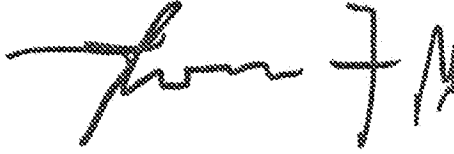
BRUTUS BROTH LLC, a Delaware limited liability company (the "*Company*"), does hereby certify to the following facts relating to the conversion of the Company into BRUTUS BROTH INC., a Delaware corporation (the "*Conversion*");

1. The name of the Company immediately prior to filing this Certificate of Conversion is BRUTUS BROTH LLC.
2. The Company's Certificate of Formation was filed with the Secretary of State of the State of Delaware on March 20, 2017.
3. The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.
4. The name of the corporation into which the Company shall be converted pursuant to this Certificate of Conversion is BRUTUS BROTH INC.
5. The Conversion shall become effective on February 7, 2020.
6. The Conversion has been approved in accordance with the provisions of Section 265 of the Delaware General Corporation Law.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Conversion as of February 7, 2020.

BRUTUS BROTH LLC



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Thomas F. Moffitt

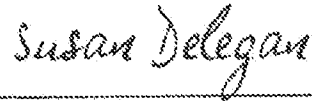
Date: February 5, 2020



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Kimberly J. Hehir

Date: February 4 2020



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Susan L. Delegan

Date: February 5, 2020

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BRUTUS BROTH INC." FILED IN THIS OFFICE ON THE TENTH DAY OF FEBRUARY, A.D. 2020, AT 10:40 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

6353900 8100V  
SR# 20200944766

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202357501  
Date: 02-10-20

**TRADEMARK**  
**REEL: 007023 FRAME: 0138**

## CERTIFICATE OF INCORPORATION OF BRUTUS BROTH INC.

I, the undersigned, for the purpose of creating and organizing a corporation under the provisions of and subject to the requirements of the General Corporation Law of the State of Delaware (the "DGCL"), certify as follows:

1. The name of the corporation is BRUTUS BROTH INC. (the "Corporation").
2. The address of the registered office of the Corporation in the State of Delaware is 300 Delaware Avenue, Suite 210-A, Wilmington, DE 19801, County of New Castle. The name of the registered agent of the Corporation at such address is United States Corporation Agents, Inc.
3. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.
4. The total number of shares of stock which the Corporation is authorized to issue is 100,000. All shares shall be Common Stock \$0.001 per share and are to be of one class.
5. The name and mailing address of the incorporator(s) of the Corporation are:

Name	Mailing Address
Kimberly J. Hehir	PO Box 7 Owings, MD 20736
6. Unless and except to the extent that the by-laws of the Corporation (the "By-laws") shall so require, the election of directors of the Corporation need not be by written ballot. Any newly created directorships resulting from an increase in the authorized number of directors and any vacancies occurring in the Board of Directors, shall be filled solely by the affirmative votes of a majority of the remaining members of the Board of Directors, although less than a quorum, or by a sole remaining director.
7. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. No amendment to, modification of or repeal of this paragraph seven shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.



8. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the board of directors of the Corporation. Any amendment, repeal or modification of this paragraph 8 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

9. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the By-laws or adopt new By-laws without any action on the part of the stockholders; provided that any By-law adopted or amended by the Board of Directors, and any powers thereby conferred, may be amended, altered or repealed by the stockholders.

10. The Corporation shall have the right, subject to any express provisions or restrictions contained in the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") or the By-laws, from time to time, to amend, alter or repeal any provision of the Certificate of Incorporation in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by the Certificate of Incorporation or any amendment thereof are conferred subject to such right.

11. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL, the Certificate of Incorporation or the By-laws or (iv) any action asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

[SIGNATURE PAGE FOLLOWS]

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate of Incorporation, hereby acknowledging, declaring, and certifying that the foregoing Certificate of Incorporation is my act and deed and that the facts herein stated are true, and have accordingly hereunto set my hand this February 7, 2020.

Incorporator

By *KJA* \_\_\_\_\_

Name: Kimberly J. Hehir

# **EXHIBIT B**

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM586259

<b>SUBMISSION TYPE:</b>	RESUBMISSION		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>RESUBMIT DOCUMENT ID:</b>	900546470		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Brutus Broth, LLC		04/21/2020	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Brutus Broth Inc.		
<b>Street Address:</b>	6147 Federal Oak Drive		
<b>City:</b>	Sunderland		
<b>State/Country:</b>	MARYLAND		
<b>Postal Code:</b>	20689		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	88678250	BRUTUS ON THE GO	
<b>Registration Number:</b>	5669446	BRUTUS BONE BROTH	
<b>Registration Number:</b>	5637815	BRUTUS	
<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>	2126030490		
<b>Email:</b>	dc@robinsonbrog.com		
<b>Correspondent Name:</b>	David Cykiert		
<b>Address Line 1:</b>	875 3rd Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10022		
<b>ATTORNEY DOCKET NUMBER:</b>	4816757		
<b>NAME OF SUBMITTER:</b>	David Cykiert		
<b>SIGNATURE:</b>	/David Cykiert, Esq./		
<b>DATE SIGNED:</b>	07/13/2020		
<b>Total Attachments: 3</b>			
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## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment"), is made and entered into as of the 21<sup>st</sup> day of April, 2020, by and between Brutus Broth, LLC, a Delaware limited liability company ("Assignor"), and Brutus Broth Inc., a Delaware corporation ("Assignee"). Assignor and Assignee may be referred to collectively hereinafter as the "Parties."

WHEREAS, Assignor is the sole owner of all right, title, and interest in and to the trademarks (the "Trademarks") identified and set forth on Schedule A;

WHEREAS, the Assignor has agreed to sell, assign, transfer, convey, grant, and deliver to Assignee, and Assignee has agreed to acquire from Assignor, all of Assignor's right, title, and interest in and to the Trademarks;

NOW THEREFORE, in consideration of the promises, terms, and conditions contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the Parties, and intending to be legally bound hereby, the Parties agree as follows:

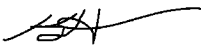
As consideration for the payment by the Assignee to the Assignor of Ten Dollars (\$10), the receipt of which is hereby acknowledged, Assignor hereby sells, assigns, transfers, conveys, grants, and delivers to Assignee, free and clear of all liens and encumbrances, all of Assignor's right, title, and interest in and to the Trademarks, together with the goodwill associated therewith, including all registrations, applications, and common law rights therefor, as set forth on Schedule A, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment had not been made, together with all income, royalties, or payments due or payable as of the time of this assignment or thereafter, including, without limitation, all claims for damages by reason of past, present, or future infringement or other unauthorized use of the Trademarks, with the right to sue for and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns, or other legal representatives.

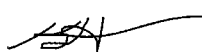
This Assignment may be executed in one or more counterparts, all of which shall be considered one and the same agreement, and shall become effective when one or more such counterparts have been signed by each of the Parties and delivered to the other Party. Signatures to this Assignment transmitted by means of email or facsimile shall be deemed to constitute originals.

IN WITNESS WHEREOF, Assignor and the Assignee have caused this Assignment to be duly executed with an effective date as first above written.

**BRUTUS BROTH, LLC.**

**BRUTUS BROTH INC.**

By:   
Name: Kimberly J. Hehir  
Title: Manager

By:   
Name: Kimberly J. Hehir  
Title: President

**SCHEDULE A**

**TRADEMARK REGISTRATIONS & APPLICATIONS**

<b><u>Trademark</u></b>	<b><u>Registration/Application Number</u></b>	<b><u>Registration/Application Date</u></b>
Brutus On The Go	88678250	November 3, 2019
Brutus Bone Broth	5669446	February 5, 2019
Brutus	5637815	December 25, 2018