

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM679405

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Golub Capital Markets LLC, as Administrative Agent		10/06/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Good Egg Restaurants, LLC
Street Address:	8027 Cooper Creek Boulevard
Internal Address:	#103
City:	University Park
State/Country:	FLORIDA
Postal Code:	34201
Entity Type:	Limited Liability Company: ARIZONA
Name:	First Watch Restaurants, Inc.
Street Address:	8027 Cooper Creek Boulevard
Internal Address:	#103
City:	University Park
State/Country:	FLORIDA
Postal Code:	34201
Entity Type:	Corporation: DELAWARE
Name:	E&I Holdings, Inc.
Street Address:	800 S. Chester Street
Internal Address:	Suite 875
City:	Centennial
State/Country:	COLORADO
Postal Code:	80112
Entity Type:	Corporation: COLORADO

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Registration Number:	2176562	THE GOOD EGG
Registration Number:	2176561	THE GOOD EGG
Registration Number:	3946557	2 FOR YOU
Registration Number:	4766029	FIRST WATCH THE DAYTIME CAFE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4510740	SEAT & EAT
Registration Number:	5045828	APP AHEAD SEATING
Registration Number:	3218981	FIRSTWATCH THE DAYTIME CAFE
Registration Number:	4417691	FIRSTWATCH THE DAYTIME CAFÉ
Registration Number:	3220831	FIRSTWATCH THE DAYTIME CAFÉ BREAKFAST BR
Registration Number:	3220830	FIRSTWATCH THE DAYTIME CAFÉ
Registration Number:	3806703	WAKEY WAKEY EGGS AND BAKEY
Registration Number:	3657581	YOU FIRST
Registration Number:	3467249	FIRST WATCH
Registration Number:	3786547	SUNRISE SELECT
Registration Number:	3278691	IF WE CAN, WE WILL
Registration Number:	3273828	THE MIDDLE GRIDDLE
Registration Number:	3350801	TRI-FECTA
Registration Number:	4401604	TRI-ATHLETE
Registration Number:	3350800	SIESTA KEY COCKTAIL
Registration Number:	3295844	PECAN DIJON
Registration Number:	3278644	NOT GUILTY YOUR HONOR
Registration Number:	3273779	LEAN MACHINE
Registration Number:	3278643	KILLER CAJUN
Registration Number:	3278639	GREEK FETISH
Registration Number:	3380084	FLORIDIAN FRENCH TOAST
Registration Number:	3447424	CREPEGGS
Registration Number:	3273771	CHICKICHANGA
Registration Number:	3278626	CAPS, ETC.
Registration Number:	3278625	BURRITO VERA CRUZ
Registration Number:	3278624	BLTE
Registration Number:	3333388	BACADO
Registration Number:	2935978	FIRST WATCH BREAKFAST BRUNCH LUNCH
Registration Number:	3246119	BREAD & COMPANY BAKERY & CAFE
Registration Number:	5183003	EGG E CLUB
Registration Number:	5031467	WAKE UP TO WONDERFUL
Registration Number:	4498139	THE EGG & I BREAKFAST & LUNCH
Registration Number:	4497925	MOTHER ALWAYS TOLD YOU TO EAT A GOOD BRE
Registration Number:	4057141	THE EGG I AM
Registration Number:	3167984	THE EGG & I
Registration Number:	2130580	THE EGG & I
Serial Number:	87352223	EGGECLUB

CORRESPONDENCE DATA**Fax Number:** 3129939767*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.***Phone:** 3129932622**Email:** gayle.grocke@lw.com**Correspondent Name:** Latham & Watkins LLP**Address Line 1:** 330 N. Wabash Avenue**Address Line 2:** Suite 2800**Address Line 4:** Chicago, ILLINOIS 60611**ATTORNEY DOCKET NUMBER:** 053644-0122**NAME OF SUBMITTER:** Gayle D. Grocke**SIGNATURE:** /gdg/**DATE SIGNED:** 10/06/2021**Total Attachments: 7**

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**RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL**

THIS RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL (this “Release”), dated as of October 6, 2021, is made by Golub Capital Markets LLC, as administrative agent and collateral agent (in such capacities, the “Administrative Agent”), in favor of Good Egg Restaurants, LLC, an Arizona limited liability company, First Watch Restaurants, Inc., a Delaware corporation, and E&I Holdings, Inc., a Colorado corporation (collectively, the “Grantors”), as follows:

WITNESSETH:

WHEREAS, pursuant to that certain Pledge and Security Agreement, dated as of August 21, 2017 (as amended, supplemented or otherwise modified from time to time, the “Pledge and Security Agreement”), by and among, inter alios, the Grantors and the other parties party thereto in favor of the Administrative Agent, and those certain agreements described on Annex I attached hereto (the “IP Security Agreements”), the Grantors granted a security interest in certain collateral in favor of the Administrative Agent, including the IP Collateral (as hereinafter defined); and

WHEREAS, the Administrative Agent now desires to terminate and release the IP Security Agreements and the entirety of its security interest in the IP Collateral described on Annex II attached hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms set forth in this Release, the Administrative Agent hereby agrees as follows:

1. Definitions. The term “IP Collateral”, as used herein, shall mean all of the Grantors’ right, title or interest in, or to any and all of the Trademark Collateral listed on Annex II attached hereto. Capitalized terms not defined herein have the meanings set forth in the Pledge and Security Agreement or IP Security Agreements, as applicable.

2. Release of Security Interest. The Administrative Agent, without recourse, representation or warranty and at the Grantors’ sole cost and expense, hereby fully terminates, cancels, releases, relinquishes and discharges, in its entirety, for the benefit of the Grantors, and their successors and assigns, its security interest in and to the IP Collateral, the IP Security Agreements and any and all right, title and interest of the Administrative Agent in and to the IP Collateral and under the IP Security Agreements shall hereby be fully terminated, cancelled, released, relinquished and discharged. The Administrative Agent hereby authorizes the Grantors and their successors, assigns, other legal representatives or other designees to file this Release with the United States Patent and Trademark Office, at the sole expense of the Grantors, to evidence and effectuate the release and termination of the Administrative Agent’s security interest in the IP Collateral.

3. Delivery by Facsimile. Delivery of an executed signature page to this Release by facsimile or electronic (including .pdf file) transmission shall be as effective as delivery of a manually signed counterpart of this Release. Electronic signatures will have the same force and effect as manual signatures.

4. Governing Law. THIS RELEASE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Release by its duly authorized officer as of the date first above written.

GOLUB CAPITAL MARKETS LLC, as Administrative Agent

By: 
Name: Marc C. Robinson
Title: Senior Managing Director

ANNEX I

Intellectual Property Security Agreement by Good Egg Restaurants, LLC, an Arizona limited liability company, in favor of Golub Capital Markets LLC, as administrative agent and collateral agent, dated as of August 21, 2017 and recorded with the United States Patent and Trademark Office on August 22, 2017 at Reel 6135, Frame 0432.

Intellectual Property Security Agreement by First Watch Restaurants, Inc., a Delaware corporation, in favor of Golub Capital Markets LLC, as administrative agent and as collateral agent, dated as of August 21, 2017 and recorded with the United States Patent and Trademark Office on August 22, 2017 at Reel 6135, Frame 0387.


Intellectual Property Security Agreement by E&I Holdings, Inc., a Colorado corporation, in favor of Golub Capital Markets LLC, as administrative agent and as collateral agent, dated as of August 21, 2017 and recorded with the United States Patent and Trademark Office on August 22, 2017 at Reel 6135, Frame 0412.

ANNEX II

Trademark Registrations

Reel 6135, Frame 0432

TRADEMARKS

• REGISTERED OWNER	REGISTRATION NUMBER	TRADEMARK
Good Egg Restaurants, LLC	2176562	THE GOOD EGG & DESIGN 
Good Egg Restaurants, LLC	2176561	THE GOOD EGG



TRADEMARK APPLICATIONS


None.

Trademark Registrations

Reel 6135, Frame 0387

TRADEMARKS

REGISTERED OWNER	REGISTRATION NUMBER	TRADEMARK
First Watch Restaurants, Inc.	3946557	2 FOR YOU
First Watch Restaurants, Inc.	4766029	FIRST WATCH THE DAYTIME CAFE (AND DESIGN) 
First Watch Restaurants, Inc.	4510740	SEAT & EAT
First Watch Restaurants, Inc.	5045828	APP AHEAD SEATING
First Watch Restaurants, Inc.	3218981	FIRSTWATCH THE DAYTIME CAFÉ (AND DESIGN) 
First Watch Restaurants, Inc.	4417691	FIRSTWATCH THE DAYTIME CAFE (AND DESIGN) 
First Watch Restaurants, Inc.	3220831	FIRSTWATCH THE DAYTIME CAFÉ BREAKFAST BRUNCH LUNCH
First Watch Restaurants, Inc.	3220830	FIRSTWATCH THE DAYTIME CAFÉ
First Watch Restaurants, Inc.	3806703	WAKEY WAKEY EGGS AND BAKERY
First Watch Restaurants, Inc.	3657581	YOU FIRST
First Watch Restaurants, Inc.	3467249	FIRST WATCH
First Watch Restaurants, Inc.	3786547	SUNRISE SELECT
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First Watch Restaurants, Inc.	3273828	THE MIDDLE GRIDDLE
First Watch Restaurants, Inc.	3350801	TRI-FECTA
First Watch Restaurants, Inc.	4401604	TRI-ATHLETE
First Watch Restaurants, Inc.	3350800	SIESTA KEY COCKTAIL
First Watch Restaurants, Inc.	3295844	PECAN DIJON
First Watch Restaurants, Inc.	3278644	NOT GUILTY YOUR HONOR
First Watch Restaurants, Inc.	3273779	LEAN MACHINE
First Watch Restaurants, Inc.	3278643	KILLER CAJUN
First Watch Restaurants, Inc.	3278639	GREEK FETISH
First Watch Restaurants, Inc.	3380084	FLORIDIAN FRENCH TOAST
First Watch Restaurants, Inc.	3447424	CREPEGGS
First Watch Restaurants, Inc.	3273771	CHICKICHANGA
First Watch Restaurants, Inc.	3278626	CAPS, ETC.
First Watch Restaurants, Inc.	3278625	BURRITO VERA CRUZ
First Watch Restaurants, Inc.	3278624	BLTE
First Watch Restaurants, Inc.	3333388	BACADO
First Watch Restaurants, Inc.	2935978	FIRST WATCH BREAKFAST BRUNCH LUNCH
First Watch Restaurants, Inc.	3246119	BREAD & COMPANY BAKERY & CAFÉ (AND DESIGN) 

TRADEMARK APPLICATIONS

None.

Trademark Registrations

Reel 6135, Frame 0412

TRADEMARKS

REGISTERED OWNER	REGISTRATION NUMBER	TRADEMARK
E&I Holdings, Inc.	5183003	EGG E CLUB
E&I Holdings, Inc.	5031467	WAKE UP TO WONDERFUL
E&I Holdings, Inc.	4498139	THE EGG & I BREAKFAST & LUNCH (AND DESIGN) 
E&I Holdings, Inc.	4497925	MOTHER ALWAYS TOLD YOU TO EAT A GOOD BREAKFAST
E&I Holdings, Inc.	4057141	THE EGG I AM
E&I Holdings, Inc.	3167984	THE EGG & I
E&I Holdings, Inc.	2130580	THE EGG & I (AND DESIGN) 

TRADEMARK APPLICATIONS

APPLICANT	APPLICATION NO.	TRADEMARK
E&I Holdings, Inc.	87352223	EGGECLUB