

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM696852

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CLYDE'S RESTAURANT GROUP, INC.		12/20/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	CGRH, LLC		
Street Address:	1300 North 17th Street, 17th Floor		
City:	Arlington		
State/Country:	VIRGINIA		
Postal Code:	22209		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4260477	THE HAMILTON	
CORRESPONDENCE DATA			
Fax Number:	3017624056		
<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:	3014243640		
Email:	efile@usiplaw.com		
Correspondent Name:	Ira C. Edell		
Address Line 1:	9801 Washingtonian Blvd Suite 750		
Address Line 4:	GAITHERSBURG, MARYLAND 20878		
ATTORNEY DOCKET NUMBER:	4545.0023T		
NAME OF SUBMITTER:	Ira C. Edell		
SIGNATURE:	/Ira C. Edell/		
DATE SIGNED:	12/22/2021		
Total Attachments: 6			
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TRADEMARK ASSIGNMENT

Whereas, Clyde's Restaurant Group, Inc. ("CRG"), with an address at 3236 M Street NW, Washington, D.C. 20007, is listed as the owner of record in the United States Patent and Trademark Office for the mark THE HAMILTON (the "Mark") in U.S. Trademark Registration No. 4260477 (the "Registration");

Whereas, CRG no longer exists as a legal entity, having been merged into Carleton Holdings, Inc., a Delaware corporation, on December 27, 2019, the Certificate of Ownership And Merger being attached hereto as Appendix A, leaving Carleton Holdings, Inc. as owner of all assets of CRG including the Mark and the Registration;

Whereas, Carleton Holdings, Inc., by a plan of conversion executed by all of its shareholders on December 28, 2020, was converted to Carleton Industries, LLC, a Delaware Limited Liability Company ("Assignor");

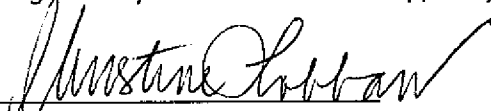
Whereas the Mark has been used continuously by Assignor and/or its stated predecessors in interest since at least as early as December 18, 2011, and has acquired substantial goodwill in both the dining and entertainment industries;

Whereas, CGRH, LLC, a Limited Liability Company of Delaware, having an address at 17th Floor, 1300 North 17th Street, Arlington VA 22209 ("Assignee"), is desirous of acquiring said Mark and Registration;

Now, Therefore, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, all of Assignor's right, title and interest, whether statutory or at common law, in and to the Mark and Registration, together with the goodwill of the business symbolized thereby, and including all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

This Assignment is executed this 20 day of December, 2021.

Carleton Holdings, LLC (as successor-by-conversion to Carleton Holdings, Inc., as successor-by-merger to Clyde's Restaurant Group, Inc.)

By: 
Christine Lobban, Secretary and Member

APPENDIX A

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CLYDE'S RESTAURANT GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "CARLETON HOLDINGS, INC." UNDER THE NAME OF "CARLETON HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2019, AT 11:25 O`CLOCK A.M.



7732079 8100M
SR# 20198878246

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 204306249
Date: 12-27-19

TRADEMARK
REEL: 007538 FRAME: 0698

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CLYDE'S RESTAURANT GROUP, INC.
(a Delaware corporation)

WITH AND INTO

CARLETON HOLDINGS, INC.
(a Delaware corporation)

(UNDER SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE)

CARLETON HOLDINGS, INC., a corporation organized and existing under the laws of the General Corporation Law of the State of Delaware (the "DGCL") on December 3, 2019 (the "Parent Corporation") hereby certifies that:

FIRST: That it owns one hundred percent (100%) of the issued and outstanding shares of the capital stock of Clyde's Restaurant Group, Inc., a corporation organized pursuant to the provisions of the DGCL on December 7, 1992 (the "Subsidiary Corporation").

SECOND: That the Board of Directors of the Parent Corporation approved the merger of the Subsidiary Corporation with and into the Parent Corporation (the "Merger") by unanimous written consent dated December 24, 2019, in accordance with Section 253 of the DGCL, and did adopt the following resolutions:

WHEREAS, Carleton Holdings, Inc., a Delaware corporation (the "Corporation"), owns one hundred percent (100%) of the issued and outstanding shares of capital stock of Clyde's Restaurant Group, Inc., a Delaware corporation ("CRG"); and

WHEREAS, immediately upon the effectiveness of that certain affiliate merger, the Board of Directors of the Corporation has determined that it is advisable and in the best interests of the Corporation and CRG that CRG be merged with and into the Corporation (the "CRG Merger"), pursuant to Section 253 of the General Corporation Law of the State of Delaware, and that, upon the consummation of the CRG Merger, the Corporation be possessed of all of the estate, property, rights, privileges and franchises of CRG and assume all of the liabilities and obligations of CRG.

RESOLVED, that the terms and conditions of the CRG Merger are as follows: (i) CRG shall merge with and into the Corporation; (ii) the Corporation shall be the surviving entity; (iii) upon consummation of the CRG Merger, the Corporation shall possess all of the estate, property, rights, privileges and franchises of CRG and shall assume all of the liabilities and obligations of CRG; (iv) upon consummation of the CRG Merger, all of the issued and outstanding shares of

capital stock of CRG shall be cancelled (without any action on the part of the holder thereof); (v) there shall be no effect on the issued and outstanding shares of capital stock of the Corporation; and (vi) there shall be no change to the Certificate of Incorporation of the Corporation;

FURTHER RESOLVED, that having reviewed that certain Certificate of Ownership and Merger (the "CRG Certificate of Merger") setting forth a copy of all or a part of these resolutions and the date of adoption thereof, for the purpose of effecting the CRG Merger, in substantially the form presented to the Board of Directors of Corporation, the Board of Directors of the Corporation, in the name of and on behalf of the Corporation and in the name of and on behalf of the Corporation in its capacity as the sole stockholder of CRG, hereby authorizes and approves the CRG Merger and the CRG Certificate of Merger; and

FURTHER RESOLVED, that each of the Chairman of the Board, President, Vice President, Treasurer and Secretary of the Corporation (each, an "Appropriate Officer" and collectively, the "Appropriate Officers") of the Corporation shall be, and each of them hereby is, authorized, empowered and directed to execute and deliver, in the name of and on behalf of the Corporation, the CRG Certificate of Merger, with such amendments and modifications thereto as such Appropriate Officers shall approve, with each such Appropriate Officer's approval to be conclusively evidenced by his or her execution thereof, and all other agreements, amendments, assignments, instruments, certificates, contracts, letters and/or documents to which the Corporation is or will be a party relating to the CRG Merger and the CRG Certificate of Merger and to do and perform, or cause to be done and performed, all such acts, deeds and things in connection with the consummation of the transactions contemplated thereby as such Appropriate Officers deem necessary or desirable to carry out the purpose and intent of the foregoing resolutions, including, but not limited to, the filing of the CRG Certificate of Merger with the Secretary of State of the State of Delaware.

THIRD: That the Merger shall become effective upon filing with the Secretary of State of the State of Delaware.

[signature on next page]

IN WITNESS WHEREOF, the Parent Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer as of the 27th day of December, 2019.

PARENT CORPORATION:

CARLETON HOLDINGS, INC.

By:  (SEAL)
Name: Jeffrey R. Owens
Title: Treasurer