

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM858224

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Millennial Foods, Inc.		11/27/2023	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	BGH Restaurants, LLC		
Street Address:	300 Brickstone Square		
Internal Address:	Suite 103		
City:	Andover		
State/Country:	MASSACHUSETTS		
Postal Code:	01810		
Entity Type:	Limited Liability Company: MASSACHUSETTS		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Registration Number:	2997167	B. GOOD REAL.FOOD.FAST	
Registration Number:	3126143	B.GOOD REAL.FOOD.FAST	
Registration Number:	4361117	REAL.FOOD.FAST	
Registration Number:	4776657	B.GOOD	
Registration Number:	5257616	FOOD WITH ROOTS	
Registration Number:	5352032	B.GOOD FOOD WITH ROOTS	
Registration Number:	5541868	B.GOOD FOOD WITH ROOTS	
Registration Number:	5361302	B.GOOD FOOD WITH ROOTS	
Registration Number:	5318775	B.GOOD FOOD WITH ROOTS	
Registration Number:	6003952	B.GOOD REWARDS	
Registration Number:	6049518	DROPSPOT	
Registration Number:	6049538	DROPSPOT	
Registration Number:	6095468	B.GOOD REWARDS	
Serial Number:	90680407	GOOD CHICKS	
CORRESPONDENCE DATA			
Fax Number:	3124568435		
<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>			

CH \$365.00 2997167

Phone: 312.456.8040
Email: chiipmail@gtlaw.com
Correspondent Name: Barry Horwitz, Greenberg Traurig, LLP
Address Line 1: 77 W. Wacker Drive
Address Line 2: Suite 3100
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER: 221454.010000

NAME OF SUBMITTER: Barry Horwitz

SIGNATURE: /Barry Horwitz/

DATE SIGNED: 12/04/2023

Total Attachments: 9

source=A5. Trademark Assignment Agreement - Executed#page1.tif
source=A5. Trademark Assignment Agreement - Executed#page2.tif
source=A5. Trademark Assignment Agreement - Executed#page3.tif
source=A5. Trademark Assignment Agreement - Executed#page4.tif
source=A5. Trademark Assignment Agreement - Executed#page5.tif
source=A5. Trademark Assignment Agreement - Executed#page6.tif
source=A5. Trademark Assignment Agreement - Executed#page7.tif
source=A5. Trademark Assignment Agreement - Executed#page8.tif
source=A5. Trademark Assignment Agreement - Executed#page9.tif

TRADEMARK ASSIGNMENT

WHEREAS, **MILLENNIAL FOODS, INC.**, a corporation organized under the laws of the State of Delaware, having a business address at 157 Seekonk Street, Norwell, Massachusetts 02056 ("Assignor"), pursuant to a certain Asset Purchase Agreement, has agreed to sell and assign to **BGH RESTAURANTS, LLC**, a limited liability company organized under the laws of the State of Massachusetts, having a business address at 300 Brickstone Square, Suite 103, Andover Massachusetts 01810 ("Assignee"), its successors, assigns, nominees, or other legal representatives, its entire right, title, and interest in and to the trademarks listed on Exhibit A attached hereto (collectively, the "Trademarks"), together with the goodwill of the business symbolized thereby.

WHEREAS, in order to effectuate Assignor's assignment to Assignee of its entire right, title and interests in and to the Trademarks, Assignor and Assignee are executing this instrument of assignment.

FOR GOOD AND VALUABLE CONSIDERATION, including the consideration set forth in the certain asset purchase agreement executed herewith, the sufficiency and receipt of which are hereby acknowledged, Assignor hereby assigns, transfers and conveys to Assignee, all of Assignor's entire worldwide right, title and interest in and to the Trademarks, including, without limitation, any and all common law rights thereto, the goodwill of the business symbolized thereby, and any and all trademark registrations covering same, including but not limited to the trademark registrations identified in the attached Exhibit A.

Together with Assignor's worldwide right, title and interest in and to the Trademarks, as well as the goodwill of the business symbolized thereby and any and all trademark registrations associated therewith, all of which are herewith being assigned to Assignee, Assignor hereby further assigns to Assignee the rights to police, monitor and enforce the Trademarks and any associated registrations against any and all past infringements (including, without limitation, the right to sue for and collect damages caused by any such infringement) which may have occurred at any time in the unlimited past, up to the date of this present Assignment, together with any and all further privileges in the United States and throughout the world to use, own, enforce and/or register the Trademarks.

Assignor hereby covenants and warrants that, with respect to the Trademarks, it is possessed of all right, title and interest in and to the Trademarks, its goodwill and registration(s), and it has the full right to convey all of same by this instrument, free of any encumbrances, except for the Permitted Encumbrances (as defined in the Asset Purchase Agreement by and between Assignor and Assignee of even date hereof). Assignor further covenants and warrants that no other agreement has been or will be executed in conflict herewith.

Assignor agrees to perform all affirmative acts which may be reasonably necessary or desirable to perfect the above-described transfer of rights, at Assignor's expense, as well as to cooperate with Assignee in obtaining and/or providing information reasonably required in any proceedings relating to the Trademarks, its goodwill and registration(s), at Assignor's expense.

Assignor hereby grants to the designated attorneys of Assignee, the authority and power to insert on this instrument, any further identification which may be necessary or desirable for purposes of recordation by any Trademark Office throughout the world.

In WITNESS WHEREOF, Assignor has caused this instrument to be executed on this 27th day of November, 2023.

MILLENNIAL FOODS, INC.,
a Delaware corporation

By: [Signature]
Name: Christopher Freeman
Title: President

ACKNOWLEDGMENT

STATE OF Massachusetts)
COUNTY OF Norfolk) SS.

On the 27 day of November, 2023, before me personally appeared CHRISTOPHER FREEMAN, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the foregoing instrument, who, being duly sworn, did depose and say that he executed the same in his authorized capacity as the President of Millennial Foods, Inc., a Delaware corporation, and acknowledged the instrument to be his free act and deed/the free act and deed of Millennial Foods, Inc. for the uses and purposes mentioned in the instrument.

[Signature]
Notary Public
Printed Name: Caroline J. Greene

My Commission Expires:
7/5/2024



AGREED TO AND ACCEPTED:

BGH RESTAURANTS LLC,
a Massachusetts limited liability company

By: 
Name: Mitchell Kahn
Title: Manager


ACKNOWLEDGMENT

STATE OF NEW YORK

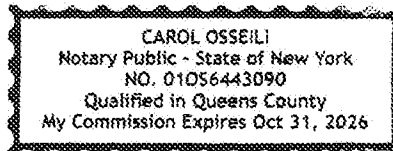
)
)SS.
)

COUNTY OF NEW YORK

On the 21st day of November, 2023, before me personally appeared MITCHELL KAHN, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the foregoing instrument, who, being duly sworn, did depose and say that he executed the same in his authorized capacity as a Manager of BGH Restaurants LLC, the Massachusetts limited liability company described, and acknowledged the instrument to be his free act and deed/the free act and deed of BGH Restaurants LLC for the uses and purposes mentioned in the instrument.


Notary Public
Printed Name: Carol Osseili




My Commission Expires:
October 31, 2026



MILLENNIAL FOODS, INC. to BGH RESTAURANTS, LLC

EXHIBIT A – TRADEMARKS

TABLE 1 – U.S. Trademarks

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Goods / Services / Classes
B.GOOD REAL.FOOD.FAST & Design	78/358,196	01/27/2004	2,997,167	9/20/2005	"Restaurant services" in Class 43
					
B.GOOD REAL.FOOD.FAST	78/629,898	05/13/2005	3,126,143	08/08/2006	"Providing food and drink, namely, restaurant services; and providing temporary accommodations" in Class 43
REAL.FOOD.FAST	85/773,428	11/07/2012	4,361,117	07/02/2013	"Restaurant services" in Class 43
B.GOOD	86/462,553	11/24/2014	4,776,657	07/21/2015	"Restaurant services" in Class 43
FOOD WITH ROOTS	87/079,927	06/22/2016	5,257,616	08/01/2017	"Restaurant services" in Class 43
B.GOOD FOOD WITH ROOTS & Design	87/322,210	02/02/2017	5,352,032	12/05/2017	"Restaurant services" in Class 43
					
B.GOOD FOOD WITH ROOTS & Design	87/322,396	02/02/2017	5,541,868	08/14/2018	"Restaurant services" in Class 43
					
B.GOOD FOOD WITH ROOTS & Design	87/322,478	02/02/2017	5,361,302	12/19/2017	"Restaurant services" in Class 43


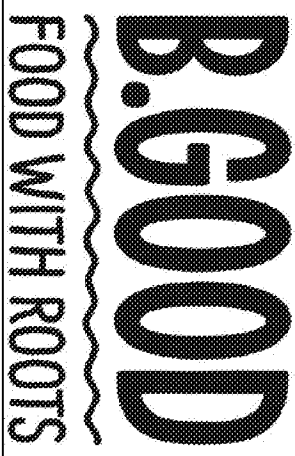


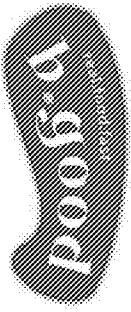

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Goods / Services / Classes
					
B.GOOD FOOD WITH ROOTS & Design	87/323,841	02/03/2017	5,318,775	10/24/2017	"Restaurant services" in Class 43
					
B.GOOD REWARDS	88/320,031	02/28/2019	6,003,952	03/03/2020	"Providing incentive award programs through issuance and processing of loyalty points for purchase of a company's goods and services" in Class 35
DROPSPOT	88/493,208	6/28/2019	6,049,518	05/05/2020	"Delivery of food by restaurants" in Class 39
DROPSPOT & Design	88/499,524	07/3/2019	6,049,538	05/05/2020	"Delivery of food by restaurants" in Class 39
					
B.GOOD REWARDS & Design	88/723,400	12/11/2019	6,095,468	07/07/2020	"Providing incentive award programs through issuance and processing of loyalty points for purchase of a company's goods and services" in Class 35
					
GOOD CHICKS	90/680,407	4/29/2021	N/A	N/A	"Restaurant services" in Class 43

TABLE 2 – Non-U.S. Trademarks

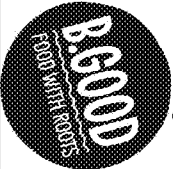


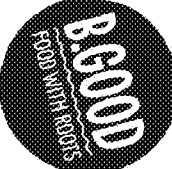

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Goods / Services / Classes	Jurisdiction
B.GOOD REAL.FOOD.FAST	1635611	07/17/2013	TMA938,109	07/17/2013	"Providing food and drink, namely restaurant services; and providing temporary	Canada


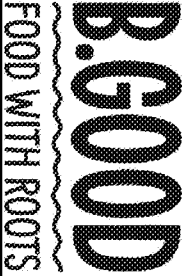
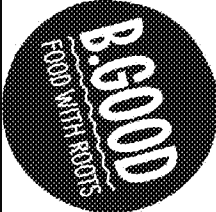
Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Goods / Services / Classes	Jurisdiction
B. GOOD REAL FOOD FAST	A0046605	11/24/2014	1243296	11/24/2014	"Providing food and drink, namely restaurant services; and providing temporary accommodations" in Class 43	WIPO
B. GOOD REAL FOOD FAST & Design	1233580	11/24/2014	1233580	11/24/2014	"Restaurant services" in Class 43	WIPO
						
B. GOOD REAL FOOD FAST & Design	Int'l App. 1233580	11/24/2014	WO01233580	12/11/2015	"Restaurant services" in Class 43	EUIPO
B. GOOD REAL FOOD FAST & Design	Int'l App. 1233580	11/24/2014	WO01233580	01/05/2016	"Restaurant services" in Class 43	Switzerland
						
B. GOOD REAL FOOD FAST	Int'l App. 1243296	11/24/2014	1243296	11/24/2014	"Providing food and drink, namely restaurant services; and providing temporary accommodations" in Class 43	EUIPO
B. GOOD REAL FOOD FAST	Int'l App. 1243296	11/24/2014	1243296	11/24/2014	"Providing food and drink, namely restaurant services; and providing temporary accommodations" in Class 43	Switzerland
B. GOOD	A0046758	12/03/2014	1231094	12/03/2014	"Restaurant services" in Class 43	WIPO
B. GOOD	Int'l App. 1231094	12/03/2014	WO1231094	11/13/2015	"Restaurant services" in Class 43	EUIPO
B. GOOD	Int'l App. 1231094	12/03/2014	WO1231094	11/23/2015	"Restaurant services" in Class 43	Switzerland
FOOD FROM FARMERS	A0052742	08/26/2015	1266860	08/26/2015	"Restaurant services" in Class 43	WIPO

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Goods / Services / Classes	Jurisdiction
FOOD WITH ROOTS	1792500	07/21/2016	TMA1016918	03/08/2019	"Restaurant services" in Class 43	Canada
FOOD WITH ROOTS	1307754	07/21/2016	1307754	07/21/2016	"Restaurant services" in Class 43	WIPO
FOOD WITH ROOTS	1307754	07/21/2016	1307754	07/21/2016	"Restaurant services" in Class 43	China
FOOD WITH ROOTS	1307754	07/21/2016	1307754	07/21/2016	"Restaurant services" in Class 43	EUPO
FOOD WITH ROOTS			1307754	07/21/2016	"Restaurant services" in Class 43	South Korea
FOOD WITH ROOTS					"Restaurant services" in Class 43	Switzerland
FOOD WITH ROOTS				07/21/2016	"Restaurant services" in Class 43	United Kingdom
B.GOOD FOOD WITH ROOTS & Design	1361245	05/11/2017	1361245	05/11/2017	"Services for providing food and drink; temporary accommodation" in Class 43	EUPO
B.GOOD FOOD WITH ROOTS & Design	1361245	05/11/2017	1361245	05/11/2017	"Services for providing food and drink; temporary accommodation" in Class 43	Switzerland
B.GOOD FOOD WITH ROOTS & Design	1361245	05/11/2017	1361245	05/11/2017	"Services for providing food and drink; temporary accommodation" in Class 43	United Kingdom
B.GOOD FOOD WITH ROOTS & Design	1361245	05/11/2017	1361245	05/11/2017	"Restaurant services" in Class 43	WIPO
B.GOOD FOOD WITH ROOTS & Design	1361246	05/11/2017	1361246	05/11/2017	"Services for providing food and drink;"	WIPO

TRADEMARK

REEL: 008277 FRAME: 0842

Trademark & Design	App. No.	App. Date	Reg. No.	Reg. Date	Goods / Services / Classes	Jurisdiction
					temporary accommodation" in Class 43	
B. GOOD FOOD WITH ROOTS & Design	1361246	05/11/2017	1361246	05/11/2017	"Services for providing food and drink: temporary accommodation" in Class 43	EUIPO
						
B. GOOD FOOD WITH ROOTS & Design		05/11/2017			"Services for providing food and drink: temporary accommodation" in Class 43	Switzerland
						
B. GOOD FOOD WITH ROOTS & Design	1361246	05/11/2017	1361246	05/11/2017	"Services for providing food and drink: temporary accommodation" in Class 43	United Kingdom
						
(Design Only)	62588/2016	10/14/2016	694254	10/24/2016	"Verpflegung von Gästen in Restaurants" in Class 43	Switzerland
						
B. GOOD REAL. FOOD. FAST & Design	UK00801233580	10/24/2014	UK00801233580	12/11/2015	"Restaurant services" in Class 43	United Kingdom

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Goods / Services / Classes	Jurisdiction
						
B.GOOD REAL.FOOD.FAST	UK00801243296	11/24/2014	UK00801243296	11/24/2014	"Providing food and drink, namely, restaurant services; and providing temporary accommodations" in Class 43	United Kingdom
B.GOOD	UK00801231094	12/03/2014	UK00801231094	11/13/2015	"Restaurant services" in Class 43	United Kingdom
FOOD WITH ROOTS	UK00801307754	07/21/2016	UK00801307754	07/21/2016	"Restaurant services" in Class 43	United Kingdom
B.GOOD FOOD WITH ROOTS & Design	UK00801361245	05/11/2017	UK00801361245	05/11/2017	"Services for providing food and drink; temporary accommodation" in Class 43	United Kingdom
						
B.GOOD FOOD WITH ROOTS & Design	UK00801361246	05/11/2017	UK00801361246	05/11/2017	"Services for providing food and drink; temporary accommodation" in Class 43	United Kingdom
						

TRADEMARK

REEL: 008277 FRAME: 0844

RECORDED: 12/04/2023