

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM319582

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
New York City Sub Shop, Inc.		07/25/2014	CORPORATION: WYOMING
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	NYCSS Franchise Company, LLC		
<b>Street Address:</b>	20 North Jackson Street		
<b>City:</b>	Jackson		
<b>State/Country:</b>	WYOMING		
<b>Postal Code:</b>	83001		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: WYOMING		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1611692	NEW YORK CITY SUB SHOP	
<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>	503-332-4556		
<b>Email:</b>	ryan@franchisesmith.com		
<b>Correspondent Name:</b>	Ryan D. Smith		
<b>Address Line 1:</b>	PO Box 1112		
<b>Address Line 4:</b>	Sherwood, OREGON 97140		
<b>NAME OF SUBMITTER:</b>	Ryan D. Smith		
<b>SIGNATURE:</b>	/Ryan D. Smith/		
<b>DATE SIGNED:</b>	10/09/2014		
<b>Total Attachments: 3</b>			
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OP \$40.00 1611692

## **TRADEMARK ASSIGNMENT**

This Trademark Assignment (the "Assignment") is effective the 25<sup>th</sup> day of July, 2014. It is by and between **NEW YORK CITY SUB SHOP, INC.**, a Wyoming corporation ("Affiliate") and **NYCSS FRANCHISE COMPANY LLC**, a Wyoming Limited Liability Company ("Franchisor").

### **Recitals**

Affiliate owns all rights, title, and interest in and to the marks, both under common law and the corresponding registrations and applications for registration as set forth in Exhibit 1 (collectively, the "Marks") and have certain rights to and valuable goodwill connected with and symbolized by the Marks.

Franchisor wishes to acquire the entire rights, title, and interest in the Marks.

Therefore, for good and valuable consideration, the receipt and adequacy of which are acknowledged, the parties agree as follows:

### **1 ASSIGNMENT**

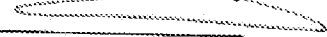
- 1.1 Affiliate hereby irrevocably assigns, transfers, and otherwise conveys to Franchisor all rights, title, and interest in and to the Marks in the United States and all jurisdictions symbolized by the Marks to the fullest extent that Affiliate could have held and enjoyed had this sale, assignment, transfer, and conveyance not been made. This includes, without limitation, all registration rights with respect to the Marks within or outside the United States based in whole or in part upon the Marks, the right to renew any registrations, all rights to prepare derivative marks, any priority right that may arise from the Marks, all goodwill, and all other rights.
- 1.2 Affiliate authorize the Commissioner of Trademarks of the United States and other empowered officials of the United States Patent and Trademark Office and officials in any applicable jurisdictions outside the United States to record the transfer of the registrations and applications for registration set forth in Exhibit 1 to Franchisor as assignee of our entire right, title and interest therein. Affiliate agrees to further execute any documents reasonably necessary at any time now or in the future to effect or perfect this assignment or to confirm Franchisor's ownership of the Marks.

### **2 SIGNATURES**

IN WITNESS, the parties have executed this Agreement on the day and year first above written.

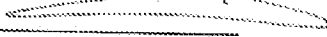
*(Signatures on following page)*

("Affiliate"): NEW YORK CITY SUB SHOP, INC.

By:   
Andrew Deenik

Title: Vice President

("Franchisor"): NYCSS FRANCHISE COMPANY LLC

By:   
Andrew Deenik

Title: President and Managing Member

2 - TRADEMARK ASSIGNMENT

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**Exhibit 1**

**The Marks**

Mark Registered on the Principal Register of the United States Patent and Trademark Office:



Registration Number: 1611692

Registration Date: August 28, 1990

Common Law Marks:

“NYCSS” and related logos