

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM505383

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
THE VEGGIE GRILL, INC.		01/10/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	BREAKWATER CREDIT OPPORTUNITIES FUND, L.P., as agent		
Street Address:	1999 Avenue of the Stars, Suite 3430		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90067		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Serial Number:	87531696	GRILL IT UP	
Registration Number:	5629415	VEGGIEGRILL	
Serial Number:	87774570	VG	
Serial Number:	87774567	VEGGIEGRILL	
Serial Number:	87774562	VEGGIE GRILL	
Registration Number:	5584058	VEGGIE POSITIVE+	
Registration Number:	5004047	CELEBRATE THE VEGETABLE	
Registration Number:	4698160	VEGGIEGRILL	
Registration Number:	4698159	VEGGIEGRILL	
Registration Number:	3908040	ALL HAIL KALE	
Registration Number:	3908035	KALE-STYLE	
Registration Number:	3907701	SWEETHEART FRIES	
Registration Number:	4649920	YUMBELIEVABLE	
Registration Number:	4420631	VEGGIEGRILL	
Registration Number:	3836729	THE VEGGIE GRILL	
CORRESPONDENCE DATA			
Fax Number:	9497254100		
<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 \$390.00 87531696

Phone: 9497254043
Email: amina@sycr.com
Correspondent Name: Arnold V. Mina
Address Line 1: Stradling Yocca Carlson & Rauth, P.C.
Address Line 2: 660 NEWPORT CENTER DRIVE, SUITE 1600
Address Line 4: Newport Beach, CALIFORNIA 92660

ATTORNEY DOCKET NUMBER: 104977-0002

NAME OF SUBMITTER: Arnold Mina

SIGNATURE: /Arnold Mina/

DATE SIGNED: 01/10/2019

Total Attachments: 5

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

January 10, 2019

Mail Stop Assignment Recordation Services
Director of the U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Ladies and Gentlemen:

Please be advised that pursuant to the Pledge and General Security Agreement, dated as of January 10, 2019 (the "Security Agreement"), by and among VG HOLDCO, INC., a Delaware corporation ("Holdings"), THE VEGGIE GRILL, INC., a Delaware corporation ("Assignor"), VEGGIE GRILL FRANCO, LLC, a Delaware limited liability company and subsidiary of Assignor, and BREAKWATER CREDIT OPPORTUNITIES FUND, L.P., a Delaware limited partnership, as agent for the Lenders ("Agent"), the Assignor has granted to Agent for the benefit of the Lenders, a continuing security interest in and continuing lien upon the trademark collateral set forth on Schedule 1 ("Trademarks") hereto.

The Assignor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing Trademarks (i) may only be terminated in accordance with the terms of the Security Agreement, and (ii) are not to be construed as an assignment of any Trademarks.

[Signature Page Follows]

Very truly yours,

THE VEGGIE GRILL, INC.,
a Delaware corporation

By: Steve Healy
Name: Steve Healy
Title: CEO

Acknowledged and Accepted:

BREAKWATER CREDIT OPPORTUNITIES FUND, L.P.,
a Delaware limited partnership

By: Breakwater Investment Management, LLC, its General Partner

By: _____
Saif Mansour, Manager

[Signature Page to Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 006521 FRAME: 0822

Very truly yours,


THE VEGGIE GRILL, INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BREAKWATER CREDIT OPPORTUNITIES FUND, L.P.,
a Delaware limited partnership







By: Breakwater Investment Management, LLC, its General Partner


By:  _____
Saif Mansour, Manager

Schedule 1

**THE VEGGIE GRILL, INC.
(a Delaware corporation)**

U.S. Trademarks

TRADEMARK	COUNTRY	Appl./ Reg. No.	Filing/ Registration Date	Class/Goods or Services
GRILL IT UP	United States	U.S. Appl. No. 87531696	July 18, 2017	IC 043: Restaurant services
	United States	U.S. Reg. No. 5,629,415	December 11, 2018	IC 043: Restaurant services
	United States	U.S. Appl. No. 87774570	January 29, 2018	IC 043: Restaurant services
	United States	U.S. Appl. No. 87774567	January 29, 2018	IC 043: Restaurant services
	United States	U.S. Appl. No. 87774562	January 29, 2018	IC 043: Restaurant services
VEGGIE POSITIVE+	United States	U.S. Reg. No. 5584058	October 16, 2018	IC 043: Restaurant services
CELEBRATE THE VEGETABLE	United States	U.S. Reg. No. 5004047	July 19, 2016	IC 043: Restaurant services
	United States	U.S. Reg. No. 4698160	March 10, 2015	IC 043: Restaurant services
	United States	U.S. Reg. No. 4698159	March 10, 2015	IC 043: Restaurant services
ALL HAIL KALE	United States	U.S. Reg. No. 3908040	January 18, 2011	IC 029: Salads except macaroni, rice, and pasta for consumption on and off the premises.
KALE-STYLE	United States	U.S. Reg. No. 3908035	January 18, 2011	IC 029: Prepared entrees consisting primarily of vegetable-based and soy-based meat substitutes for consumption on and off the premises.
SWEETHEART FRIES	United States	U.S. Reg. No.	January 18, 2011	IC 029: Potato

TRADEMARK	COUNTRY	Appl./ Reg. No.	Filing/ Registration Date	Class/Goods or Services
		3907701		fries for consumption on or off the premises
YUMBELIEVABLE	United States	U.S. Reg. No. 4649920	December 2, 2014	IC 043: Restaurant services.
	United States	U.S. Reg. No. 4420631	October 22, 2013	IC 043: Restaurant services.
THE VEGGIE GRILL	United States	U.S. Reg. No. 3836729	August 24, 2010	IC 043: Restaurant services.