

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SPGNY II, LLC		03/19/2008	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Balducci's, LLC		
Street Address:	10411 Motor City Drive		
Internal Address:	Suite 500		
City:	Bethesda		
State/Country:	MARYLAND		
Postal Code:	20817		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2213997	B SINCE 1916	
Registration Number:	1340807	BALDUCCIS	
Registration Number:	1340806	BALDUCCIS	
Registration Number:	2212436	BALDUCCI'S	
Registration Number:	2641491	CAFE BALDUCCI	
CORRESPONDENCE DATA			
Fax Number:	(202)434-5029		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-434-5564		
Email:	bshaughnessy@wc.com		
Correspondent Name:	Robert J. Shaughnessy		
Address Line 1:	725 12th Street, N.W.		
Address Line 2:	Williams & Connolly LLP		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		

OP \$140.00 2213997

NAME OF SUBMITTER:	Robert J. Shaughnessy
Signature:	/Robert J. Shaughnessy/
Date:	03/28/2008
Total Attachments: 1 source=SPGNY II LLC Assignment#page1.tif	

TRADEMARK ASSIGNMENT

This Trademark Assignment is entered into as of March 19, 2008, between **SPGNY II, LLC**, a Delaware limited liability company ("Assignor"), and **Balducci's, LLC**, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor is the owner of the trademarks listed below (the "Marks") and the associated federal registrations ("Registrations"), together with the goodwill symbolized by the Marks in connection with the goods and services with which they are used.

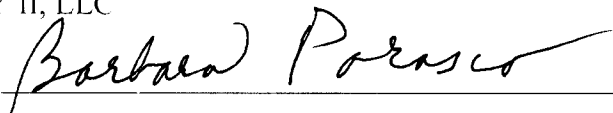
Mark	U.S. Reg. No.	Registration Date
B SINCE 1916 design	2,213.997	Dec. 29, 1998
BALDUCCI'S	1,340.807	June 11, 1985
BALDUCCI'S thinner script design	1,340.806	June 11, 1985
BALDUCCI'S thicker script design	2,212.436	Dec. 22, 1998
CAFÉ BALDUCCI	2,641.491	Oct. 29, 2002

WHEREAS, Assignor desires to assign to Assignee all of its right, title, and interest in and to the Marks and the Registrations.

NOW THEREFORE, in consideration of the payment of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers, and conveys to Assignee all of Assignor's right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, all Registrations of the Marks, and all rights of action arising out of past or future infringements of the Marks.

IN WITNESS WHEREOF, the parties have executed this Trademark Assignment as of the date noted in the first paragraph.


SPGNY II, LLC

By: 

Print Name: Barbara Parasco

Title: Chief Executive Officer

BALDUCCI'S, LLC

By: 

Print Name: Barbara Parasco

Title: Chief Executive Officer