

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS 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>
Sutton Place Gourmet, Inc.		03/19/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Balducci's, LLC		
<b>Street Address:</b>	10411 Motor City Drive		
<b>Internal Address:</b>	Suite 500		
<b>City:</b>	Bethesda		
<b>State/Country:</b>	MARYLAND		
<b>Postal Code:</b>	20817		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3142981	FOOD LOVER'S MARKET	
Registration Number:	3142982	TASTE COMES FIRST	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)434-5029		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
<b>Phone:</b>	2024345564		
<b>Email:</b>	bshaughnessy@wc.com		
<b>Correspondent Name:</b>	Robert J. Shaughnessy		
<b>Address Line 1:</b>	725 12th Street, NW		
<b>Address Line 2:</b>	Williams & Connolly LLP		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20005		
<b>NAME OF SUBMITTER:</b>	Robert J. Shaughnessy		
<b>Signature:</b>	/Robert J. Shaughnessy/		

OP \$65.00 3142981

Date:

03/28/2008

Total Attachments: 1

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**TRADEMARK ASSIGNMENT**

This Trademark Assignment is entered into as of March 19, 2008, between **Sutton Place Gourmet, Inc.**, a Delaware corporation (“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
FOOD LOVER’S MARKET	3,142.981	Sept. 12, 2006
TASTE COMES FIRST	3,142.982	Sept. 12, 2006

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.

SUTTON PLACE GOURMET, INC.

By: Barbara Parasco

Print Name: Barbara Parasco

Title: Chief Executive Officer

BALDUCCI’S, LLC

By: Barbara Parasco

Print Name: Barbara Parasco

Title: Chief Executive Officer