

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
Balducci's LLC		04/15/2009	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Balducci's Holdings, LLC
Street Address:	245 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10167
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 7

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
Registration Number:	3142981	FOOD LOVER'S MARKET
Registration Number:	3142982	TASTE COMES FIRST

CORRESPONDENCE DATA

Fax Number: (215)994-2222
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-994-2617
 Email: trademarks@dechert.com, jay.johnston@dechert.com
 Correspondent Name: James J. Johnston
 Address Line 1: CIRA CENTRE

CH \$190.00 2213997

Address Line 2: 2929 Arch Street
Address Line 4: Philadelphia, PENNSYLVANIA 19104-2808

NAME OF SUBMITTER:	James J. Johnston
Signature:	/James J. Johnston/
Date:	04/29/2009

Total Attachments: 8

source=Balducci's Asn of IP Rights (US)#page1.tif
source=Balducci's Asn of IP Rights (US)#page2.tif
source=Balducci's Asn of IP Rights (US)#page3.tif
source=Balducci's Asn of IP Rights (US)#page4.tif
source=Balducci's Asn of IP Rights (US)#page5.tif
source=Balducci's Asn of IP Rights (US)#page6.tif
source=Balducci's Asn of IP Rights (US)#page7.tif
source=Balducci's Asn of IP Rights (US)#page8.tif

ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS

This ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS ("Assignment"), is made and effective as of this 15 day of April, 2009 by and between Balducci's, LLC, a Delaware limited liability company ("Balducci's"), Sutton Place Gourmet, LLC, a Delaware limited liability company ("SPG"), Sutton Hay Day, LLC, a Delaware limited liability company ("SHD"), Sutton Place Gourmet II, LLC, a Delaware limited liability company ("SPG II"), and Sutton Place Gourmet III, LLC, a Delaware limited liability company ("SPG III") (Balducci's, SHD, SPG, SPG II and SPG III each referred to individually herein as an "Assignor" and collectively as the "Assignors"), and Balducci's Holdings LLC, a Delaware limited liability company ("Assignee").

Background

A. Assignors and Assignee have as of March 16, 2009 entered into that certain Asset Purchase Agreement (the "Agreement") whereby on the date hereof Assignee has acquired from Assignors certain assets of Assignors.

B. Assignors and Assignee desire to confirm in Assignee the ownership of all right, title and interest in and to the Intellectual Property (as that term is defined in the Agreement) of Assignors included in the Acquired Assets, including without limitation the Registered Intellectual Property set forth in the Assignments of Trademark attached hereto as Exhibits 1 and 2 (the "Trademark Assignments").

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, the parties agree as follows:

1. Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Agreement.

2. Assignment. Assignor hereby irrevocably transfers and assigns forever to Assignee (a) all of Assignor's right, title, and interest in and to the Intellectual Property included in the Acquired Assets, including, without limitation, the trademarks and service marks set forth in the Assignments of Trademark, all works of authorship and all worldwide copyrights embodied therein owned by Assignors and used in the business of Assignors (including all computer software, in source or object code format included therein), all domain name registrations owned by Assignors and included in the Acquired Assets, and all inventions, trade secrets, recipes, formulae, concepts, systems, methods and processes used in the business of Assignors, (b) any and all registrations and applications for registration of the foregoing, and all causes of action for past, present, or future infringement, misappropriation, dilution or other violation of any of the foregoing, and (c) all good will of the business of Assignors appurtenant thereto.

3. Further Assurances. Assignors, and each of them, hereby covenant and agree to execute and deliver to Assignee any such additional deeds of assignment or transfer in or to the foregoing Intellectual Property and Registered Intellectual Property, and any other assignment of

proprietary and intellectual property rights as Assignee may reasonably request for the purpose of securing, recording or otherwise effectuating this Assignment.

BOS111 12363423.4

TRADEMARK
REEL: 003979 FRAME: 0276

IN TESTIMONY WHEREOF, each Assignor and Assignee have executed this Assignment effective as of the date set forth above.

ASSIGNORS

BALDUCCI'S, LLC

By: *Barbara Prou*
Name: *CEO*
Title:

SUTTON PLACE GOURMET, LLC

By: *Bob Prou*
Name:
Title: *CEO*

SUTTON PLACE GOURMET III, LLC

By: *Bob Prou*
Name:
Title: *CEO*

SUTTON PLACE GOURMET II, LLC

By: *Bob Prou*
Name:
Title: *CEO*

SUTTON HAY DAY, LLC

By: *Bob Prou*
Name:
Title: *CEO*

[Signature page to Assignment of Intellectual Property Rights]

ASSIGNEE

BALDUCCY'S HOLDINGS LLC

By: Pat T Dentato
Name: Patrick T. Dentato
Title: President and CEO

[Signature Page to Assignment of Intellectual Property Rights]

TRADEMARK
REEL: 003979 FRAME: 0278

EXHIBIT 1

ASSIGNMENT OF TRADEMARKS (U.S.)

WHEREAS BALDUCCI'S, LLC ("Assignor"), a Delaware limited liability company, having an address at 10411 Motor City Drive, Suite 500, Bethesda, MD 20817, U.S.A., has adopted, used and is using the trademarks shown in Schedule A hereto in its business (the "Assigned Trademarks"), and has registered and is seeking to register the Assigned Trademarks in the United States of America.

AND WHEREAS Balducci's Holdings, LLC ("Assignee"), a Delaware limited liability company, having an address at 245 Park Avenue, New York, NY 10167, U.S.A., has on this date acquired from Assignor certain assets and property used in Assignor's business and is desirous of acquiring the Assigned Trademarks, the registrations and applications for registration of the Assigned Trademarks shown in Schedule A and any other registrations and applications for registration of the Assigned Trademarks, and the goodwill of the business symbolized by the Assigned Trademarks.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Assigned Trademarks, together with the registrations and applications for registration of the Assigned Trademarks shown in Schedule A, any other registrations and applications for registration of the Assigned Trademarks, in and to all income, royalties, damages and payments now or hereafter due or payable with respect thereto and in and to all rights of action arising from the Assigned Trademarks, all claims for damages by reason of past, present and future infringement of the Assigned Trademarks and the right to sue and collect damages for such infringement, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made, and the goodwill of the business symbolized by the Trademarks.

Dated: April 15, 2009.

BALDUCCI'S, LLC

By Charles S. Polcsa

Name: Charles S. Polcsa

Title: Senior Vice President, Finance

BOS111 12363423.4

SCHEDULE A

ASSIGNED TRADEMARKS

Mark	Owner of Record	Goods/services	Reg. or Serial No.
B SINCE 1916 design:	Balducci's, LLC	fresh cooked meat, processed olives, mugs, serving bowls, garlic roasters, lobster pots, bakery goods, cookies, chocolate candy, honey, mustard, spices, seasonings, pasta sauces, vinegar, rice, sauces	2,213,997
BALDUCCIS	Balducci's, LLC	retail store, catalog and mail order services for food specialty items, fresh fruit in baskets and packages, olive oil, smoked salmon, sausage, jams, jellies, dried fruits and vegetables, preserves, pickles cheeses pasta, coffee, tea, spices.	1,340,807
BALDUCCIS script design	Balducci's, LLC	retail store, catalog and mail order services for	1,340,806

Mark	Owner of Record	Goods/services	Reg. or Serial No.
		food specialty items, pasta, coffee, tea, spices, olive oil, smoked salmon, sausage, jams, jellies, dried fruits and vegetables, preserves, pickles, cheeses.	
BALDUCCI'S thicker script design	Balducci's, LLC	bakery goods, cheese cakes, stuffed breads, vegetable pies, cookies, chocolate candy, candy, honey, mustard, spices, seasonings, vinegar, rice, pasta, lasagna, sauces, tomato condito sauce, pasta, coffee, tea, gift baskets containing any of the foregoing	2,212,436
CAFÉ BALDUCCI	Balducci's, LLC	restaurant services; carry-out restaurant services	2,641,491

Mark	Owner of Record	Goods/services	Reg. or Serial No.
FOOD LOVER'S MARKET	Balducci's, LLC	Carry-out restaurant services, delicatessen services, catering services. Retail gourmet grocery store, delicatessen, bakery services. Processed, prepared and unprepared gourmet foods, namely, soups, meats, fish, vegetables, fruits, and cheeses.	3,142,981
TASTE COMES FIRST	Balducci's, LLC	Carry-out restaurant services, delicatessen services, and catering services; Retail gourmet grocery store, delicatessen, bakery services; Processed, prepared and unprepared gourmet foods, namely, soups, meats, fish, vegetables, fruits, and cheeses	3,142,982

BOS111 12363423.4