

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Jefferies Finance LLC, as the Collateral Agent		08/02/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bel Canto Foods, LLC
Street Address:	100 East Ridge Road
City:	Ridgefield
State/Country:	CONNECTICUT
Postal Code:	06877
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

Name:	Dairyland USA Corporation
Street Address:	100 East Ridge Road
City:	Ridgefield
State/Country:	CONNECTICUT
Postal Code:	06877
Entity Type:	CORPORATION: NEW YORK

Name:	The Chefs' Warehouse, LLC
Street Address:	100 East Ridge Road
City:	Ridgefield
State/Country:	CONNECTICUT
Postal Code:	06877
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	The Chefs' Warehouse of Florida, LLC
Street Address:	100 East Ridge Road
City:	Ridgefield
State/Country:	CONNECTICUT

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Postal Code:	06877
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	The Chefs' Warehouse West Coast, LLC
Street Address:	100 East Ridge Road
City:	Ridgefield
State/Country:	CONNECTICUT
Postal Code:	06877
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Chefs' Warehouse Parent, LLC
Street Address:	100 East Ridge Road
City:	Ridgefield
State/Country:	CONNECTICUT
Postal Code:	06877
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Chefs' Warehouse Holdings, LLC
Street Address:	100 East Ridge Road
City:	Ridgefield
State/Country:	CONNECTICUT
Postal Code:	06877
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	1508403	BELARIA
Registration Number:	3491990	ST. LUC
Registration Number:	2438333	ST. LUC
Registration Number:	2016132	PIER FRANCO
Registration Number:	1407847	GRAND RESERVE
Registration Number:	3541721	PATISSE
Registration Number:	3697104	PATISSE FINE PASTRY INGREDIENTS
Registration Number:	3539456	THE CHEFS' WAREHOUSE
Registration Number:	3206633	ZOCOCAO
Registration Number:	3002843	ZOCOCAO
Registration Number:	2452543	SPOLETO

Fax Number: (404)888-4190
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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Correspondent Name: Hunton & Williams LLP
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Address Line 2: c/o Deborah Corey
Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:	64226.23
NAME OF SUBMITTER:	Deborah Corey
Signature:	/Deborah Corey/
Date:	08/02/2011

Total Attachments: 3
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**ASSIGNMENT AND RELEASE OF
SECURITY INTEREST**

August 2, 2011

This Assignment and Release of Security Interest (this “Release”) is dated as of the date first set forth above. Reference is hereby made to that certain Trademark Security Agreement (the “Trademark Security Agreement”; capitalized terms used but not defined herein shall have the meanings given to them in the Trademark Security Agreement) dated as of October 22, 2010, by Bel Canto Foods, LLC, a New York limited liability company (“Bel Canto”), Dairyland USA Corporation, a New York corporation (“Dairyland”), The Chefs’ Warehouse, LLC, a Delaware limited liability company (“CW”), The Chefs’ Warehouse of Florida, LLC, a Delaware limited liability company (“CW Florida”), The Chefs’ Warehouse West Coast, LLC, a Delaware limited liability company (“CW West Coast”) and Chefs’ Warehouse Parent, LLC, Delaware limited liability company (“CW Intermediate Holdings” and together with Bel Canto, Dairyland, CW, CW Florida and CW West Coast, collectively, the “Borrowers”) and Chefs’ Warehouse Holdings, LLC, a Delaware limited liability company (the “Original Guarantor” together with the Borrowers, the “Pledgors”), in favor of Jefferies Finance LLC, a Delaware limited liability company, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the “Collateral Agent”), recorded with the United States Patent and Trademark Office on October 22, 2010, at Reel/Frame No. 4302/0644.

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby notifies, acknowledges and agrees with each Pledgor that (i) the lien on and security interest in the Trademark Collateral pledged and granted by such Pledgor to the Collateral Agent for the ratable benefit of the Secured Parties, including, without limitation, the lien on and security interest in the trademarks listed on the attached **Schedule A**, is terminated, released and discharged fully, (ii) the Collateral Agent hereby releases and forever discharges fully all of its right, title and interest in, to and under, and of any kind or nature in the Trademark Collateral granted, assigned or conveyed pursuant to the Trademark Security Agreement, and (iii) any right, title or interest of the Collateral Agent in, to and under the Trademark Collateral shall hereby cease and become void. The Collateral Agent hereby retransfers and reassigns to each appropriate Pledgor, without representation or warranty, all of the Collateral Agent’s right, title and interest in, to and under the Trademark Collateral.

The Collateral Agent hereby authorizes and requests the Commissioner of Patents and Trademarks and any other applicable government officer to record this Release.

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SCHEDULE A
TO
RELEASE OF TRADEMARK SECURITY INTEREST

<u>Owner</u>	<u>Registration Number / Registration Date</u>	<u>Trademark</u>
BEL CANTO FOODS, LLC	1508403 11-OCT-1988	BELARIA
BEL CANTO FOODS, LLC	3491990 26-AUG-2008	ST. LUC
BEL CANTO FOODS, LLC	2438333 27-MAR-2001	ST. LUC
BEL CANTO FOODS, LLC	2016132 12-NOV-1996	PIER FRANCO
DAIRYLAND USA CORPORATION	1407847 02-SEP-1986	GRAND RESERVE
DAIRYLAND USA CORPORATION	3541721 02-DEC-2008	PATISSE
DAIRYLAND USA CORPORATION	3697104 13-OCT-2009	PATISSE FINE PASTRY INGREDIENTS
DAIRYLAND USA CORPORATION	3539456 02-DEC-2008	THE CHEFS' WAREHOUSE
DAIRYLAND USA CORPORATION	3206633 06-FEB-2007	ZOCOCAO
DAIRYLAND USA CORPORATION	3002843 27-SEP-2005	ZOCOCAO
DAIRYLAND USA CORPORATION	2452543 22-MAY-2001	SPOLETO