

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<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>
Compass Group USA, Inc.		10/20/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Compass Group Holdings PLC		
<b>Street Address:</b>	Compass House		
<b>Internal Address:</b>	Guilford Street, Chertsey		
<b>City:</b>	Surrey		
<b>State/Country:</b>	UNITED KINGDOM		
<b>Postal Code:</b>	KT19 9BQ		
<b>Entity Type:</b>	public limited company: UNITED KINGDOM		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3036685	EAT LEARN LIVE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)949-9190		
<b>Phone:</b>	2129499022		
<b>Email:</b>	MAMastrovito@lawabel.com, Rdahl@lawabel.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	Abelman Frayne & Schwab		
<b>Address Line 1:</b>	666 Third Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10017		
<b>ATTORNEY DOCKET NUMBER:</b>	8004450		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	Abelman Frayne & Schwab		
<b>Address Line 1:</b>	666 Third Avenue		

OP \$40.00 3036685

**900205102**

**TRADEMARK  
 REEL: 004644 FRAME: 0851**

Address Line 4: New York, NEW YORK 10017

NAME OF SUBMITTER:

Marie-Anne Mastrovito

Signature:

/Marie-Anne Mastrovito/

Date:

10/20/2011

Total Attachments: 4

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## ASSIGNMENT

WHEREAS Compass Group USA, Inc. (hereinafter the "Assignor") a Delaware Corporation having a principal office or place of business at 2400 Yorkmont Road, Charlotte, NC 28217, United States of America, is the owner of the trade mark registrations listed in the attached Schedule "A" and of the trade mark shown in the said registration (hereinafter the "Trade Marks") with the goodwill associated therewith.

AND WHEREAS, Compass Group Holdings PLC (hereinafter the "Assignee") having a principal office or place of business at Compass House, Guilford Street, Chertsey, Surrey KT16 9BQ, United Kingdom, is desirous of acquiring all right, title and interest in and to the Trade Marks, together with the goodwill associated therewith.

NOW THEREFORE, be it known that for and in consideration of the sum of \$533,195 U.S. dollars, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby sells, transfers and assigns unto the Assignee all right, title and interest in and to the Trade Marks, together with the goodwill associated therewith. The Assignor warrants and represents that it has not previously transferred or encumbered any of its rights in the said Trade Marks, and that it has full authority to make this Assignment.

With respect to the United States registration, the Assignee appoints Kathy Keller, whose full post office address in the United States is 2400 Yorkmont Road, Charlotte, NC 28217-4511, United States of America, as the person and/or firm to whom any notice in respect of the registration may be sent, and upon whom service of any proceedings in respect of the registration may be given or served with the same effect as if they had been given to or served upon the registrant.

With respect to the Canada registration, the Assignee appoints Gowling Lafleur Henderson LLP, whose full post office address in Canada is Suite 1600, 1 First Canadian Place, 100 King Street, West Toronto, Ontario M5X 1G5, Canada, as the person and/or firm to whom any notice in respect of the application or registration may be sent, and upon whom service of any proceedings in respect of the application or registration may be given or served with the same effect as if they had been given to or served upon the applicant or registrant.

IN WITNESS WHEREOF the Assignor and Assignee have caused the Assignment to be executed under the hands of their duly authorized officers.

Executed this 20 day of October 2011.

Compass Group USA, Inc.

By: Richard Rossitch

Name: RICHARD ROSSITCH

Title: ASSISTANT SECRETARY

Witness

By: Teresa H. Feldman

Name: TERESA H. FELDMAN

Title: PARALEGAL

TRADEMARK

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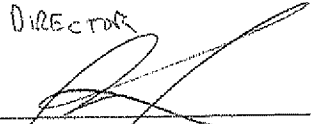
Compass Group Holdings PLC

By: 

Name: MARK J. WHITE

Title: DIRECTOR

Witness

By: 

Name: RICHARD PARKER

Title: GRMP LEGAL COUNSEL

**SCHEDULE A**

<b>Trade Mark</b>	<b>Country</b>	<b>Serial No.</b>	<b>Registration No.</b>
EAT LEARN LIVE	USA	78/386454	3036685
EAT LEARN LIVE	Canada	1240983	TMA703942