

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ares Capital Corporation		12/17/2012	CORPORATION: MARYLAND

RECEIVING PARTY DATA

Name:	Grocery Outlet Inc.
Street Address:	2000 Fifth Street
City:	Berkeley
State/Country:	CALIFORNIA
Postal Code:	94710
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	3139032	¡OFERTAS EN MARCAS QUE USTED CONFÍA!
Registration Number:	3002627	BARGAIN HUNTER
Registration Number:	2964247	BARGAINS ON BRANDS YOU TRUST!
Registration Number:	3604714	GROCERY OUTLET BARGAIN MARKET
Registration Number:	2715156	GROCERY OUTLET BARGAINS ONLY!
Registration Number:	2775580	GROCERY OUTLET BARGAINS ONLY!
Registration Number:	3346419	
Registration Number:	3744651	BUCK-O-RAMA
Registration Number:	3782829	HARVEST DAY
Registration Number:	3779585	LADY LEE
Registration Number:	3701241	CANNED FOODS GROCERY OUTLETS
Registration Number:	4135086	INDEPENDENCE FROM HUNGER
Registration Number:	4135088	INDEPENDENCE FROM HUNGER
Registration Number:	4247576	NOSH

OP \$490.00 3139032

Registration Number:	4112260	ECO-FRUGAL
Registration Number:	3802978	OVERSHOP. UNDERSPEND.
Registration Number:	3851513	EARTHLINE NATURALS
Registration Number:	4205087	AMELIA'S GROCERY OUTLET
Registration Number:	4190703	AMELIA'S

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: daniel.cote@thomsonreuters.com

Correspondent Name: Andrew D. Hale

Address Line 1: 80 Pine Street

Address Line 2: Cahill Gordon & Reindel LLP

Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:	Andrew D. Hale
Signature:	/daniel cote thomsonreuters/
Date:	12/17/2012

Total Attachments: 6

source=Ares Capital CorporationTrademark Release dated 2012-12-17#page1.tif
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Ares Capital Corporation

- Individual(s)
- Partnership
- Corporation- State: MD
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) December 17, 2012

- Assignment
- Security Agreement
- Other Termination and Release
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Grocery Outlet Inc.

Street Address: 2000 Fifth Street

City: Berkeley

State: CA

Country: USA Zip: 94710

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship USA - CA
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____ Text _____

See Schedule I

B. Trademark Registration No.(s) _____

See Schedule I

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Andrew D. Hale

Internal Address: _____

Street Address: c/o Cahill Gordon Reindel LLP
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3528

Docket Number: _____

Email Address: ahale@cahill.com

6. Total number of applications and registrations involved:

19

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

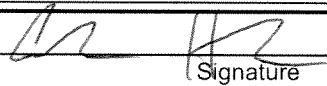
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:



Signature

December 17, 2012

Date

Andrew D. Hale

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TERMINATION AND RELEASE
OF SECURITY INTEREST IN TRADEMARKS

THIS TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS, dated as of December 17, 2012 (this "Termination and Release"), is from ARES CAPITAL CORPORATION, in its capacity as administrative agent (in such capacity, together with its successors and permitted assigns, the "Agent") for itself and the Lenders (as defined in the Credit Agreement, dated as of December 15, 2011 (the "Credit Agreement")).

WITNESSETH:

WHEREAS, pursuant to (1) the Grant of Trademark Security Interest dated December 15, 2011 (including all annexes, exhibits or schedules thereto, and as amended, restated, supplemented or otherwise modified) by the Grantor party thereto in favor of the Agent (the "Initial Trademark Security Agreement") and (2) the Grant of Trademark Security Interest dated January 27, 2012 (including all annexes, exhibits or schedules thereto, and as amended, restated, supplemented or otherwise modified) by the Grantor party thereto in favor of the Agent (the "Amelia's Trademark Security Agreement" and together with the Initial Trademark Security Agreement, collectively referred to as the "Trademark Security Agreements"), security interests (the "Security Interests") were granted by such Grantor to the Agent in the Collateral referenced in the Trademark Security Agreements (the "Trademark Collateral");

WHEREAS, the Initial Trademark Security Agreement was recorded with the United States Patent and Trademark Office, at Reel 4682, Frame 0174 on December 19, 2011 and the Amelia's Trademark Security Agreement was recorded with the United States Patent and Trademark Office, at Reel 4706, Frame 0781 on January 30, 2012; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interests in the Released Collateral (as defined herein).


NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral, pursuant to the Credit Agreement and the Trademark Security Agreements, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement and the Trademark Security Agreements.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral under (1) the Initial Trademark Security Agreement listed in Exhibit 1 attached hereto and (2) the Amelia's Trademark Security Agreement listed in Exhibit 2 attached hereto (the "Released Collateral"). Any and all right, title or interest of the Agent in the Released Collateral and all proceeds thereof, including without limitation the goodwill of the business connected with the use of, and symbolized by, the Released Collateral and any and all causes of action which may exist by reason of infringement of the Released Collateral, shall hereby cease and become void.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release of Security Interest in Trademarks by its duly authorized officer as of the date first above written.

ARES CAPITAL CORPORATION

By:  _____

Name:

Title:

Penni Roll
Authorized Signatory

[SIGNATURE PAGE TO TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS]

TRADEMARK
REEL: 004921 FRAME: 0154

EXHIBIT 1

TRADEMARK COLLATERAL (INITIAL)

Owner	Mark	Reg. No. (App. No.)	Reg. Date (Filing Date)	Jurisdiction
Grocery Outlet Inc.	"¡Ofertas En Marcas Que Usted Confía!" name	3139032	September 5, 2006	United States
Grocery Outlet Inc.	"Bargain Hunter" name and design	3002627	September 27, 2005	United States
Grocery Outlet Inc.	"Bargains on brands you trust!" name	2964247	June 28, 2005	United States
Grocery Outlet Inc.	"Grocery Outlet Bargain Market" name	3604714	April 7, 2009	United States
Grocery Outlet Inc.	"Grocery Outlet Bargains Only!" name	2715156	May 13, 2003	United States
Grocery Outlet Inc.	"Grocery Outlet Bargains Only!" name and design	2775580	October 21, 2003	United States
Grocery Outlet Inc.	Store Facade design	3346419	November 27, 2007	United States
Grocery Outlet Inc.	"Buck O Rama" name	3744651	February 2, 2010	United States
Grocery Outlet Inc.	"Harvest Day" name	3782829	April 27, 2010	United States
Grocery Outlet Inc.	"Lady Lee" name	3779585	April 20, 2010	United States
Grocery Outlet Inc.	"Canned Foods Grocery Outlets" name	3701241	October 27, 2009	United States
Grocery Outlet Inc.	"Independence from Hunger" name	4135086	May 1, 2012	United States
Grocery Outlet Inc.	"Independence from Hunger" name	4135088	May 1, 2012	United States
Grocery Outlet Inc.	"N.O.S.H." name	4247576	November 20, 2012	United States
Grocery Outlet Inc.	"Eco-Frugal" name	4112260	March 13, 2012	United States
Grocery Outlet Inc.	"Overshop. Underspend." name	3802978	June 15, 2010	United States

Owner	Mark	Reg. No. (App. No.)	Reg. Date (Filing Date)	Jurisdiction
Grocery Outlet Inc.	"Earthline Naturals" name	3851513	September 21, 2010	United States

EXHIBIT 2

TRADEMARK COLLATERAL (AMELIA'S)

Owner	Mark	Reg. No. (App. No.)	Reg. Date (Filing Date)	Jurisdiction
Grocery Outlet Inc.	AMELIA'S GROCERY OUTLET	4205087	September 11, 2012	United States
Grocery Outlet Inc.	AMELIA'S	4190703	August 14, 2012	United States