

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	GRANT OF A SECURITY INTEREST -- TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OTG Experience, LLC		01/02/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Highbridge Principal Strategies, LLC		
Street Address:	40 West 57th Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4358211	CIBO EXPRESS GOURMET MARKETS	
Registration Number:	4382010	CIBO EXPRESS GOURMET MARKETS	
CORRESPONDENCE DATA			
Fax Number:	2125935955		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(212) 756-2336		
Email:	melissa.karp@srz.com		
Correspondent Name:	Melissa Karp		
Address Line 1:	Schulte Roth & Zabel, 919 Third Avenue		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	041598.0012		
NAME OF SUBMITTER:	Melissa Karp		
Signature:	/RS for MK/		

TRADEMARK

Date:

01/02/2014

Total Attachments: 3

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GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, OTG Experience, LLC, a Delaware limited liability company (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Security Agreement, dated December 11, 2012 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Highbridge Principal Strategies, LLC, a Delaware limited liability company, as the Collateral Agent for itself and the Secured Parties (as defined in the Security Agreement) (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (each such term as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

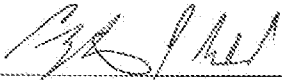
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

(Signature page follows)

IN WITNESS WHEREOF, the Grantor has caused this Grant of a Security Interest -
Trademarks to be duly executed by its officer thereunto duly authorized as of the date first
written above.

OTG EXPERIENCE, LLC

By: 

Christopher J. Redd, Vice President

SCHEDULE A TO GRANT OF A SECURITY INTEREST

TRADEMARKS:

Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
OTG Experience, LLC	4,358,211	CIBO EXPRESS GOURMET MARKETS
OTG Experience, LLC	4382010	CIBO EXPRESS GOURMET MARKETS (and Design)