TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM319309

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TERMINATION AND RELEASE OF SECOND LIEN GRANT OF SECURITY INTEREST PREVIOUSLY RECORDED AT REEL/FRAME (4922/0983)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Barclays Bank PLC, as administrative agent		10/07/2014	a private limited company: UNITED KINGDOM

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: 24

Property Type	Number	Word Mark
Registration Number:	4249977	TAMMY UNDERSPEND
Registration Number:	4249976	LOIS PRICES
Registration Number:	4245918	FRUGAL FRIENDS
Registration Number:	4249975	DOUG
Registration Number:	4249974	BEN SAVEN
Registration Number:	4205087	AMELIA'S GROCERY OUTLET
Registration Number:	4190703	AMELIA'S
Registration Number:	4190431	BIG BRANDS. LITTLE PRICES.
Registration Number:	4135088	INDEPENDENCE FROM HUNGER
Registration Number:	4135086	INDEPENDENCE FROM HUNGER
Registration Number:	3782829	HARVEST DAY
Registration Number:	3779585	LADY LEE
Registration Number:	2964247	BARGAINS ON BRANDS YOU TRUST!
Registration Number:	2775580	GROCERY OUTLET BARGAINS ONLY!
Registration Number:	4112260	ECO-FRUGAL
Registration Number:	3851513	EARTHLINE NATURALS
Registration Number:	3802978	OVERSHOP. UNDERSPEND.
Registration Number:	3744651	BUCK-O-RAMA

CH $615.00 4249977

Property Type	Number	Word Mark
Registration Number:	3701241	CANNED FOODS GROCERY OUTLETS
Registration Number:	3604714	GROCERY OUTLET BARGAIN MARKET
Registration Number:	2715156	GROCERY OUTLET BARGAINS ONLY!
Registration Number:	3139032	¡OFERTAS EN MARCAS QUE USTED CONFÍA!
Registration Number:	3346419	
Registration Number:	4247576	NOSH

CORRESPONDENCE DATA

Fax Number: 6502515002

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

Phone: 6502515094

Email: jmull@stblaw.com

Correspondent Name: Linda Nyberg

Address Line 1: 2475 Hanover Street

Address Line 4: Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	041945/0269
NAME OF SUBMITTER:	J. Jason Mull
SIGNATURE:	/J. Jason Mull/
DATE SIGNED:	10/07/2014

Total Attachments: 3

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TERMINATION AND RELEASE OF GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (SECOND LIEN)

THIS TERMINATION AND RELEASE OF GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (this "Termination"), is dated as of October 7, 2014, and made by Barclays Bank PLC, a private limited company, as administrative agent, having an office at 745 Seventh Avenue, New York, New York 10019 ("Barclays") to Grocery Outlet Inc., a California corporation, whose principal place of business is 2000 Fifth Street, Berkeley, California 94710 (the "Grantor").

WHEREAS, pursuant to a Second Lien Trademark Security Agreement, dated as of December 17, 2012, made by the Grantor in favor of Barclays, certain security interests (the "Interests") were granted by the Grantor to Barclays in certain collateral, including (a) the Trademarks of the Grantor listed on Schedule I attached thereto (and included on Schedule A attached hereto), (b) all goodwill associated with such Trademarks, and (c) all Proceeds of any and all of the foregoing (other than Excluded Property (as defined in the Second Lien Credit Agreement, dated as of December 17, 2012, made by and among GOBP Midco, Inc., the Grantor, the lenders party thereto from time to time and Barclays) (collectively, the "Trademark Collateral");

WHEREAS, the Interests were recorded in the Assignment Division of the United States Patent and Trademark Office on December 19, 2012, at Reel 4922 and Frame 0983;

WHEREAS, Barclays now desires to terminate and release the Interests; and

NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral, Barclays hereby states as follows:

1. Definitions. Capitalized terms used herein without definition are used as defined in the Second Lien Guarantee and Collateral Agreement, dated as of December 17, 2012, made by, *inter alios*, the Grantors in favor of Barclays.

2. Release of Security Interest. Barclays hereby terminates the Interests and terminates, releases and discharges its interest in the Trademark Collateral, without recourse, representation or warranty, and any right, title or interest of Barclays in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances. Barclays hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Interests contemplated hereby.

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IN WITNESS WHEREOF, Barclays has caused this Termination to be executed by its duly authorized officer as of the date first written above.

BARCLAYS BANK PLC,
as Administrative Agent

By: _____
Name: Alicia Borys
Title: Vice President

Schedule A

U.S. Trademarks

A. Trademark Registrations

Grantor	Mark	Registration Number
Grocery Outlet Inc.	Tammy Underspend	4249977
Grocery Outlet Inc.	Lois Prices	4249976
Grocery Outlet Inc.	Frugal Friends	4245918
Grocery Outlet Inc.	Doug	4249975
Grocery Outlet Inc.	Ben Saven	4249974
Grocery Outlet Inc.	Amelia's Grocery Outlet	4205087
Grocery Outlet Inc.	Amelia's	4190703
Grocery Outlet Inc.	Big Brands. Little Prices.	4190431
Grocery Outlet Inc.	"Independence from Hunger" name	4135088
Grocery Outlet Inc.	"Independence from Hunger" name	4135086
Grocery Outlet Inc.	"Harvest Day" name	3782829
Grocery Outlet Inc.	"Lady Lee" name	3779585
Grocery Outlet Inc.	"Bargains on brands you trust!" name	2964247
Grocery Outlet Inc.	"Grocery Outlet Bargains Only!" name and design	2775580
Grocery Outlet Inc.	"Eco-Frugal" name	4112260
Grocery Outlet Inc.	"Earthline Naturals" name	3851513
Grocery Outlet Inc.	"Overshop. Underspend." name	3802978
Grocery Outlet Inc.	"BuckORama" name	3744651
Grocery Outlet Inc.	"Canned Foods Grocery Outlets" name	3701241
Grocery Outlet Inc.	"Grocery Outlet Bargain Market" name	3604714
Grocery Outlet Inc.	"Grocery Outlet Bargains Only!" name	2715156
Grocery Outlet Inc.	"¡Ofertas En Marcas Que Usted Confía!" name	3139032
Grocery Outlet Inc.	Store Facade design	3346419
Grocery Outlet Inc.	"N.O.S.H." name	4247576