

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM353751

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Assignment of Intellectual Property Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
General Electric Capital Corporation		08/21/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Antares Capital LP		
<b>Street Address:</b>	500 W. Monroe Street		
<b>Internal Address:</b>	17th Floor		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60661		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1291553	TOOJAY'S	
<b>Registration Number:</b>	1812521	TOOJAY'S ORIGINAL GOURMET DELI	
<b>Registration Number:</b>	2373024	TOOJAY' S	
<b>Registration Number:</b>	2373025		
<b>Registration Number:</b>	2373026	TOOJAY'S	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3026365454		
<i>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.</i>			
<b>Phone:</b>	800-927-9801 x 62348		
<b>Email:</b>	jean.paterson@cscglobal.com		
<b>Correspondent Name:</b>	Corporation Service Company		
<b>Address Line 1:</b>	1090 Vermont Avenue NW, Suite 430		
<b>Address Line 4:</b>	Washington, D.C. 20005		
<b>ATTORNEY DOCKET NUMBER:</b>	772438-3A		
<b>NAME OF SUBMITTER:</b>	Jean Paterson		
<b>SIGNATURE:</b>	/jep/		
<b>DATE SIGNED:</b>	09/02/2015		

CH \$140.00 1291553

**Total Attachments: 4**

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**ASSIGNMENT OF INTELLECTUAL PROPERTY  
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this "Assignment"), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, "GECC"), acting in its capacity as the current and resigning administrative agent (in such capacity, the "Retiring Agent") and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, "Antares"), acting in its capacity as the successor administrative agent (in such capacity, the "Successor Agent").

**RECITALS:**

**WHEREAS**, Toojay's Management LLC, as "Grantor", and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the "Agreements") covering certain intellectual property set forth on Exhibit B attached hereto; and

**WHEREAS**, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

**NOW, THEREFORE**, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

*- Remainder of Page Intentionally Left Blank; Signature Page Follows -*

IN WITNESS WHEREOF, Retiring Agent and Successor Agent have caused this Assignment to be duly executed as of the date first above written.

**RETIRING AGENT:**

**GENERAL ELECTRIC CAPITAL  
CORPORATION**

By: Heidi Kinehart  
Name: Heidi Kinehart  
Its: Duly Authorized Signatory

**SUCCESSOR AGENT:**

**ANTARES CAPITAL LP**

By: Heidi Kinehart  
Name: Heidi Kinehart  
Title: Duly Authorized Signatory

EXHIBIT A

Copyright Security Agreement dated as of October 7, 2013 and filed with the United States Copyright Office on November 12, 2013.

Trademark Security Agreement dated as of October 7, 2013 and recorded with the United States Patent and Trademark Office on October 7, 2013 at Reel 5126, Frame 0301.

Assignment of Intellectual Property Security Agreement

**TRADEMARK**  
**REEL: 005615 FRAME: 0353**

EXHIBIT B

REGISTERED TRADEMARKS

Registration Number	Registration Date	Owner	Jurisdiction	Description of Service Mark	Licenses or other rights granted by Grantor
1,291,553	Aug. 21, 1984	TooJay's Management LLC <sup>1</sup>	USA	TooJay's (words)	None
1,812,521	Dec. 21, 1993	TooJay's Management LLC	USA	TooJay's Original Gourmet Deli logo	None
2,373,024	Aug. 1, 2000	TooJay's Management LLC	USA	TooJay's (words)	None
2,373,025	Aug. 1, 2000	TooJay's Management LLC	USA	Logo of two birds	None
2,373,026	Aug. 1, 2000	TooJay's Management LLC	USA	TooJay's logo	None

REGISTERED COPYRIGHTS

Registration Number	Registration Date	Owner	Jurisdiction	Description of Service Mark	Licenses or other rights granted by Grantor
TX6061704	Nov. 10, 2004	TooJay's Management LLC <sup>1</sup>	USA	TooJay's Original Gourmet Deli: take out menu (textual works)	None
TX6061703	Nov. 10, 2004	TooJay's Management LLC	USA	TooJay's Original Gourmet Deli: dinner (textual works)	None
TX6052072	Nov. 10, 2004	TooJay's Management LLC	USA	TooJay's Original Gourmet Deli breakfast & lunch (textual works)	None

Assignment of Intellectual Property Security Agreement