

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM377396

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Company, as Retiring Agent		03/21/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Antares Capital LP, as Sucessor Agent		
Street Address:	500 WEST MONROE		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	4225490	BLUE COW KITCHEN & BAR	
Registration Number:	4225554	BLUE COW KITCHEN & BAR AMERICAN SANDWICH	
Registration Number:	3352435	MENDOCINO FARMS	
Registration Number:	4300324	MENDOCINO FARMS SANDWICH MARKET	
Registration Number:	4300325	SANDWICH MARKET	
Registration Number:	4485698	WE SELL HAPPY	
Registration Number:	4297536		
CORRESPONDENCE DATA			
Fax Number:	4045725134		
<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>			
Phone:	404.572.4600		
Email:	ssexton@kslaw.com		
Correspondent Name:	King & Spalding		
Address Line 1:	1180 Peachtree St.		
Address Line 4:	Atlanta, GEORGIA 30309		
ATTORNEY DOCKET NUMBER:	09636.015105		
NAME OF SUBMITTER:	Sally Sexton		
SIGNATURE:	/sallysexton/		

CH \$190.00 4225490

DATE SIGNED:	03/21/2016
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Total Attachments: 5

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**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this “**Assignment**”), dated as of March 21, 2016, is by **GENERAL ELECTRIC COMPANY** (as successor by merger to 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, Mendocino Farms, 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.

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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 COMPANY
(as successor by merger to General
Electric Capital Corporation)**

By: _____

Name: LOUIS M. NATALE

Title: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: _____

Name: _____

Title: Duly Authorized Signatory

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 COMPANY
(as successor by merger to General
Electric Capital Corporation)**

By: _____
Name: _____
Title: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP


By: 
Name: ALFREDO WANG
Title: Duly Authorized Signatory


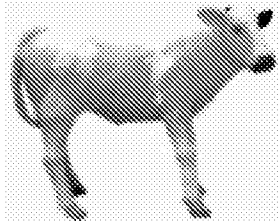
EXHIBIT A

Trademark Security Agreement dated as of April 8, 2015 and filed with the United States Patent and Trademark Office on April 16, 2015 at Reel 5498, Frame 513.

EXHIBIT B

Trademark Registrations

REGISTERED TRADEMARKS AND APPLICATIONS

<u>Mark</u>	<u>Application No.</u>	<u>File Date</u>	<u>Reg. Date</u>	<u>Reg. No.</u>	<u>Status</u>	<u>Grantor</u>
BLUE COW KITCHEN & BAR	85/565,795	3/9/2012	10/16/2012	4,225,490	Registered	Mendocino Farms, LLC
BLUE COW KITCHEN & BAR Logo 	85/566,677	3/12/2012	10/16/2012	4,225,554	Registered	Mendocino Farms, LLC
MENDOCINO FARMS	78/956,482	8/21/2006	12/11/2007	3,352,435	Registered	Mendocino Farms, LLC
MENDOCINO FARMS SANDWICH MARKET	85/565,789	3/9/2012	3/12/2013	4,300,324	Registered	Mendocino Farms, LLC
SANDWICH MARKET	85/565,804	3/9/2012	3/12/2013	4,300,325	Registered	Mendocino Farms, LLC
WE SELL HAPPY	85/568,611	3/13/2012	2/18/2014	4,485,698	Registered	Mendocino Farms, LLC
 (Mendo Blue Cow)	85/603,619	4/20/2012	3/5/2013	4,297,536	Registered	Mendocino Farms, LLC