

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM394681

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Trademark Release and Reassignment		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Golub Capital LLC		08/10/2016	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Balducci's Holdings LLC		
<b>Street Address:</b>	700 Lanidex Plaza		
<b>City:</b>	Parsippany		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07054		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2213997	B SINCE 1916	
<b>Registration Number:</b>	1340807	BALDUCCIS	
<b>Registration Number:</b>	1340806	BALDUCCIS	
<b>Registration Number:</b>	3142981	FOOD LOVER'S MARKET	
<b>Registration Number:</b>	3665709	B	
<b>Registration Number:</b>	3789434	B	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3129939767		
<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>	312/876-7628		
<b>Email:</b>	linda.kastner@lw.com		
<b>Correspondent Name:</b>	Linda R. Kastner, c/o Latham & Watkins		
<b>Address Line 1:</b>	330 N. Wabash Avenue		
<b>Address Line 2:</b>	Suite 2800		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60611		
<b>NAME OF SUBMITTER:</b>	Linda Kastner		
<b>SIGNATURE:</b>	/lk/		
<b>DATE SIGNED:</b>	08/11/2016		

CH \$165.00 2213997

**Total Attachments: 6**

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## **TRADEMARK RELEASE AND REASSIGNMENT**

THIS TRADEMARK RELEASE AND REASSIGNMENT (this “Release”) is made as of August 10, 2016, by GOLUB CAPITAL LLC (“Secured Party”). Capitalized terms used but not defined herein shall have the same meanings assigned to such terms in the Security Agreement (as defined below).

### WITNESSETH:

WHEREAS, Balducci’s Holdings LLC, a Delaware limited liability company (“Grantor”) and Secured Party are parties to that certain Trademark Security Agreement dated as of April 7, 2015 (the “Security Agreement”), pursuant to which Grantor granted a security interest to Secured Party in certain trademarks (“Trademarks”) and Trademark Collateral (as defined below) as security for certain obligations owing by Grantor to Secured Party, including the Trademarks set forth on Schedule 1 hereto;

WHEREAS, the Security Agreement was recorded by the Trademark Division of the United States Patent and Trademark Office (“USPTO”) on April 8, 2015, at Reel 5494, Frame 0351; and

WHEREAS, Grantor has requested that Secured Party release its security interest in the Trademarks and Trademark Collateral and reassign any and all rights in the same to the Grantor.

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Secured Party hereby terminates the Security Agreement and terminates, cancels and releases any and all liens and security interests it has in or against in all of Grantor’s right, title and interest in and to the following (collectively the “Trademark Collateral”):

- (i) all of its Trademarks and all IP Licenses providing for the grant by or to Grantor of any right under any Trademark, including, without limitation, those referred to on Schedule 1 hereto; and
- (ii) all renewals and extensions of the foregoing;
- (iii) all goodwill associated with each such Trademark; and
- (iv) all proceeds and products thereof.

2. Secured Party hereby reassigns, grants and conveys to Grantor, without any representation, recourse or undertaking by Secured Party, any and all of Secured Party’s right, title and interest in and to the Trademarks and the Trademark Collateral.

3. Secured Party authorizes and requests that the USPTO and any applicable government officer record this Release with the USPTO.

*[Signature Page Follows]*

IN WITNESS WHEREOF, Secured Party has caused this Trademark Release and Reassignment to be executed as of the day and year first above written.

**GOLUB CAPITAL LLC**

By: 



Name: Robert G. Tuchscherer

Title: Managing Director

**SCHEDULE 1**

**Trademark Registrations and Applications**



US




<b>Trademark</b>	<b>Filing Date</b>	<b>Appl. No.</b>	<b>Issue Date</b>	<b>Reg. No.</b>
B SINCE 1916 design: 	06/05/1997	75304086	12/29/1998	2213997
BALDUCCIS	09/30/1982	73398759	06/11/1985	1340807
BALDUCCI'S script design 	09/30/1982	73398004	06/11/1985	1340806
FOOD LOVER'S MARKET	03/16/2004	78384864	09/12/2006	3142981
B	6/8/2008	77493068	8/11/2009	3665709
B	4/14/2009	77713106	5/18/2010	3789434

Non-US<sup>1</sup>

<b>Country</b>	<b>Mark</b>	<b>Reg. No.</b>	<b>Date of Reg.</b>
Bahrain	BALDUCCI'S	66765	May 17, 2008
Bahrain	BALDUCCI'S	66766	May 17, 2008
Bahrain	BALDUCCI'S	66767	May 17, 2008
Bahrain	BALDUCCI'S	66768	May 17, 2008
Bahrain	BALDUCCI'S	66769	May 17, 2008
Bahrain	BALDUCCI'S	66764	May 17, 2008
Bahrain	BALDUCCI'S	66770	May 17, 2008
Oman	BALDUCCI'S	49162	March 2, 2008
Oman	BALDUCCI'S	49164	March 2, 2008

<sup>1</sup> Note to Client: Please confirm these trademarks.

Country	Mark	Reg. No.	Date of Reg.
Oman	BALDUCCI'S	49168	March 2, 2008
Oman	BALDUCCI'S	49167	March 2, 2008
Oman	BALDUCCI'S	49166	March 2, 2008
Oman	BALDUCCI'S	49165	March 2, 2008
Oman	BALDUCCI'S	49163	March 2, 2008
Qatar	BALDUCCI'S	51022	May 5, 2008
Qatar	BALDUCCI'S	51021	May 5, 2008
Qatar	BALDUCCI'S	51020	May 5, 2008
Qatar	BALDUCCI'S	51019	May 5, 2008
Qatar	BALDUCCI'S	51018	May 5, 2008
Qatar	BALDUCCI'S	51023	May 5, 2008
Saudi Arabia	BALDUCCI'S	129649	April 26, 2008
Saudi Arabia	BALDUCCI'S	129653	April 26, 2008
Saudi Arabia	BALDUCCI'S	129650	April 26, 2008
Saudi Arabia	BALDUCCI'S	129652	April 26, 2008
Saudi Arabia	BALDUCCI'S	129654	April 26, 2008
Saudi Arabia	BALDUCCI'S	129651	April 26, 2008
United Arab Emirates	"B" device: 	109774	March 26, 2008
United Arab Emirates	"B" device: 	109773	March 26, 2008
United Arab Emirates	"B" device:	109771	March 26, 2008

Country	Mark	Reg. No.	Date of Reg.
			
United Arab Emirates	“B” device: 	109775	March 26, 2008
United Arab Emirates	“B” device: 	109770	March 26, 2008
United Arab Emirates	“B” device: 	109772	March 26, 2008
United Arab Emirates	BALDUCCI'S	109764	March 26, 2008
United Arab Emirates	BALDUCCI'S	109769	March 26, 2008
United Arab Emirates	BALDUCCI'S	109768	March 26, 2008
United Arab Emirates	BALDUCCI'S	109767	March 26, 2008
United Arab Emirates	BALDUCCI'S	109766	March 26, 2008
United	BALDUCCI'S	109765	March 26, 2008

Country	Mark	Reg. No.	Date of Reg.
Arab Emirates			
United Arab Emirates	FOOD LOVER'S MARKET	109776	March 26, 2008
United Arab Emirates	FOOD LOVER'S MARKET	109777	March 26, 2008
United Arab Emirates	FOOD LOVER'S MARKET	109778	March 26, 2008
United Arab Emirates	FOOD LOVER'S MARKET	109779	March 26, 2008
United Arab Emirates	FOOD LOVER'S MARKET	109781	March 26, 2008
United Arab Emirates	FOOD LOVER'S MARKET	109780	March 26, 2008