

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM335404

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fifth Third Bank		03/13/2015	Banking Corporation: OHIO

RECEIVING PARTY DATA

Name:	FLATOUT, INC.
Street Address:	1422 WOODLAND DRIVE
City:	SALINE
State/Country:	MICHIGAN
Postal Code:	48176
Entity Type:	CORPORATION: DELAWARE
Name:	FLATOUT HOLDINGS, INC.
Street Address:	1422 Woodland Drive
City:	Saline
State/Country:	MICHIGAN
Postal Code:	48176
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	2456847	BETTER THAN SLICED BREAD
Registration Number:	2995960	CARBDOWN
Registration Number:	3286693	FANINI GRILLERS
Registration Number:	2456804	FLATOUT
Registration Number:	3768277	FLATOUT EDGE ON
Registration Number:	3599003	FLATOUT NATURALS
Registration Number:	4364936	FLATOUT SNACKOUT
Registration Number:	3759121	FOLDIT
Registration Number:	3693096	LAYOUT LAVASH
Registration Number:	3125332	THINK FLAT. GET THIN.
Registration Number:	3983941	FLATOUT
Registration Number:	3983946	FLATOUT FLATBREAD
Serial Number:	77877588	

CH \$540.00 2456847

Property Type	Number	Word Mark
Serial Number:	77875732	
Registration Number:	4455469	FLATOUT FLATBREAD BAGELS
Registration Number:	4573426	FLATOUT GOOD
Serial Number:	86458374	PROTEINUP
Serial Number:	86458380	PROTEINUP CARBDOWN
Serial Number:	86458386	SIMPLY BETTER
Serial Number:	86458392	SIMPLY BETTER THAN SLICED BREAD
Registration Number:	4573425	YOU CONTROL THE PIZZA

CORRESPONDENCE DATA

Fax Number: 3127595646
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: 3123571313
Email: maburto@btlaw.com
Correspondent Name: BARNES & THORNBURG LLP
Address Line 1: P.O. Box 2786
Address Line 4: Chicago, ILLINOIS 60690-2786

ATTORNEY DOCKET NUMBER:	58601-100 FLATOUT SEC REL
NAME OF SUBMITTER:	Brian J. Downey
SIGNATURE:	/Brian J. Downey/
DATE SIGNED:	03/17/2015

Total Attachments: 13

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS, COPYRIGHTS AND LICENSES

THIS TERMINATION AND RELEASE OF SECURITY INTERESTS IN TRADEMARKS, COPYRIGHTS AND LICENSES (this "Release") is made in favor of Flatout, Inc., a Delaware corporation ("Borrower"), and Flatout Holdings, Inc., a Delaware corporation ("Holdings"; Holdings and Borrower are referred to herein, collectively, as the "Grantors" and, individually, as a "Grantor"), by Fifth Third Bank ("Lender").

WHEREAS, each Grantor has granted to Lender, pursuant to a security agreement (the "Security Agreement"), a lien on and security interest in all of such Grantor's right, title and interest in and to:

(i) all copyrights, copyright registrations and copyright applications, of Grantors and (a) renewals thereof, (b) all income, royalties, damages and payments with respect thereto, including, without limitation, damages and payments for past or future infringements thereof, (c) the right to sue for past, present and future infringements thereof, (d) all rights corresponding thereto throughout the world, and (e) all future acquired rights in any of the foregoing (all of the foregoing copyrights, copyright registrations and copyright applications, together with the items described in clauses (a) through (e), inclusive, hereinafter individually and/or collectively referred to as the "Copyrights");

(ii) all of Grantors' rights and obligations pursuant to any license agreements, or future license agreements, with any third parties with respect to any patent, copyright or trademark license, whether Grantor is a licensor or licensee under any such license agreements, including, without limitation, the licenses listed on Schedule C of the Security Agreement, and, subject to the terms of such licenses, the right to prepare for sale, sell and advertise for sale, all inventory owned by Grantors and covered by such licenses (all of the foregoing is hereinafter referred to collectively as the "Licenses");

(iii) all service marks, trademarks, trademark or service mark registrations, trademark or service mark applications, domain names and trade names including, without limitation, the trademarks and service marks listed on Schedule 1 attached hereto, and (a) renewals thereof, (b) all income, royalties, damages and payments with respect thereto, including, without limitation, damages and payments for past or future infringements thereof, (c) the right to sue for past, present and future infringements thereof, (d) all rights corresponding thereto throughout the world, and (e) all future acquired rights in any of the foregoing (all the foregoing service marks, trademarks, registrations, applications and trade names, together with the items described in clauses (a) through (e), inclusive, hereinafter individually and/or collectively referred to as the "Trademarks"); and

(iv) the goodwill of Grantors' business connected with and symbolized by the Trademarks (the "Goodwill").

WHEREAS, Lender's lien and security interest in the Trademarks, represented by the Security Agreement, was recorded with the United States Patent and Trademark Office on September 16, 2011 at Reel/Frame 4624/0545, on September 19, 2011 at Reel/Frame 4625/0730 and on February 21, 2014 at Reel/Frame 5221/0944;

WHEREAS, Grantors have paid all of its outstanding indebtedness to Lender; and

WHEREAS, Lender wishes to terminate, cancel and release all liens and security interests it has in and on the Copyrights, Licenses, Trademarks and Goodwill.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lender hereby terminates, cancels and releases all liens and security interests it has in and on the Copyrights, Licenses, Trademarks and Goodwill; all income, royalties, damages and payments now and hereafter due and/or payable related thereto, including, including without limitation, damages and payments for past or future infringements thereof; the right to sue for past, present and future infringements thereof; and any goodwill associated thereto.

Lender shall take all further actions, and provide to each Grantor all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by such Grantor to more fully and effectively effectuate the purposes of this Release. Lender acknowledges that the Special Power of Attorney granted in, and as attached to, the Security Agreement has been revoked.

* * * * *

IN WITNESS WHEREOF, Lender has caused this Release to be executed by its duly authorized representatives as of this ___ day of March, 2015.

FIFTH THIRD BANK

By: CA Bruce
Name: Clayton A Bruce
Title: Vice President

ACKNOWLEDGMENT

STATE OF ILLINOIS,
COUNTY OF COOK,

On this 13 day of March, 2015, before me personally appeared CLAYTON A. BRUCE, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Fifth Third Bank, who being by me duly sworn did depose and say that he/she is an authorized officer of said bank, that the said instrument was signed on behalf of said bank as authorized by its board of directors and that he/she acknowledged said instrument to be the free act and deed of said bank.

Donald M. Salazar
Notary Public
My Commission Expires: 3-22-2017




(NOTARIAL SEAL)






SCHEDULE 1**Trademarks**


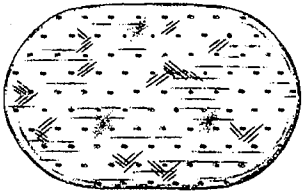
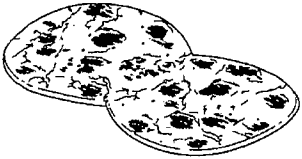
TRADEMARK	NATION	STATUS	CLASS	REG. NO. / SERIAL NO.
BETTER THAN SLICED BREAD®	USA	Registration Issued on 06/05/01	Prepared Foods; Namely, Packaged Combinations Composed Primarily of Bakery Goods, Breads, Crackers and Cheese, In Class 030	2,456,847
CARBDOWN®	USA	Registration Issued on 09/13/05	Prepared Foods, Namely, Packaged Combinations Composed Primarily of Bakery Goods and Breads, In Class 030	2,955,960
CARBDOWN	CANADA	Application filed on 12/10/2014	Prepared Foods, Namely, Packaged Combinations Composed Primarily of Bakery Goods and Breads, In Class 030	1706596
CARBDOWN	MEXICO	Application filed on 12/10/2014	Prepared Foods, Namely, Packaged Combinations Composed Primarily of	1558427

			Bakery Goods and Breads, In Class 030	
FANINI GRILLERS®	USA	Registration Issued on 08/28/07	Prepared Foods; Namely Bakery Goods and Sandwiches, In Class 030	3,286,693
FLATOUT®	USA	Registration Issued On 06/05/01	Prepared Foods; Namely, Packaged Combinations Composed Primarily of Bakery Goods, Breads, Crackers and Cheese, In Class 030	2,456,804
FLATOUT®	CANADA	Registration Issued On 11/21/08	Prepared Foods; Namely, Packaged Combinations Composed Primarily of Bakery Goods, Breads, Crackers and Cheese, In Class 030	TMA729,157
FLATOUT®	EUROPEAN COMMUNITY	Registration Issued On 09/22/08	Prepared Foods; Namely, Packaged Combinations Composed Primarily of Bakery Goods, Breads, Crackers and Cheese, In Class 030	980 650

FLATOUT	MEXICO	Application filed on 12/04/2014	Prepared Foods; Namely, Packaged Combinations Composed Primarily of Bakery Goods, Breads, Crackers and Cheese, In Class 030	1556208
FLATOUT EDGE ON®	USA	Registration Issued On 03/30/10	Prepared Foods; Namely, Bakery Goods, Bread Sticks, Pizza And Pizza Crusts, Corn-Based Snack Foods, Flour-Based Chips And Pita Chips, And Whole Wheat Flour-Based Chips And Pita Chips, In Class 030	3,768,277
FLATOUT NATURALS®	USA	Registration Issued On 03/31/09	Prepared Foods; Namely, Bakery Goods and Breads, In Class 030	3,599,003
FLATOUT SNACKOUTS®	USA	Registration Issued On 07/09/13	Prepared Foods; Namely, Bakery Goods, Deli Products and Snack Foods, In Class 030	4,364,936
FOLDIT®	USA	Registration Issued On	Prepared Foods; Namely, Bakery Goods and	3,759,121

		03/09/10	Breads, In Class 030	
FOLDIT	CANADA	Application filed on 12/02/14	Prepared Foods; Namely, Bakery Goods, Deli Products and Snack Foods, In Class 030	1705436
FOLDIT	MEXICO	Application filed on 12/04/14	Prepared Foods; Namely, Bakery Goods, Deli Products and Snack Foods, In Class 030	1556210
FOLDIT®	EUROPEAN COMMUNITY	Registration Issued On 03/26/10	Prepared Foods; Namely, Bakery Goods and Breads, In Class 030	1 035 177
	USA	Registration Issued on 10/06/09	Prepared Foods; Namely, Bakery Goods and Breads In Class 030	3,693,096
THINK FLAT. GET THIN®	USA	Registration Issued On 08/08/06	Prepared Foods; Namely Bakery Goods and Sandwiches, In Class 030; and Restaurant, Food Preparation, and Deli Services, In Class 043	3,125,332

	USA	Registration Issued On 06/28/11	Prepared Foods, Namely, Bakery Goods And Breads, In Class 030	3,983,941
	CANADA	Registration Issued On 05/16/12	Prepared Foods, Namely, Bakery Goods And Breads, In Class 030	TMA824,225
	EUROPEAN COMMUNITY	Registration Issued On 05/11/10	Prepared Foods, Namely, Bakery Goods And Breads, In Class 030	1 039 184
	USA	Registration Issued On 06/28/11	Prepared Foods, Namely, Bakery Goods And Breads, In Class 030	3,983,946
	CANADA	Registration Issued On 05/16/12	Prepared Foods, Namely, Bakery Goods And Breads, In Class 030	TMA824,224

	EUROPEAN COMMUNITY	Registration Issued On 05/11/10	Prepared Foods, Namely, Bakery Goods And Breads, In Class 030	1 039 712
	USA	Pending Filed on 11/20/09	Prepared Foods; Namely, Bakery Goods and Breads, In Class 036	77/877, 588
	USA	Pending Filed on 11/18/09	Prepared Foods; Namely, Bakery Goods and Breads, In Class 036	77/875,732
FLATOUT FLATBREAD BAGELS®	USA	Registration Issued On 12/24/13	Prepared Foods; Namely, Bakery Goods, Breads and Bagels in Class 30	4,455,469
FLATOUT GOOD	USA	Registration Issued on 7/22/14	Prepared Foods, Namely, Bakery Goods, Bread Sticks, Pizza And Pizza Crusts, Corn-Based Snack Foods, Flour-Based Chips And Pita Chips; Deli Products, Namely, Deli Sandwiches in Class 30	4,573,426
FLATOUT GOOD		Filed on 5/21/13	Prepared Foods, Namely, Bakery	1,627,587

	CANADA		Goods, Bread Sticks, Pizza And Pizza Crusts, Corn-Based Snack Foods, Flour-Based Chips And Pita Chips; Deli Products, Namely, Deli Sandwiches in Class 30	
PROTEINUP™	USA	Application Filed On 11/19/2014	Prepared Foods; Namely, Bakery Goods, Breads, Flatbreads, Flour-Based Chips And Pita Chips, Whole Wheat Flour Chips; Deli Products; Namely, Deli Sandwiches in Class 030	86/458,374
PROTEINUP™	CANADA	Application Filed On 12/10/14	Prepared Foods; Namely, Bakery Goods, Breads, Flatbreads, Flour-Based Chips And Pita Chips, Whole Wheat Flour Chips; Deli Products; Namely, Deli Sandwiches in Class 030	1706597
PROTEINUP™	MEXICO	Application Filed On 12/11/2014	Prepared Foods; Namely, Bakery Goods,	1558872

			Breads, Flatbreads, Flour-Based Chips And Pita Chips, Whole Wheat Flour Chips; Deli Products; Namely, Deli Sandwiches in International Class 030	
PROTEINUP CARBDOWN™	USA	Application Filed On 11/19/2014	Prepared Foods; Namely, Bakery Goods, Breads, Flatbreads, Flour-Based Chips And Pita Chips, Whole Wheat Flour Chips; Deli Products; Namely, Deli Sandwiches in Class 030	86/458,380
SIMPLY BETTER™	USA	Application Filed On 11/19/2014	Prepared Foods; Namely, Bakery Goods, Breads, Flatbreads, Flour-Based Chips And Pita Chips, Whole Wheat Flour Chips; Deli Products; Namely, Deli Sandwiches in Class 030	86/458,386
SIMPLY BETTER THAN SLICED BREAD™	USA	Application Filed On 11/19/2014	Prepared Foods; Namely, Bakery Goods, Breads, Flatbreads, Flour-Based Chips And Pita Chips, Whole Wheat Flour Chips; Deli Products; Namely, Deli Sandwiches in Class 030	86/458,392

			Deli Products; Namely, Deli Sandwiches in Class 030	
SIMPLY BETTER THAN SLICED BREAD™	CANADA	Application Filed On 12/10/2014	Prepared Foods; Namely, Bakery Goods, Breads, Flatbreads, Flour-Based Chips And Pita Chips, Whole Wheat Flour Chips; Deli Products; Namely, Deli Sandwiches in Class 030	1706598
SIMPLY BETTER THAN SLICED BREAD™	MEXICO	Application Filed On 12/11/2014	Prepared Foods; Namely, Bakery Goods, Breads, Flatbreads, Flour-Based Chips And Pita Chips, Whole Wheat Flour Chips; Deli Products; Namely, Deli Sandwiches in	1558873
YOU CONTROL THE PIZZA	USA	Registration Issued On 07/22/2014	Prepared Foods, Namely, Bakery Goods, Bread Sticks, Pizza And Pizza Crusts, Corn- Based Snack Foods, Flour-Based Chips And Pita Chips, And Whole Wheat Flour-Based Chips And Pita Chips in Class 30	4,573,425
YOU CONTROL THE PIZZA	CANADA	Filed On May 21, 2013	Prepared Foods, Namely, Bakery Goods,	1,627,589

			<p>Bread Sticks, Pizza And Pizza Crusts, Corn- Based Snack Foods, Flour- Based Chips And Pita Chips, And Whole Wheat Flour- Based Chips And Pita Chips Pizza And Pizza Crusts, Corn- Based Snack Foods, Flour-Based Chips And Pita Chips, And Whole Wheat Flour-Based Chips And Pita Chips in Class 30</p>	
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