

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM357684

<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, AS RETIRING AGENT		08/21/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	ANTARES CAPITAL LP, AS SUCCESSOR AGENT		
<b>Street Address:</b>	500 West Monroe Street		
<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: 22</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3568158	THE ROMANCE OF CHEESE	
<b>Registration Number:</b>	3474907	MANAR MEDITERRANEAN	
<b>Registration Number:</b>	3690984	MANAR MEDITERRANEAN AUTHENTIC TASTE OF T	
<b>Registration Number:</b>	3983859	ALEX'S NATURALS	
<b>Registration Number:</b>	4115565	BRANDI'S BAKERY FRESHLY BAKED	
<b>Registration Number:</b>	4031507	SEAFOOD WITH SAUCY SEAPHISTICATION	
<b>Registration Number:</b>	4202401	ZOPPITTY	
<b>Registration Number:</b>	4202405	ZOPPITTY	
<b>Registration Number:</b>	4479129	COUNTRY TRADITION	
<b>Registration Number:</b>	2922691	COUNTRY TRADITION	
<b>Registration Number:</b>	4282036	LIPARI	
<b>Registration Number:</b>	4274887	LIPARI LF SINCE 1963	
<b>Registration Number:</b>	4315868	LIPARI OLD TYME	
<b>Registration Number:</b>	4210032	LIPARI OLD TYME	
<b>Registration Number:</b>	4304058	WE PUT THE CONVENIENCE IN FOOD	
<b>Registration Number:</b>	4304057	"C" THE DIFFERENCE!	
<b>Registration Number:</b>	3493627	COPPERWOOD KITCHEN	
<b>Registration Number:</b>	4303925	BRANDI'S BAKERY	

OP \$565.00 3568158

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	921213	MICHIGAN
Registration Number:	1254637	MICHIGAN
Registration Number:	1598796	BERNEA FARMS
Registration Number:	3443419	RENO'S

**CORRESPONDENCE DATA**

**Fax Number:** 3129939767

*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:** 3129932647

**Email:** zeynep.gieseke@lw.com

**Correspondent Name:** Zeynep Gieseke

**Address Line 1:** 330 N. Wabash Avenue, Suite 2800

**Address Line 2:** Latham & Watkins LLP

**Address Line 4:** Chicago, ILLINOIS 60611

**ATTORNEY DOCKET NUMBER:** 025646-0000

**NAME OF SUBMITTER:** Zeynep Gieseke

**SIGNATURE:** /zg/

**DATE SIGNED:** 10/06/2015

**Total Attachments: 8**

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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 Collateral Agent**”).

**RECITALS:**

**WHEREAS**, LIPARI FOODS OPERATING COMPANY, 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, successor 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.

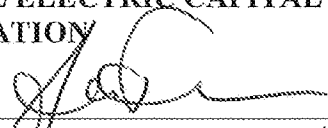
This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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

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

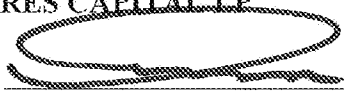
**RETIRING AGENT:**

**GENERAL ELECTRIC CAPITAL  
CORPORATION**

By:   
Name: STEVEN FLOWERS  
Its: Duly Authorized Signatory

**SUCCESSOR AGENT:**

**ANTARES CAPITAL LP**

By:   
Name: DAVID BRACKETT  
Title: Duly Authorized Signatory

## EXHIBIT A

Trademark Security Agreement dated as of October 7, 2014 and filed with the United States Patent and Trademark Office on October 7, 2014 at Reel 5376, Frame 0930.

Trademark Security Agreement dated as of October 22, 2014 and filed with the United States Patent and Trademark Office on October 22, 2014 at Reel 5385, Frame 0952.

EXHIBIT B

I. TRADEMARK REGISTRATIONS

<u>Grantors</u>	<u>Trademark</u>	<u>Reg. No.</u>	<u>Date</u>
Lipari Foods Operating Company, LLC	THE ROMANCE OF CHEESE	3,568,158	1-27-2009
Lipari Foods Operating Company, LLC	MANAR MEDITERRANEAN	3,474,907	7-29-2008
Lipari Foods Operating Company, LLC	MANAR MEDITERRANEAN: AN AUTHENTIC TASTE OF THE MEDITERRANEAN (LOGO)	3,690,984	10-6-2009
Lipari Foods Operating Company, LLC	ALEX'S NATURALS	3,983,859	6-28-2011
Lipari Foods Operating Company, LLC	BRANDI'S BAKERY FRESHLY BAKED	4,115,565	3-20-2012
Lipari Foods Operating Company, LLC	SEAFOOD WITH SAUCY SEAPHISTICATION	4,031,507	9-27-2011
Lipari Foods Operating Company, LLC	ZOPPITTY	4,202,401	9-4-2012
Lipari Foods Operating Company, LLC	ZOPPITTY (LOGO)	4,202,405	9-4-2012
Lipari Foods Operating Company, LLC	COUNTRY TRADITION	4,479,129	2-4-2014

Lipari Foods Operating Company, LLC	COUNTRY TRADITION	2,922,691	02-01-2005
Lipari Foods Operating Company, LLC	LIPARI	4,282,036	1-29-2013
Lipari Foods Operating Company, LLC	LIPARI LF SINCE 1963 (LOGO)	4,274,887	1-15-2013
Lipari Foods Operating Company, LLC	LIPARI OLD TYME	4,315,868	4-9-2013
Lipari Foods Operating Company, LLC	LIPARI OLD TYME (LOGO)	4,210,032	9-18-2012
Lipari Foods Operating Company, LLC	WE PUT THE CONVENIENCE IN FOOD	4,304,058	3-19-2013
Lipari Foods Operating Company, LLC	"C" THE DIFFERENCE! (LOGO)	4,304,057	3-19-2013
Lipari Foods Operating Company, LLC	COPPERWOOD KITCHENS	3,493,627	8-26-2008
Lipari Foods Operating Company, LLC	BRANDI'S BAKERY	4,303,925	3-29-2013
Lipari Foods Operating Company, LLC	MICHIGAN BRAND	040809	11-10-1970
Lipari Foods Operating Company, LLC	MICHIGAN BRAND (LOGO)	040810	11-10-1970

Lipari Foods Operating Company, LLC	MICHIGAN BRAND (LOGO)	040846	12-2-1970
Lipari Foods Operating Company, LLC	COTTAGE CHEESE DESIGN (LOGO)	5008-0360	11-18-1970
Lipari Foods Operating Company, LLC	MICHIGAN	5008-0371	12-2-1970
Lipari Foods Operating Company, LLC	MICHIGAN BRAND	5008-0349	Uncertain
Lipari Foods Operating Company, LLC	MICHIGAN BRAND (LOGO)	TM6288	12-2-1970
Lipari Foods Operating Company, LLC	MICHIGAN BRAND	013593.03	11-6-1970
Lipari Foods Operating Company, LLC	MICHIGAN BRAND (LOGO)	013592.03	11-18-1970
Lipari Foods Operating Company, LLC	RENO'S	3,443,419	06-10-2008
Lipari Foods Operating Company, LLC	BERNEA FARMS	1,598,796	05-29-1990
Lipari Foods Operating Company, LLC	MICHIGAN (LOGO)	1,254,637	10-18-1983
Lipari Foods Operating Company, LLC	MICHIGAN (LOGO)	921,213	9-28-1971

## II. TRADEMARK APPLICATIONS

None.



### III. TRADEMARK LICENSES

<u>Grantor</u>	<u>Trademark</u>	<u>Name of Agreement</u>	<u>Date of Agreement</u>	<u>Parties</u>
Lipari Foods Operating Company, LLC	WHOLEY & DESIGN	Trademark License Agreement	November 2, 2007	Robert Wholey & Co., Inc.
Lipari Foods Operating Company, LLC	WHOLEY	Trademark License Agreement	November 2, 2007	Robert Wholey & Co., Inc.
Lipari Foods Operating Company, LLC	CAPTAIN BOB'S	Trademark License Agreement	November 2, 2007	Robert Wholey & Co., Inc.
Lipari Foods Operating Company, LLC	MAKE A WISH FOUNDATION	Cause Marketing Fundraising Contract and License Agreement	February 4, 2011	Make-A-Wish Foundation of Michigan
Lipari Foods Operating Company, LLC	MY PREMIER (LOGO)	Purchase and Supply Agreement	September 30, 2014	Reser's Fine Foods, Inc.
Lipari Foods Operating Company, LLC	YODER'S	Purchase and Supply Agreement	September 30, 2014	Reser's Fine Foods, Inc.
Lipari Foods Operating Company, LLC	YODER'S IT'S GRANDMA GOOD! (LOGO)	Purchase and Supply Agreement	September 30, 2014	Reser's Fine Foods, Inc.
Lipari Foods Operating Company, LLC	BELLADORO	Verbal contract	N/A	Belladoro Inc.
Lipari Foods Operating Company, LLC	BFREE BE WHEAT & GLUTEN FREE	Verbal contract	N/A	Bfree Foods Limited
Lipari Foods Operating Company, LLC	BORRELLI	Verbal contract	N/A	Borrelli Distributors Inc.

Assignment of Intellectual Property Security Agreement

Lipari Foods Operating Company, LLC	BORRELLI (LOGO)	Verbal contract	N/A	Borrelli Distributors Inc.
Lipari Foods Operating Company, LLC	MOE & JOE'S	Verbal contract	N/A	Garden Fresh Salsa Company, Inc. (DBA Mojo Dipping Company)
Lipari Foods Operating Company, LLC	MOE & JOE'S	Verbal contract	N/A	Garden Fresh Salsa Company, Inc. (DBA Mojo Dipping Company)
Lipari Foods Operating Company, LLC	THE PERLA COMPANY	Verbal contract	N/A	G.M. Piccoli S.r.l.
Lipari Foods Operating Company, LLC	THE PERLA COMPANY QUALITY GUARANTEE (LOGO)	Verbal contract	N/A	G.M. Piccoli S.r.l.
Lipari Foods Operating Company, LLC	SOKOLÓW	Verbal contract	N/A	Sokolów-Service Sp. z o.o.
Lipari Foods Operating Company, LLC	ST PIERRE (LOGO)	Verbal contract	N/A	Carrs Foods International Ltd