

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM448980

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CITIBANK, N.A., as Administrative Agent		10/10/2017	Chartered Bank:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GRUBHUB HOLDINGS INC.		
<b>Street Address:</b>	1111 W. WASHINGTON STREET, Suite 2100		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60602		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>Name:</b>	GRUBHUB INC.		
<b>Street Address:</b>	1111 W. WASHINGTON STREET, Suite 2100		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60602		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>Name:</b>	SLICK CITY MEDIA, INC.		
<b>Street Address:</b>	1111 W. WASHINGTON STREET, Suite 2100		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60602		
<b>Entity Type:</b>	Corporation: NEW YORK		
<b>Name:</b>	HOMECOOKED FACTORY LLC		
<b>Street Address:</b>	1111 W. WASHINGTON STREET, Suite 2100		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60602		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>Name:</b>	DININGIN LLC		
<b>Street Address:</b>	1111 W. WASHINGTON STREET, Suite 2100		
<b>City:</b>	CHICAGO		

OP \$1390.00 4354098

<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60602
<b>Entity Type:</b>	Limited Liability Company: DELAWARE
<b>Name:</b>	RESTAURANTS ON THE RUN, LLC
<b>Street Address:</b>	27443 Aliso Creek Road, Suite 200
<b>City:</b>	Aliso Viejo
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92656
<b>Entity Type:</b>	Limited Liability Company: DELAWARE
<b>Name:</b>	MEALPORT USA LLC
<b>Street Address:</b>	1100 SE Taylor Street
<b>City:</b>	Portland
<b>State/Country:</b>	OREGON
<b>Postal Code:</b>	97214
<b>Entity Type:</b>	Limited Liability Company: DELAWARE
<b>Name:</b>	MEALPORT DEN, LLC
<b>Street Address:</b>	1100 SE Taylor Street
<b>City:</b>	Portland
<b>State/Country:</b>	OREGON
<b>Postal Code:</b>	97214
<b>Entity Type:</b>	Limited Liability Company: COLORADO
<b>Name:</b>	MEALPORT PDX, LLC
<b>Street Address:</b>	1100 SE Taylor Street
<b>City:</b>	Portland
<b>State/Country:</b>	OREGON
<b>Postal Code:</b>	97214
<b>Entity Type:</b>	Limited Liability Company: OREGON
<b>Name:</b>	MEALPORT SAN LLC
<b>Street Address:</b>	1100 SE Taylor Street
<b>City:</b>	Portland
<b>State/Country:</b>	OREGON
<b>Postal Code:</b>	97214
<b>Entity Type:</b>	Limited Liability Company: CALIFORNIA
<b>Name:</b>	MEALPORT EUG LLC
<b>Street Address:</b>	1100 SE Taylor Street
<b>City:</b>	Portland
<b>State/Country:</b>	OREGON
<b>Postal Code:</b>	97214
<b>Entity Type:</b>	Limited Liability Company: OREGON

**TRADEMARK**

**REEL: 006192 FRAME: 0296**

<b>Name:</b>	MEALPORT ABQ, LLC
<b>Street Address:</b>	1100 SE Taylor Street
<b>City:</b>	Portland
<b>State/Country:</b>	OREGON
<b>Postal Code:</b>	97214
<b>Entity Type:</b>	Limited Liability Company: NEW MEXICO
<b>Name:</b>	MEALPORT ELP, LLC
<b>Street Address:</b>	1100 SE Taylor Street
<b>City:</b>	Portland
<b>State/Country:</b>	OREGON
<b>Postal Code:</b>	97214
<b>Entity Type:</b>	Limited Liability Company: TEXAS
<b>Name:</b>	MEALPORT LAS LLC
<b>Street Address:</b>	1100 SE Taylor Street
<b>City:</b>	Portland
<b>State/Country:</b>	OREGON
<b>Postal Code:</b>	97214
<b>Entity Type:</b>	Limited Liability Company: NEVADA

**PROPERTY NUMBERS Total: 55**

Property Type	Number	Word Mark
Registration Number:	4354098	ALLMENUS
Registration Number:	3595620	ALLMENUS
Registration Number:	2247206	CAMPUSFOOD.COM
Registration Number:	4320648	CRAVED
Registration Number:	4327549	CRAVED BY SEAMLESS
Registration Number:	4382991	DELIVERY HUB
Registration Number:	4302839	DELIVERYHUB
Registration Number:	2079269	DINING IN
Registration Number:	3405132	DININGIN
Registration Number:	3462270	DINING IN
Registration Number:	4855508	FEED KIDS. FEEL GOOD.
Registration Number:	4364028	GH
Registration Number:	4612289	GH
Registration Number:	4388147	GH TRACK YOUR GRUB
Registration Number:	4354144	GOLDEN GRUB
Registration Number:	4368564	GRUBHUB
Registration Number:	4279002	GRUBHUB
Registration Number:	4363972	GRUBHUB

Property Type	Number	Word Mark
Registration Number:	4279207	GRUBHUB
Registration Number:	2998028	GRUBHUB
Registration Number:	4304175	GRUBHUB
Registration Number:	3980740	GRUBHUB.COM EATING MADE EASY
Registration Number:	4353800	GRUBTOBERFEAST
Registration Number:	4353799	GRUBTOBERFEAST
Registration Number:	4038582	HAPPY EATING
Registration Number:	4399444	LOCAL RESTAURANTS, DELIVERED
Registration Number:	4278461	ORDERHUB
Registration Number:	4278460	ORDERHUB POWERED BY GRUBHUB
Registration Number:	4278480	ORDERHUB POWERED BY GRUBHUB
Registration Number:	4071652	SEAMLESS
Registration Number:	4327543	SEAMLESS
Registration Number:	4327544	SEAMLESS
Registration Number:	4616605	SEAMLESS PARTNERS WITH GRUBHUB
Registration Number:	4396255	SEAMLESSBOOST
Registration Number:	4102614	SEAMLESSWEB
Registration Number:	4850113	TASTE OF SEAMLESS
Registration Number:	4850118	TASTE OF SEAMLESS
Registration Number:	4344476	TRACK YOUR GRUB
Registration Number:	4327545	YOUR FOOD IS HERE.
Registration Number:	3868151	FOODGISTICS
Registration Number:	4930072	R RESTAURANTS ON THE RUN
Registration Number:	4316467	RESTAURANTS ON THE RUN
Registration Number:	3625808	ROTR
Registration Number:	3239420	TAKEOUT TECHNOLOGIES
Registration Number:	3210531	MENU PAGES
Registration Number:	3739372	MENUPAGES
Registration Number:	3839879	MENUPAGES
Registration Number:	3742099	MP
Registration Number:	4799527	MP
Serial Number:	86652095	DINER SCORE
Serial Number:	86646953	GH DELIVERY
Serial Number:	86623269	GRUBCENTRAL
Serial Number:	86778500	GRUBHUB
Serial Number:	86071159	GRUBHUB SEAMLESS
Serial Number:	86778388	YUMMY RUMMY

**CORRESPONDENCE DATA****Fax Number:** 5184520822*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:** 5184521873**Email:** accessin@sprynet.com**Correspondent Name:** JACKIE LEE**Address Line 1:** 1773 Western Avenue**Address Line 4:** Albany, NEW YORK 12203**NAME OF SUBMITTER:** Ronald Homa**SIGNATURE:** /Ronald Homa/**DATE SIGNED:** 10/30/2017**Total Attachments: 6**

source=10\_a\_Citibank, N.A. - GrubHub \_ 2017 - Grubhub Inc. Termination of Trademark Security Agreement (Ree#page1.tif

source=10\_a\_Citibank, N.A. - GrubHub \_ 2017 - Grubhub Inc. Termination of Trademark Security Agreement (Ree#page2.tif

source=10\_a\_Citibank, N.A. - GrubHub \_ 2017 - Grubhub Inc. Termination of Trademark Security Agreement (Ree#page3.tif

source=10\_a\_Citibank, N.A. - GrubHub \_ 2017 - Grubhub Inc. Termination of Trademark Security Agreement (Ree#page4.tif

source=10\_a\_Citibank, N.A. - GrubHub \_ 2017 - Grubhub Inc. Termination of Trademark Security Agreement (Ree#page5.tif

source=10\_a\_Citibank, N.A. - GrubHub \_ 2017 - Grubhub Inc. Termination of Trademark Security Agreement (Ree#page6.tif

**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARKS**

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (“Agreement”), dated as of October 10, 2017, is executed by Citibank, N.A., as Administrative Agent (“Secured Party”), in favor of Grubhub Holdings, Inc., Grubhub Inc., Slick City Media, Inc., Homecooked Factory LLC, DiningIn LLC, Restaurants on the Run, LLC, Mealport USA LLC, Mealport DEN, LLC, Mealport PDX, LLC, Mealport SAN LLC, Mealport EUG LLC, Mealport ABQ, LLC, Mealport ELP, LLC, Mealport LAS LLC (collectively the “Grantors”).

RECITALS

WHEREAS, in connection with the Trademark Security Agreement dated as of April 29, 2016 (“Trademark Security Agreement”), Grantors mortgaged, pledged and hypothecated to the Secured Party, and granted to the Secured Party, a security interest in all Trademark Collateral (as defined in the Trademark Security Agreement);

WHEREAS, the Trademark Security Agreement was recorded in the Trademark Assignment Division of the United States Patent and Trademark Office (the “USPTO”) on May 3, 2016 at Reel 5784 and Frame 0275; and

WHEREAS, Secured Party now wishes to release its liens on, and security interests in, the Trademark Collateral, including, without limitation, the trademarks as set forth on Schedule A attached hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Agreement, the Secured Party hereby states as follows:

1. Release of Security Interest. Secured Party hereby terminates, releases and discharges all of its mortgage, pledge, hypothecation and security interest in the Trademark Collateral, and reassigns, without representation, recourse or warranty, any and all right, title and interest that it may have in or to the Trademark Collateral to Grantors.

2. Recordation. The Grantors or their authorized agent is authorized to record this Agreement with the USPTO.

3. Governing Law. This Agreement and the rights and obligations of the parties under this Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

4. Further Assurances. The Secured Party shall take all further actions, and provide to the Grantors and their successors, assigns or other legal representatives, all such cooperation and assistance (including without limitation, the execution and delivery of any and all documents or other instruments) reasonably requested by Grantors, and at Grantors’ cost and expense, to more fully and effectively effectuate the purpose of this Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Agreement by its duly authorized officer as of the date first above written.

Secured Party:

CITIBANK, N.A., as Administrative Agent

By RW Hong  
Name: Ronald Hong  
Title: Senior Vice President

**SCHEDULE A**

**TRADEMARK COLLATERAL**

**Trademark Registrations**

<b><u>Grantor</u></b>	<b><u>Country</u></b>	<b><u>Trademark</u></b>	<b><u>Registration No.</u></b>	<b><u>Registration Date</u></b>
GrubHub Holdings, Inc.	United States	ALLMENUS	4,354,098	6/18/2013
GrubHub Holdings, Inc.	United States	ALLMENUS and Design	3,595,620	3/24/2009
GrubHub Holdings, Inc.	United States	CAMPUSFOOD.COM and Design	2,247,206	5/25/1999
GrubHub Holdings, Inc.	United States	CRAVED	4,320,648	4/16/2013
GrubHub Holdings, Inc.	United States	CRAVED BY SEAMLESS and Design	4,327,549	4/30/2013
GrubHub Holdings, Inc.	United States	DELIVERY HUB Logo	4,382,991	8/13/2013
GrubHub Holdings, Inc.	United States	DELIVERYHUB	4,302,839	3/12/2013
GrubHub Holdings, Inc.	United States	DINING IN	2,079,269	7/15/1997
GrubHub Holdings, Inc.	United States	DINING IN and Design	3,405,132	4/1/2008
GrubHub Holdings, Inc.	United States	DINING IN and Design	3,462,270	7/8/2009
GrubHub Holdings, Inc.	United States	FEED KIDS. FEEL GOOD.	4,855,508	11/17/2015
GrubHub Holdings, Inc.	United States	GH and Design	4,364,028	7/9/2013
GrubHub Holdings, Inc.	United States	GH and Design	4,612,289	9/30/2014
GrubHub Holdings, Inc.	United States	GH TRACK YOUR GRUB and Design	4,388,147	8/20/2013
GrubHub Holdings, Inc.	United States	GOLDEN GRUB	4,354,144	6/18/2013
GrubHub Holdings, Inc.	United States	GRUBHUB	4,368,564	7/16/2013
GrubHub Holdings, Inc.	United States	GRUBHUB	4,279,002	1/22/2013
GrubHub Holdings, Inc.	United States	GRUBHUB	4,363,972	7/9/2013

GrubHub Holdings, Inc.	United States	GRUBHUB	4,279,207	1/22/2013
GrubHub Holdings, Inc.	United States	GRUBHUB	2,998,028	9/20/2005
GrubHub Holdings, Inc.	United States	GRUBHUB Logo (2012)	4,304,175	3/19/2013
GrubHub Holdings, Inc.	United States	GRUBHUB.COM EATING MADE EASY Logo (2010)	3,980,740	6/21/2011
GrubHub Holdings, Inc.	United States	GRUBTOBERFEAST	4,353,800	6/18/2013
GrubHub Holdings, Inc.	United States	GRUBTOBERFEAST	4,353,799	6/18/2013
GrubHub Holdings, Inc.	United States	HAPPY EATING	4,038,582	10/11/2011
GrubHub Holdings, Inc.	United States	LOCAL RESTAURANTS, DELIVERED	4,399,444	9/10/2013
GrubHub Holdings, Inc.	United States	ORDERHUB	4,278,461	1/22/2013
GrubHub Holdings, Inc.	United States	ORDERHUB POWERED BY GRUBHUB	4,278,460	1/22/2013
GrubHub Holdings, Inc.	United States	ORDERHUB POWERED BY GRUBHUB (Stylized)	4,278,480	1/22/2013
GrubHub Holdings, Inc.	United States	SEAMLESS	4,071,652	12/13/2011
GrubHub Holdings, Inc.	United States	SEAMLESS	4,327,543	4/30/2013
GrubHub Holdings, Inc.	United States	SEAMLESS and Design	4,327,544	4/30/2013
GrubHub Holdings, Inc.	United States	SEAMLESS PARTNERS WITH GRUBHUB and Design	4,616,605	10/7/2014
GrubHub Holdings, Inc.	United States	SEAMLESSBOOST	4,396,255	9/3/2013
GrubHub Holdings, Inc.	United States	SEAMLESSWEB	4,102,614	2/21/2012
GrubHub Holdings, Inc.	United States	TASTE OF SEAMLESS and Design	4,850,113	11/10/2015

GrubHub Holdings, Inc.	United States	TASTE OF SEAMLESS and Design	4,850,118	11/10/2015
GrubHub Holdings, Inc.	United States	TRACK YOUR GRUB	4,344,476	5/28/2013
GrubHub Holdings, Inc.	United States	YOUR FOOD IS HERE.	4,327,545	4/30/2013
GrubHub Holdings, Inc.	Canada	DINING IN	716427	6/11/2008
GrubHub Holdings, Inc.	Canada	DINING IN and Design	764905	4/23/2010
GrubHub Holdings, Inc.	European Community	SEAMLESS	11122025	1/11/2013
Restaurants on the Run, LLC	United States	FOODGISTICS	3,868,151	10/26/2010
Restaurants on the Run, LLC	United States	R RESTAURANTS ON THE RUN and Design	4,930,072	4/5/2016
Restaurants on the Run, LLC	United States	RESTAURANTS ON THE RUN	4,316,467	4/9/2013
Restaurants on the Run, LLC	United States	ROTR	3,625,808	5/26/2009
Restaurants on the Run, LLC	United States	TAKEOUT TECHNOLOGIES and Design	3,239,420	5/8/2007
Slick City Media, Inc.	United States	MENU PAGES	3,210,531	2/20/2007
Slick City Media, Inc.	United States	MENU PAGES	3,739,372	1/19/2010
Slick City Media, Inc.	United States	MENUPAGES and Design	3,839,879	8/31/2010
Slick City Media, Inc.	United States	MP and Design	3,742,099	1/26/2010
Slick City Media, Inc.	United States	MP and Design	4,799,527	8/25/2015
Slick City Media, Inc.	France	MENUPAGES	133974829	1/15/2013
Slick City Media, Inc.	United Kingdom	MENUPAGES	2649855	1/31/2014

**Trademark Applications**

<b><u>Grantor</u></b>	<b><u>Country</u></b>	<b><u>Trademark</u></b>	<b><u>Serial No.</u></b>	<b><u>Filing Date</u></b>
GrubHub Holdings, Inc.	United States	DINER SCORE	86/652,095	6/4/2015
GrubHub Holdings, Inc.	United States	GH DELIVERY and Design	86/646,953	6/1/2015
GrubHub Holdings, Inc.	United States	GRUBCENTRAL	86/623,269	5/8/2015
GrubHub Holdings, Inc.	United States	GRUBHUB	86/778,500	10/5/2015
GrubHub Holdings, Inc.	United States	GRUBHUB SEAMLESS and Design	86/071,159	9/21/2013
GrubHub Holdings, Inc.	United States	YUMMY RUMMY	86/778,388	10/5/2015
GrubHub Holdings, Inc.	Canada	GRUBHUB	1718710	3/12/2015
GrubHub Holdings, Inc.	Canada	SEAMLESS	1718715	3/10/2015