

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TD Bank, N.A.		05/31/2013	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	MyWebGrocer, Inc.
Street Address:	20 Winooski Falls Way
City:	Winooski
State/Country:	VERMONT
Postal Code:	05404
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2462625	MYWEBGROCER

CORRESPONDENCE DATA

Fax Number: 6175269899
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 6175269628
 Email: cslattery@proskauer.com
 Correspondent Name: Christine Slattery
 Address Line 1: Proskauer Rose LLP
 Address Line 2: One International Place
 Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	31199/086
NAME OF SUBMITTER:	Christine Slattery

Signature:	/Christine Slattery/
Date:	06/03/2013
Total Attachments: 3 source=MyWebGrocer - IP Release (Executed)_ (26733290_1)#page1.tif source=MyWebGrocer - IP Release (Executed)_ (26733290_1)#page2.tif source=MyWebGrocer - IP Release (Executed)_ (26733290_1)#page3.tif	

**RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL**

This **RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL** (this "**Release**"), dated as of May 31, 2013, is made by TD Bank, N.A., as lender ("**Lender**") under that certain Loan Agreement (as defined in the Security Agreement referred to below).

WHEREAS, the Lender and MyWebGrocer, Inc., a Delaware Corporation and the successor entity of MyWebGrocer, LLC (the "**Grantor**"), entered into that certain Security Agreement dated as of August 27, 2008 (the "**Security Agreement**"), pursuant to which the Grantor granted a security interest to the Lender in certain intellectual property collateral, including, without limitation, the items listed on Annex I attached hereto (collectively, the "**Intellectual Property Collateral**"); and

WHEREAS, the Security Agreement was recorded in the U.S. Patent and Trademark Office on the dates and on the reels and frames set forth on Annex I hereto;

NOW THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, the Lender hereby releases all of its security interest in the Intellectual Property Collateral, whether granted pursuant to the Security Agreement or any other agreement or document delivered in connection with the Loan Agreement, and the Lender hereby reassigns any and all such right, title and interest (if any) that the Lender may have in the Intellectual Property Collateral to the Grantor.

The Lender represents and warrants that: (i) it has the full power and authority to execute this Release; and (ii) it has not assigned, transferred, restricted or otherwise encumbered any security interest it has against the Intellectual Property Collateral.

The Lender agrees, at the expense of the Grantor, to cooperate with the Grantor and to provide the Grantor with the information and additional authorization reasonably required to effect the release of the Lender's security interests in the Intellectual Property Collateral.

[Signature Page Follows]

IN WITNESS WHEREOF, the Lender has executed this Release as of the date first above written.

TD Bank, N.A.

By: Walter S. Glazer
Name: WALTER S. GLAZER
Title: Duly Authorized Signatory

[SIGNATURE PAGE TO RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL]

TRADEMARK
REEL: 005039 FRAME: 0328

ANNEX I

Security Agreement dated as of August 27, 2008, by MyWebGrocer, LLC (predecessor entity of MyWebGrocer, Inc.) in favor of TD Bank, N.A., was recorded with the U.S. Patent and Trademark Office on September 3, 2008 at Reel/Frame No. 3845/0856.

TRADEMARK/APPLICATION	REGISTRATION/APPLICATION NUMBER	REGISTRATION DATE
MYWEBGROCER	2462625	19-Jun-2001