

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Apollo Investment Corporation, as Agent (as successor in interest to General Electric Capital Corporation, as Agent)		10/03/2013	CORPORATION: MARYLAND

**RECEIVING PARTY DATA**

<b>Name:</b>	GARDEN FRESH RESTAURANT CORP.
<b>Street Address:</b>	15822 Bernardo Center Drive, Suite A
<b>City:</b>	San Diego
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92127
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 21**

Property Type	Number	Word Mark
Registration Number:	2786640	BEHIND THE FOOD
Registration Number:	2072184	GARDEN FRESH RESTAURANT CORP.
Registration Number:	2500463	LOTS TO FEEL GOOD ABOUT
Registration Number:	2609487	SLURPSTIX
Registration Number:	1383741	SOUPLANTATION
Registration Number:	2449944	SOUPLANTATION
Registration Number:	1907760	SOUPLANTATION
Registration Number:	1663057	SWEET TOMATOES
Registration Number:	2592113	SWEET TOMATOES
Registration Number:	1913980	SWEET TOMATOES
Registration Number:	2731522	THE SALAD PEOPLE
Registration Number:	2874348	CLUB VEG

CH \$540.00 2786640

Registration Number:	2862656	GARDEN FRESH
Registration Number:	2838584	KITCHEN CABINET
Registration Number:	3792257	ALBONDIGAS LOCAS SOUP
Registration Number:	3100808	
Registration Number:	3792258	JOAN'S BROCCOLI MADNESS
Registration Number:	3103947	
Registration Number:	3828375	WONTON CHICKEN HAPPINESS
Serial Number:	76136558	SLURP...THE SOUP EXPERIENCE
Serial Number:	76182792	SLURP! THE SOUP EXPERIENCE

**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:	11965/009
NAME OF SUBMITTER:	Christine Slattery
Signature:	/Christine Slattery/
Date:	10/03/2013

Total Attachments: 3  
source=IP Security Agreement Release (2)#page1.tif  
source=IP Security Agreement Release (2)#page2.tif  
source=IP Security Agreement Release (2)#page3.tif

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

This RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL (this "Release"), dated as of October 3, 2013, is made by APOLLO INVESTMENT CORPORATION (as successor in interest to General Electric Capital Corporation, as Agent "Agent"), under that certain Second Lien Credit Agreement (the "Credit Agreement") (terms used in this Release and not herein defined shall have the meanings set forth in the Credit Agreement).

WHEREAS, in connection with the Credit Agreement dated as of December 22, 2005 (as amended, restated, supplemented or otherwise modified from time to time), and together with all general security agreements and trademark security agreements entered into in connection therewith or in connection with prior versions thereof, among GARDEN FRESH RESTAURANT CORP. (the "Borrower"), GARDEN FRESH HOLDINGS, INC., GF HOLDINGS, INC. AND GARDEN FRESH PROMOTIONS, LLC (collectively, with the Borrower, the "Credit Parties"), the Agent and the Lenders signatory thereto from time to time (each individually a "Lender," and collectively, the "Lenders"), the Lenders made credit extensions to the Credit Parties;

WHEREAS, in connection with the Credit Agreement, and pursuant to that certain Second Lien Trademark Security Agreement described on Annex I attached hereto (the "Security Agreement"), the Borrower granted to Agent a security interest in certain trademarks owned by them, including those listed on Annex I attached hereto (together with the Trademark Collateral (as defined in the Security Agreement) and the Additional Trademarks (as defined in the Security Agreement Amendment), collectively, the "Intellectual Property Collateral"); and

WHEREAS, the Security Agreement and Security Agreement Amendment were recorded in the United States Patent and Trademark Office (the "USPTO") on the date and on the reel and frame as set forth on Annex I hereto.

NOW THEREFORE, Agent hereby (i) releases, without representation, recourse or warranty whatsoever, 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 Credit Agreement, (ii) reassigns any and all such right, title and interest (if any) that Agent may have in the Intellectual Property Collateral to the Borrower, and (iii) terminates the Security Agreement and Security Agreement Amendment.

Agent agrees, at the Borrower's expense, to provide them with the information and additional authorization reasonably required or desirable to effect the release of the Agent's security interest in the released collateral described herein.

This Release and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

[Signature Page Follows]

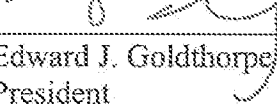
IN WITNESS WHEREOF, the Agent has executed this Release as of the date first above written.

**APOLLO INVESTMENT CORPORATION,**  
as Agent

(by successor in interest to GENERAL ELECTRIC  
CAPITAL CORPORATION, as Agent)

By: Apollo Investment Management, L.P.  
Its: Investment Advisor

By: ACC Management, LLC  
Its: General Partner

By:   
\_\_\_\_\_  
Print Name: Edward J. Goldthorpe  
Title: Vice President

[Signature Page to Release of Security Interest in Intellectual Property Collateral]

**TRADEMARK**  
**REEL: 005124 FRAME: 0275**

**ANNEX I**

The Trademark Security Agreement dated as of December 22, 2005 by Borrower in favor of Agent, which was recorded with the USPTO on January 19, 2006 at Reel 3230, Frame 0558 (the “Security Agreement”), as amended by the Amendment to Trademark Security Agreement dated as of August 29, 2012 at Reel 004853, Frame 0654 (the “Security Agreement Amendment”).

**TRADEMARK REGISTRATION/APPLICATION NUMBERS**

<b>TRADEMARK</b>	<b>REGISTRATION/APPLICATION NUMBER</b>	<b>REGISTRATION/APPLICATION DATE</b>
Behind the Food	2,786,640	11/25/2003
Garden Fresh Restaurant Corp.	2,072,184	06/17/1997
Lots to Feel Good About	2,500,463	10/23/2001
Slurpstix	2,609,487	08/20/2002
Souplantation	1,383,741	02/18/1986
Souplantation	2,449,944	05/08/2001
Souplantation and Design	1,907,760	07/25/1995
Sweet Tomatoes	1,663,057	10/29/2001
Sweet Tomatoes	2,592,113	07/09/2002
Sweet Tomatoes and Design	1,913,980	08/22/1995
The Salad People	2,731,522	07/01/2003
Club Veg	2,874,348	01/16/2003
Garden Fresh	2,862,656	02/19/2003
Kitchen Cabinet	2,838,584	01/16/2003
Slurp... The Soup Experience	76/136,558	09/26/2000
Slurp... The Soup Experience and Design	76/182,792	12/18/2000
Albondigas Locas Soup	3,792,257	05/25/2010
Half Tomato Design	3,100,808	06/06/2006
Joan’s Broccoli Madness	3,792,258	05/25/2010
Whole Tomato Design	3,103,947	06/13/2006
Won Ton Chicken Happiness	3,828,375	08/03/2010