

OFFICE OF PUBLIC RECORDS

2002 AUG 13 AM REGISTRATION TRADE

FINANCE SECTION

To the Honorable Commissioner of Patents and Trademarks thereof.

08-19-2002



102195531

ment or copy

1. Name of conveying party(ies): Phoenix Intangibles Holding Company 919 N. Market Street Wilmington, DE 19801 Association (banking) General Partnership Limited Partnership X Corporation - State of Delaware Other

2. Name and Address of receiving party(ies): Name: Mellon Bank, N.A. Internal Address: Street Address: Three Mellon Bank Center City Pittsburgh State PA Zip 15259 Individual (s) citizenship X Association a national banking Association General Partnership Limited Partnership Corporation - State Other

Additional name(s) of conveying party(ies) attached? Yes X No

3. Nature of conveyance: Assignment Merger X Security Agreement Change of Name Other

If assignee is not domiciled in the United States, domestic representative designation is attached: Yes No N/A (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? Yes X No

Execution Date: August 6, 2002

4. Application number(s) or trademark number(s) A. Trademark Application No.(s) SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE

Additional numbers attached? X Yes No

5. Name and address of person to whom correspondence concerning document should be mailed: Name: Charma L. Murphy, Legal Assistant Internal Address: Porter, Wright, Morris & Arthur Street Address: 41 South High Street City: Columbus State: OH ZIP: 43215

6. Total number of applications and registrations involved: 185 7. Total fee (37 CFR 3.41): \$ 4,640.00 X Enclosed Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original documents.

Karen K. Hammond Signature August 13, 2002 Date

Total number of pages comprising cover sheet: 11

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

08/16/2002 LMUELLER 00000193 1689420

01 FC:481 40.00 OP 02 FC:482 4600.00 OP

Director - U.S. Patent and Trademark Office Box Assignment Washington, DC 20231

SCHEDULE

<u>Mark</u>	<u>App. No.</u>	<u>App. Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
A LOT YOU CAN FEEL GOOD ABOUT			1,689,420	May 26, 1992
ABSOLUTE MINIMUM PRICING			2,407,945	Nov. 28, 2000
ACCLAIM	76/391,341	Apr. 4, 2002		
ACTIVE CHOICE	76/386,422	Mar. 25, 2002		
APPLE BLAST	75/699,808	May 4, 1999		
ATLANTIC HARBOR TRADING COMPANY			2,136,981	Feb. 17, 1998
ATLANTIC HARBOR TRADING COMPANY			2,092,038	Aug. 26, 1997
ATLANTIC HARBOR TRADING COMPANY EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN			2,506,150	Nov. 13, 2001
AUNT MARTHA'S			1,875,455	Jan. 24, 1995
AUNT MARTHA'S <i>and</i> DESIGN			2,036,841	Feb. 11, 1997
AUNT MARTHA'S <i>and</i> DESIGN (new version)			2,276,423	Sept. 7, 1999
AUNT MARTHA'S			2,150,400	Apr. 14, 1998
AUNT MARTHA'S <i>and</i> DESIGN			2,215,735	Jan. 5, 1999
AUNT MARTHA'S			2,218,966	Jan. 19, 1999
AUNT MARTHA'S <i>and</i> DESIGN			2,302,238	Dec. 21, 1999
THE BAKE SHOP EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN			2,549,650	Mar. 19, 2002

TRADEMARK

-- REEL: 002558 FRAME: 0158

<u>Mark</u>	<u>App. No.</u>	<u>App. Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
BASIC BITES	76/391,296	Apr. 3, 2002		
BEAUTY, BATH & MORE	76/096,501	July 25, 2000		
BEEFY GRAVY	76/387,724	Mar. 27, 2002		
BELLE TEINTE	76/344,877	Dec. 4, 2001		
BIGWICH	76/418,048	June 7, 2002		
BIGWICHES	76/418,447	June 7, 2002		
BRUNCHERS			2,053,565	Apr. 15, 1997
THE BUTCHER, THE BAKER, THE SANDWICH MAKER			2,021,864	Dec. 10, 1996
BUTLER REFRIGERATED MEATS <i>and</i> DESIGN			1,667,957	Dec. 1, 1991
CALLING MADE SIMPLE			2,152,179	Apr. 21, 1998
CANDY PLACE			2,530,865	Jan. 15, 2002
CANDY PLACE			2,538,976	Feb. 19, 2002
THE CARD PARTY			2,199,536	Oct. 27, 1998
THE CARD PARTY EXCLUSIVELY AT GIANT EAGLE			2,104,135	Oct. 7, 1997
CHEESE BITES	76/281,524	July 5, 2001		
CHEF'S SHELF	76/095,712	July 25, 2000		
CHICKEN MEALTIME CHOICES			2,109,223	Oct. 28, 1997
CHIP MANIA			2,386,545	Sept. 12, 2000
CHOCOS	76/169,888	Nov. 22, 2000		
CLEAN N TUFF			2,553,992	Mar. 26, 2002
COCOA PALS	75/672,630	Apr. 1, 1999		

<u>Mark</u>	<u>App. No.</u>	<u>App. Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
CONNECTING WITH YOU			2,329,888	Mar. 14, 2000
CREAMY SENSATIONS	76/227,789	Mar. 21, 2001		
CRISPY DOUBLES			2,510,912	Nov. 20, 2001
CRUNCH PATROL			2,507,691	Nov. 13, 2001
CUSTOM CUISINE CATERING	76/323,756	Oct. 10, 2001		
DAILY CHOICE	76/386,550	Mar. 25, 2002		
DELI IN A HURRY	76/427,193	July 3, 2002		
DEPENDABLE DEALS	76/320,929	Oct. 3, 2001		
THE DRUG STORE GIANT EAGLE <i>and</i> DESIGN			2,421,184	Jan. 16, 2001
THE DRUG STORE GIANT EAGLE PHARMACY <i>and</i> DESIGN			2,448,940	May 8, 2001
EAGLE EASE			1,839,614	June 14, 1994
EAGLE VALLEY			2,015,259	Nov. 12, 1996
EAGLE VALLEY DESIGN			2,064,752	May 27, 1997
THE EAGLE'S NEST	76/229,406	Mar. 23, 2001		
EAGLE'S NEST EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN	76/310,507	Sept. 7, 2001		
FAMILY CAT	76/385,424	Mar. 21, 2002		
THE FAMOUS DELI			2,322,571	Feb. 22, 2000
THE FAMOUS DELI EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN			2,318,155	Feb. 15, 2000
THE FAMOUS DELI	76/270,498	June 12, 2001		

<u>Mark</u>	<u>App. No.</u>	<u>App. Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
THE FARMERS MARKET <i>and</i> DESIGN			2,049,764	Apr. 1, 1997
THE FARMERS MARKET	76/270,499	June 12, 2001		
THE FARMERS MARKET EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN	76/282,203	July 9, 2001		
FE FI FO FUM			1,862,096	Nov. 8, 1994
FE FI FO FUM...HERE WE COME!			1,880,160	Feb. 21, 1995
FROMAGE PER FAVORE	76/249,385	May 1, 2001		
FROMAGE PER FAVORE	76/249,403	May 1, 2001		
FRUITION	76/350,188	Dec. 18, 2001		
GET THE CRUNCH	75/340,954	Aug. 14, 1997		
GIANT EAGLE (word mark for products)	76/205,473	Feb. 6, 2001		
GIANT EAGLE <i>and</i> DESIGN	76/205,474	Feb. 6, 2001		
GIANT EAGLE			2,521,719	Dec. 25, 2001
GIANT EAGLE <i>and</i> DESIGN			2,548,902	Mar. 19, 2002
GIANT EAGLE			1,287,433	July 24, 1984
GIANT EAGLE <i>and</i> DESIGN			1,298,171	Sept. 25, 1984
GIANT EAGLE			2,140,775	Mar. 3, 1998
GIANT EAGLE <i>and</i> DESIGN			2,140,776	Mar. 3, 1998
GIANT EAGLE	76/213,460	Feb. 21, 2001		
GIANT EAGLE <i>and</i> DESIGN	76/213,461	Feb. 21, 2001		
GIANT EAGLE ADVANTAGE CARD			1,949,612	Jan. 16, 1996
GIANT EAGLE BABY SHOP <i>and</i> DESIGN			2,320,869	Feb. 22, 2000

TRADEMARK

REEL: 002558 FRAME: 0161

<u>Mark</u>	<u>App. No.</u>	<u>App. Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
GIANT EAGLE CANDY PLACE <i>and</i> DESIGN			2,581,133	June 18, 2002
GIANT EAGLE CREAMERY CLASSICS	76/343,805	Nov. 30, 2001		
GIANT EAGLE CREAMERY CLASSICS <i>and</i> DESIGN	76/424,205			
GIANT EAGLE EXPRESS	76/226,268	Mar. 19, 2001		
GIANT EAGLE HEARTY MENU			2,198,483	Oct. 20, 1998
GIANT EAGLE IT TAKES A GIANT TO MAKE LIFE SIMPLE	76/149,380	Oct. 18, 2000		
GIANT EAGLE IT TAKES A GIANT TO MAKE LIFE SIMPLE <i>and</i> DESIGN			2,514,888	Dec. 4, 2001
GIANT EAGLE. MAKE EVERY DAY TASTE BETTER	76/284,544	July 13, 2001		
GIANT EAGLE. MAKE EVERY DAY TASTE BETTER <i>and</i> DESIGN	76/294,945	Aug. 3, 2001		
GIANT EAGLE PHARMACY <i>and</i> DESIGN			1,323,818	Mar. 5, 1985
GIANT EAGLE RUSTIC ITALIAN RECIPES			2,222,546	Feb. 9, 1999
GIANT EAGLE RUSTIC ITALIAN RECIPES	76/165,639	Nov. 15, 2000		
GIANT EAGLE RUSTIC ITALIAN RECIPES	76/281,499	July 5, 2001		
GIANT EAGLE RUSTIC ITALIAN RECIPE	76/311,688	Sept. 12, 2001		
GIANT EAGLE SOUP SINGLES <i>and</i> DESIGN	76/373,105	Feb. 20, 2002		

<u>Mark</u>	<u>App. No.</u>	<u>App. Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
GIANT EAGLE SWIFT SCAN	76/110,221	Aug. 15, 2000		
GIANT EAGLE WIRELESS	76/343,807	Nov. 30, 2001		
GIANT STEPS			2,493,270	Sept. 25, 2001
GIANTEAGLE.COM	76/207,851	Feb. 9, 2001		
GIFT GARDEN			2,324,217	Feb. 29, 2000
GIFT GARDEN <i>and</i> DESIGN			2,324,218	Feb. 29, 2000
GOLDEN GRAIN CRUNCH	76/198,894	Jan. 24, 2001		
GRANDEUR			2,425,576	Jan. 30, 2001
HEALTHY CONNECTIONS			2,017,217	Nov. 19, 1996
HEALTHY CONNECTIONS	76/429,829			
HEARTY MENU			2,232,127	Mar. 16, 1999
HOMEMADE HELPINGS	76/356,500	Jan. 8, 2002		
HONEY BUTTONS			2,505,058	Nov. 6, 2001
IGGLE	75/820,883	Oct. 12, 1999		
IGGLE <i>and</i> DESIGN	76/185,461	Dec. 21, 2000		
IGGLE VIDEO			2,364,682	July 4, 2000
IGGLE VIDEO <i>and</i> DESIGN			2,364,683	July 4, 2000
JALAPENO MELTS	76/366,596	Feb. 4, 2002		
KIBBLE BLEND	76/387,444	Mar. 26, 2002		
THE KITCHENS AT GIANT EAGLE			2,248,346	May 25, 1999
THE KITCHENS AT GIANT EAGLE <i>and</i> DESIGN			2,362,391	June 27, 2000
KITTEN CHOICE	76/387,689	Mar. 27, 2002		

<u>Mark</u>	<u>App. No.</u>	<u>App. Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
KNOWASIS	76/419,863	June 12, 2002		
LEAF AND LADLE	76/270,526	June 12, 2001		
LEAF AND LADLE SOUP AND SALAD EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN	76/270,525	June 12, 2001		
LUNCH STAR			2,355,185	June 6, 2000
MAKE EVERY DAY TASTE BETTER	76/286,322	July 11, 2001		
MEALTIME CHOICES			2,143,568	Mar. 10, 1998
MEGA MIDDLES	76/333,595	Nov. 2, 2001		
MIXED MEDLEY	76/387,697	Mar. 27, 2002		
NATURE'S BASKET			2,416,477	Dec. 26, 2000
NATURE'S BASKET	75/846,889	Nov. 12, 1999		
NOT SO GIANT EAGLE	76/228,322	Mar. 21, 2001		
OLIVES D'AQUILA			1,940,970	Dec. 12, 1995
OLIVES DI AQUILA			2,558,815	Apr. 9, 2002
PECAN GRANDS			2,502,576	Oct. 30, 2001
PET CARE STATION			2,060,175	May 6, 1997
PETAL EXPRESS			2,143,906	Mar. 17, 1998
PICK A CARD...ANY CARD			2,089,826	Aug. 19, 1997
PIZZA DI CASA			1,980,381	June 18, 1996
PIZZA DI CASA			2,563,491	Apr. 23, 2002
PIZZA DI CASA EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN			2,563,560	Apr. 23, 2002
PRO-POWER			2,528,123	Jan. 8, 2002

<u>Mark</u>	<u>App. No.</u>	<u>App. Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
PRO SERIES			2,120,163	De. 9, 1997
PRO SERIES			2,076,530	July 1, 1997
PROSERIES			2,277,360	Sept. 14, 1999
PROSERIES <i>and</i> Design			2,519,502	Dec. 18, 2001
PUFF PALS			2,491,189	Sept. 18, 2001
PUPPY SOURCE	76/390,951	Apr. 3, 2002		
RCC <i>and</i> Design			2,356,566	June 13, 2000
REFRESHMENT CENTRAL	76/161,648	Nov. 8, 2000		
RIVER CITY CHICKEN	75/451,317	Mar. 16, 1998		
RIVER CITY CHICKEN COMPANY	75/449,294	Mar. 12, 1998		
RIVER CITY CHICKEN COMPANY EXCLUSIVELY AT GIANT EAGLE AND DESIGN <i>and</i> RCC <i>and</i> DESIGN	75/455,896	Mar. 24, 1998		
RIVER CITY SANDWICH STATION	75/451,319	Mar. 16, 1998		
RUSTIC ITALIAN RECIPES			2,228,511	Mar. 2, 1999
RUSTIC ITALIAN RECIPES	76/165,801	Nov. 15, 2000		
RUSTIC ITALIAN RECIPES	76/281,523	July 5, 2001		
RUSTIC ITALIAN RECIPE	76/298,414	Aug. 10, 2001		
SAVORIES	76/169,896	Nov. 22, 2000		
SEAWAY			1,656,239	Sept. 10, 1991
SEAWAY			1,657,105	Sept. 17, 1991
SEAWAY			1,657,963	Sept. 24, 1991
SEAWAY			1,658,346	Sept. 24, 1991

<u>Mark</u>	<u>App. No.</u>	<u>App. Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
SEAWAY			1,658,403	Sept. 24, 1991
SEAWAY			904,799	Dec. 22, 1970
SNUGGLES	76/331,212	Oct. 30, 2001		
SNUGGLES	76/357,296	Jan. 9, 2002		
SNUGGLE-UPS	76/331,211	Oct. 30, 2001		
SOFT DREAMS			2,430,453	Feb. 20, 2001
SOUP SINGLES	76/359,494	Jan. 16, 2002		
SOUP THAT SATISFIES			2,202,946	Nov. 10, 1998
SOUPERS! SOUP & SALAD <i>and</i> DESIGN			2,397,957	Oct. 24, 2000
SOUPERS! SOUP & SALAD FROM THE KITCHENS AT GIANT EAGLE			2,412,378	Dec. 12, 2000
SUN SPRAY			2,462,547	June 19, 2001
SUNRISE BAGELS			2,461,737	June 19, 2001
SUNRISE BAGELS <i>and</i> DESIGN			1,997,474	Aug. 27, 1996
SWEET BREAKS	76/311,684	Sept. 12, 2001		
TALON LOGISTICS	76/057,950	May 26, 2000		
TASTE OF VALUE			2,333,099	Mar. 21, 2000
TASTE THE TRADITION			2,250,554	June 1, 1999
TOAST UPS	76/332,711	Oct. 31, 2001		
THE TOWN CARVER MEAT SHOP	76/409,214	May 16, 2002		
TWISPS			2,528,478	Jan. 8, 2002
ULTIMATE RISE			2,305,883	Jan. 4, 2000

<u>Mark</u>	<u>App. No.</u>	<u>App. Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
VALLEY BROOK FARMS			2,546,551	Mar. 12, 2002
VALLEY BROOK FARMS <i>and</i> DESIGN			2,546,628	Mar. 12, 2002
VALU DRUGS <i>and</i> DESIGN			1,297,072	Sept. 18, 1984
VALU KING SUPERMARKETS <i>and</i> DESIGN			1,343,587	June 18, 1985
WHEN IT SAYS GIANT EAGLE, YOU KNOW ITS GOOD	76/390,288	Apr. 3, 2002		
WISHING STARS			2,532,559	Jan. 22, 2002
SOUPERS!			2,333,728	Mar. 21, 2000

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of August 6, 2002, by GIANT EAGLE, INC., a Pennsylvania corporation (the "*Borrower*"), each of the entities listed on the signature pages hereof as grantors or that becomes a party hereto pursuant to *Section 7.10 (Additional Grantors)* (each a "*Grantor*" and, collectively, the "*Grantors*") in favor of MELLON BANK, N.A. ("*Mellon*"), as collateral agent for the Secured Parties (as defined in the Amended and Restated Credit Agreement referred to below) (in such capacity, together with its successors in such capacity, the "*Collateral Agent*").

WITNESSETH:

WHEREAS, pursuant to the Amended and Restated Credit Agreement, dated as of August 6, 2002 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "*Amended and Restated Credit Agreement*"), among the Borrower, the Lenders and Issuers party thereto, Citicorp USA, Inc., as Administrative Agent for the Lenders and Issuers, and Mellon Bank, N.A., as Collateral Agent and Syndication Agent for the Lenders and Issuers, the Lenders and the Issuers have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantors other than the Borrower are party to the Guaranty pursuant to which they have guaranteed the Obligations; and

WHEREAS, all the Grantors are party to an Amended and Restated Security Agreement of even date herewith in favor of the Collateral Agent (the "*Amended and Restated Security Agreement*") pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders, the Issuers, the Administrative Agent and the Collateral Agent and the Syndication Agent to enter into the Amended and Restated Credit Agreement and to induce the Lenders and the Issuers to make their respective extensions of credit to the Borrower thereunder, each Grantor hereby agrees with the Collateral Agent as follows:

Section 1. Defined Terms

Unless otherwise defined herein, terms defined in the Amended and Restated Credit Agreement or in the Amended and Restated Security Agreement and used herein have the meaning given to them in the Amended and Restated Credit Agreement or the Amended and Restated Security Agreement.

Section 2. Grant of Security Interest in Trademark Collateral

Each Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, hereby collaterally assigns, conveys, mortgages, pledges, hypothecates and transfers to the Collateral Agent for the benefit of the Secured Parties, and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest

in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "*Trademark Collateral*"):

(a) all of its Trademarks and Trademark Licenses to which it is a party, including, without limitation, those referred to on *Schedule I* hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all Proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present, future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

Section 3. Amended and Restated Security Agreement


The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Amended and Restated Security Agreement and each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Amended and Restated Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[SIGNATURE PAGES FOLLOW]


IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized offer as of the date first set forth above.

Very truly yours,


GIANT EAGLE, INC.
as Borrower and Grantor

By: 
Name: Mark J. Minnaugh
Title: Executive Vice President,
Chief Financial Officer and
Secretary


AETOS CONSTRUCTION COMPANY
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President and Secretary

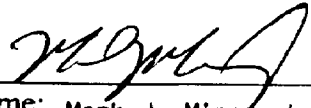
BUTLER REFRIGERATED MEATS, INC.
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President and Secretary


GEM-CARE, INC.
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President and Secretary


GIANT EAGLE OF DELAWARE, INC.
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President and Secretary

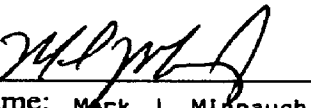
GOOD NATURE DISTRIBUTING CO.
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President and Secretary


I.C. SUPERMARKETS, INC.
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President, CFO and Secretary


KAPPA PROPERTIES CO.
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President and Secretary


PHOENIX INTANGIBLES HOLDING COMPANY
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Senior Vice President, CFO and Secretary


RETAIL PROMOTIONS, INC.
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President and Secretary


RFI HOLDING COMPANY
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President and Secretary


RISER FOODS COMPANY
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President and Secretary

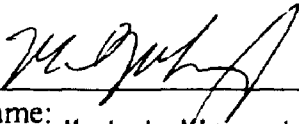
SCRIPTNET, INC.
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President and Secretary

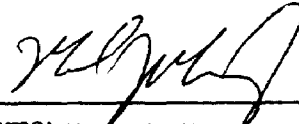
TALON LOGISTICS, INC.
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President, CFO and Secretary

TAMCO INVESTORS, INC.
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President and Secretary

THE TAMARKIN COMPANY
as Grantor

By: 
Name: Mark J. Minnaugh
Title: Vice President and Secretary

TAMARKIN OF MARYLAND, INC.
as Grantor

By: _____
Name:
Title:

ACCEPTED AND AGREED
as of the date first above written:

MELLON BANK, N.A.,
as Collateral Agent

By: _____
Name:
Title:

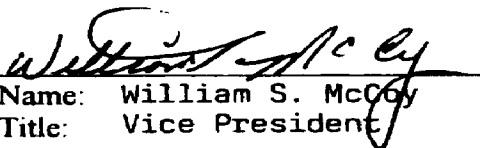
TAMCO INVESTORS, INC.
as Grantor

By: _____
Name:
Title:

THE TAMARKIN COMPANY
as Grantor

By: _____
Name:
Title:

TAMARKIN OF MARYLAND, INC.
as Grantor

By: 
Name: William S. McCoy
Title: Vice President

ACCEPTED AND AGREED
as of the date first above written:

MELLON BANK, N.A.,
as Collateral Agent

By: _____
Name:
Title:

TAMCO INVESTORS, INC.
as Grantor

By: _____
Name:
Title:

THE TAMARKIN COMPANY
as Grantor

By: _____
Name:
Title:

TAMARKIN OF MARYLAND, INC.
as Grantor

By: _____
Name:
Title:

ACCEPTED AND AGREED
as of the date first above written:

MELLON BANK, N.A.,
as Collateral Agent

By: *L. E. Flori*
Name: Louis E. Flori
Title: Vice President

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
)
) ss.
COUNTY OF Allegheny)

On this 15th day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Giant Eagle, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

ACKNOWLEDGEMENT OF GRANTOR

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

STATE OF PENNSYLVANIA)
)
) ss.
COUNTY OF Allegheny)

On this 15th day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Aetos Construction Company, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

On this 15th day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Butler Refrigerated Meats, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

ACKNOWLEDGEMENT OF GRANTOR

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002

Member, Pennsylvania Association of Notaries

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

On this 15th day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Gem-Care, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

ACKNOWLEDGEMENT OF GRANTOR

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002

Member, Pennsylvania Association of Notaries

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

On this 15th day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Giant Eagle of Delaware, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002

Member, Pennsylvania Association of Notaries

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

On this 1st day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Good Nature Distributing Co., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

On this 1st day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of I.C. Supermarkets, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

On this 1st day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Kappa Properties Co., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

On this 1st day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Phoenix Intangibles Holding Company, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

On this 1st day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Retail Promotions, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

On this 1st day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of RFI Holding Company, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

On this 1st day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Riser Foods Company, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

On this 1st day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Scriptnet, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF Allegheny)

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

On this 1st day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Talon Logistics, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
)
COUNTY OF Allegheny) ss.

On this 1st day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Tamco Investors, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
)
COUNTY OF Allegheny) ss.

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

On this 1st day of August, 2002 before me personally appeared Mark J. Minnaugh, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of The Tamarkin Company, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Rita A. Winslow
Notary Public

Notarial Seal
Rita A. Winslow, Notary Public
Liberty Boro, Allegheny County
My Commission Expires Nov. 23, 2002
Member, Pennsylvania Association of Notaries

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF _____)

On this ___ day of August, 2002 before me personally appeared _____, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Tamco Investors, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Notary Public

ACKNOWLEDGEMENT OF GRANTOR

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF _____)

On this ___ day of August, 2002 before me personally appeared _____, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of The Tamarkin Company, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Notary Public

ACKNOWLEDGEMENT OF GRANTOR

Maryland
STATE OF ~~PENNSYLVANIA~~)
) ss.
COUNTY OF *Washington*)

On this *6th* day of August, 2002 before me personally appeared William S. McCoy, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Tamarkin of Maryland, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Dennis M. Liards

Notary Public

**MY COMMISSION EXPIRES
JULY 1, 2003**

SCHEDULE TO TRADEMARK SECURITY AGREEMENT

MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
A LOT YOU CAN FEEL GOOD ABOUT (retail grocery, florist, stationery and pharmacy services) Reg. #1,689,420	Registered	PHOENIX	05/26/92	
ABSOLUTE MINIMUM PRICING (supermarket services) PA Reg. #89321694 Reg. #2,407,945	Registered	PHOENIX	11/28/00	PA - 04/03/89; renewed until 04/03/2004
ACCLAIM (pet foods; cat litter; pet accessories) Serial #76/391,341	Pending	PHOENIX		
ACTIVE CHOICE (pet food) Serial #76/386,422	Pending	PHOENIX		
APPLE BLAST (breakfast cereal) Serial #75/699,808	Pending	PHOENIX		
ATLANTIC HARBOR TRADING COMPANY (seafood) Reg. #2,136,981	Registered	PHOENIX	02/17/98	
ATLANTIC HARBOR TRADING COMPANY (seafood store services) Reg. #2,092,038	Registered	PHOENIX	08/26/97	
ATLANTIC HARBOR TRADING COMPANY EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN (seafood) and (supermarket services featuring a seafood department) Reg. #2,506,150	Registered	PHOENIX	11/13/01	
AUNT MARTHA'S (for bakery goods) Reg. #1,875,455	Registered	PHOENIX	01/24/95; renewed until 01/24/2005	
AUNT MARTHA'S <i>and</i> DESIGN (for bakery goods) Reg. #2,036,841	Registered	PHOENIX	02/11/97	
AUNT MARTHA'S <i>and</i> DESIGN (new version of old woman) (for bakery goods) Reg. #2,276,423	Registered	PHOENIX	09/07/99	
AUNT MARTHA'S (for chocolate candy) Reg. #2,150,400	Registered	PHOENIX	04/14/98	

SCHEDULE TO TRADEMARK SECURITY AGREEMENT

MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
AUNT MARTHA'S <i>and</i> DESIGN (for chocolate candy) Reg. #2,215,735	Registered	PHOENIX	01/05/99	
AUNT MARTHA'S (for corn bread) Reg. #2,218,966	Registered	PHOENIX	01/19/99	
AUNT MARTHA'S <i>and</i> DESIGN (for corn bread) Reg. #2,302,238	Registered	PHOENIX	12/21/99	
THE BAKE SHOP EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN (rolls, muffins and dessert shells) Reg. #2,549,650	Registered	PHOENIX	03/19/02	
BASIC BITES (pet food) Serial #76/391,296	Pending	PHOENIX		
BEAUTY, BATH & MORE (supermarket services, namely, a department containing bath and beauty items) Serial #76/096,501	Pending	PHOENIX		
BEEFY GRAVY (pet food) Serial #76/387,724	Pending	PHOENIX		
BELLE TEINTE (wine) Serial #76/344,877	Pending	PHOENIX		
BIGWICH (hot and cold sandwiches off or on the premises) Serial #76/418,048	Pending	PHOENIX		
BIGWICHES (hot and cold sandwiches off or on the premises) Serial #76/418,447	Pending	PHOENIX		
BRUNCHERS (retail grocery store services) Reg. #2,053,565	Registered	PHOENIX	04/15/97	
THE BUTCHER, THE BAKER, THE SANDWICH MAKER (delicatessen services) Reg. #2,021,864	Registered	PHOENIX	12/10/96	
BUTLER REFRIGERATED MEATS <i>and</i> DESIGN (meat distributorship services) Reg. #1,667,957	Registered	PHOENIX	12/10/91	

SCHEDULE TO TRADEMARK SECURITY AGREEMENT

MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
CALLING MADE SIMPLE (prepaid phone card services) Reg. #2,152,179	Registered	PHOENIX	04/21/98	
CANDY PLACE (supermarket services in the nature of a candy aisle) Reg. #2,530,865	Registered	PHOENIX	01/15/02	
CANDY PLACE (candy) Reg. #2,538,976	Registered	PHOENIX	02/19/02	
THE CARD PARTY (retail supermarket services featuring a card and stationery section) Reg. #2,199,536	Registered	PHOENIX	10/27/98	
THE CARD PARTY EXCLUSIVELY AT GIANT EAGLE (retail supermarket services featuring a card and stationery section) Reg. #2,104,135	Registered	PHOENIX	10/07/97	
CHEESE BITES (cheese crackers) Serial #76/281,524	Pending	PHOENIX		
CHEF'S SHELF (Supermarket services, namely, a department having cooking utensils and small appliances) Serial #76/095,712	Pending	PHOENIX		
CHICKEN MEALTIME CHOICES (supermarket services) Reg. #2,109,223	Registered	PHOENIX	10/28/97	
CHIP MANIA (cookies) Reg. #2,386,545	Registered	PHOENIX	09/12/00	
CHOCOS (cookies) Serial #76/169,888	Pending	PHOENIX		
CLEAN N TUFF (paper towels) Reg. #2,553,992	Registered	PHOENIX (assigned from Potlatch on 05/06/02)	03/26/02	
COCOA PALS (breakfast cereal) Serial #75/672,630	Pending	PHOENIX		
CONNECTING WITH YOU (magazines in the field of women's health, nutrition and lifestyle) Reg. #2,329,888	Registered	PHOENIX / MAGEE WOMENS HOSPITAL	03/14/00	

SCHEDULE TO TRADEMARK SECURITY AGREEMENT

MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
CREAMY SENSATIONS (frosting) Serial #76/227,789	Pending	PHOENIX		
CRISPY DOUBLES (breakfast cereal) Reg. #2,510,912	Registered	PHOENIX	11/20/01	
CRUNCH PATROL (breakfast cereal) Reg. #2,507,691	Registered	PHOENIX	11/13/01	
CUSTOM CUISINE CATERING (catering services) Serial #76/323,756	Pending	PHOENIX		
DAILY CHOICE (pet food) Serial #76/386,550	Pending	PHOENIX		
DELI IN A HURRY (automated ordering services in the field of delicatessen products rendered by means of a computer kiosk located in a supermarket) Serial #76/427,193	Pending	PHOENIX		
DEPENDABLE DEALS (promoting the goods and services of others by alerting supermarket shoppers to discounts on frequently purchased items) Serial #76/320,929	Pending	PHOENIX		
THE DRUG STORE GIANT EAGLE <i>and</i> DESIGN (drug store services) Reg. #2,421,184	Registered	PHOENIX	01/16/01	
THE DRUG STORE GIANT EAGLE PHARMACY <i>and</i> DESIGN (retail pharmacy services) Reg. #2,448,940	Registered	PHOENIX	05/08/01	
EAGLE EASE (debit and credit card services) Reg. #1,839,614	Registered	PHOENIX	06/14/94	
EAGLE VALLEY (ham, turkey breast and potato salad) Reg. #2,015,259	Registered	PHOENIX	11/12/96	
EAGLE VALLEY DESIGN (ham, turkey breast and potato salad) Reg. #2,064,752	Registered	PHOENIX	05/27/97	

SCHEDULE TO TRADEMARK SECURITY AGREEMENT

MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
THE EAGLE'S NEST (supermarket services, namely providing a play area for children) Serial #76/229,406 PA Reg. #2844997 OH Reg. #1042455	Pending	PHOENIX		PA - 10/15/98 OH - 11/02/98
EAGLE'S NEST EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN (supermarket services, namely providing a play area for children) Serial #76/310,507	Pending	PHOENIX		
FAMILY CAT (cat food) Serial #76/385,424	Pending	PHOENIX		
THE FAMOUS DELI (a delicatessen department in a Supermarket) Reg. #2,322,571	Registered	PHOENIX	02/22/00	
THE FAMOUS DELI EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN (supermarket services, namely a delicatessen department in a supermarket) Reg. #2,318,155	Registered	PHOENIX	02/15/00	
THE FAMOUS DELI (cheese spreads and snack dips in Class 29; bread, mustard and tortilla chips in Class 30) Serial #76/270,498	Pending	PHOENIX		
THE FARMERS MARKET <i>and</i> DESIGN (produce, namely fresh fruits and vegetables, distributed through supermarkets) Reg. #2,049,764	Registered	PHOENIX	04/01/97	
THE FARMERS MARKET (roasted nuts in Class 29; minced garlic, croutons, snack mix and bread sticks in Class 30; raw, unprocessed nuts in Class 31; apple cider in Class 32) Serial #76/270,499	Pending	PHOENIX		

SCHEDULE TO TRADEMARK SECURITY AGREEMENT

MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
<p>THE FARMERS MARKET EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN (roasted nuts; processed garlic; processed artichokes; candied nuts; processed pumpkin seeds; candied fruit; processed sunflower seeds; yogurt covered raisins; dried soybeans; salads, except macaroni, rice and pasta salad; close slaw; and fruit in International Class 29. Minced garlic, croutons, snack mix made primarily of nuts; and bread sticks in International Class 30. Fresh nuts; raw and fresh vegetables; herbs, and fresh mushrooms in International Class 31. Apple cider in International Class 32) Serial #76/282,203</p>	Pending	PHOENIX		
<p>FE FI FO FUM Reg. #1,862,096</p>	Registered	PHOENIX	11/08/94; renewed until 11/08/2004	
<p>FE FI FO FUM...HERE WE COME! Reg. #1,880,160</p>	Registered	PHOENIX	02/21/95; renewed until 02/21/2005	
<p>FROMAGE PER FAVORE (cheese) Serial #76/249,385</p>	Pending	PHOENIX		
<p>FROMAGE PER FAVORE (supermarket services, namely providing a cheese department in a supermarket) Serial #76/249,403</p>	Pending	PHOENIX		
<p>FRUITION (sparkling water) Serial #76/350,188</p>	Pending	PHOENIX		
<p>GET THE CRUNCH (snack foods, potato chips and processed nuts in class 29; pretzels, corn chips, tortilla chips, cheese flavored puffed corn snacks, processed popcorn and snack mix consisting of pretzels, crackers and nuts in class 30) Serial #75/340,954</p>	Pending	PHOENIX		

SCHEDULE TO TRADEMARK SECURITY AGREEMENT

MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
<p>GIANT EAGLE (word mark for products) Class 1- film; Class 3 - baby lotion, baby powder, baby oil, cotton balls, hair shampoo, mouthwash, and breath freshener; Class 5 - petroleum jelly for medical purposes, aspirin, ibuprofen for use as an oral analgesic, non-aspirin pain reliever, acetaminophen, dramamine, antacids, sleeping pills, cimetidine, suppositories, laxatives, enemas, castor oil, milk of magnesia, cold and flu remedies, cough syrups, nasal sprays, decongestant nasal sprays, cough drops, throat lozenges, douches, adult diapers, eye drops, saline solution, adhesive bandages, hydrocortisone cream, rubbing alcohol, hydrogen peroxide, witch hazel, mineral oil, epsom salts, and vitamins; Class 6 - aluminum foil; Class 8 - razor blades and disposable razors; Class 9 - batteries and disposable cameras; Class 10 - baby bottles, disposable bottle liners and thermometers for medical purposes; Class 11 - electric light bulbs; Class 16 - paper filters for coffee makers, plastic wrap, plastic sandwich bags, plastic garbage bags and plastic bags for household use; Class 21 - toothbrushes and dental floss; Class 29 - meat, frankfurters, poultry, fish, shrimp, scallops, tuna fish, candied nuts, shelled nuts, processed nuts, cranberry sauce, canned fruit, canned vegetables, jellies, fruit preserves, marmalade, jams, peanut butter, pickles, meat based spread, potato chips, soup, broth, soup mixes, butter, margarine, cheese, cottage cheese, yogurt, milk, sour cream and eggs; Class 30 - mixes for bakery goods, baking soda, cake frosting, candy, coffee, tea, pizza sauce, pasta sauce, sloppy joe sauce, tartar sauce, barbecue sauce, chili sauce, cocktail sauce, mustard, ketchup, relish, salsa, gravy, vinegar, crackers, flour, honey, pasta, macaroni, noodles, mayonnaise, salad dressing, cheese popcorn, popped popcorn, cheese curls, sugar, pancake syrup, bread, bread crumbs, cookies, salt, pot pies, pizza, pizza crust, pancake mixes, waffle mixes, ice cream and frozen confections; Class 32 - fruit juices, vegetable juices and soft drinks Serial #76/205,473</p>	<p>Pending</p>	<p>PHOENIX</p>		

SCHEDULE TO TRADEMARK SECURITY AGREEMENT

MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
<p>GIANT EAGLE <i>and</i> DESIGN (<i>a/k/a</i> red logo for products) Class 1- film; Class3 - baby lotion, baby powder, baby oil, cotton balls, hair shampoo, mouthwash, and breath freshener; Class 5 – petroleum jelly for medical purposes, aspirin, ibuprofen for use as an oral analgesic, non-aspirin pain reliever, acetaminophen, dramamine, antacids, sleeping pills, cimetidine, suppositories, laxatives, enemas, castor oil, milk of magnesia, cold and flu remedies, cough syrups, nasal sprays, decongestant nasal sprays, cough drops, throat lozenges, douches, adult diapers, eye drops, saline solution, adhesive bandages, hydrocortisone cream, rubbing alcohol, hydrogen peroxide, witch hazel, mineral oil, epsom salts, and vitamins; Class 6 – aluminum foil; Class 8 – razor blades and disposable razors; Class 9 – batteries and disposable cameras; Class 10 – baby bottles, disposable bottle liners and thermometers for medical purposes; Class 11 – electric light bulbs; Class 16 – paper filters for coffee makers, plastic wrap, plastic sandwich bags, plastic garbage bags and plastic bags for household use; Class 21 – toothbrushes and dental floss; Class 29 – meat, frankfurters, poultry, fish, shrimp, scallops, tuna fish, candied nuts, shelled nuts, processed nuts, cranberry sauce, canned fruit, canned vegetables, jellies, fruit preserves, marmalade, jams, peanut butter, pickles, meat based spread, potato chips, soup, broth, soup mixes, butter, margarine, cheese, cottage cheese, yogurt, milk, sour cream and eggs; Class 30 – mixes for bakery goods, baking soda, cake frosting, candy, coffee, tea, pizza suace, pasta sauce, sloppy joe sauce, tartar sauce, barbecue sauce, chili sauce, cocktail sauce, mustard, ketchup, relish, salsa, gravy, vinegar, crackers, flour, honey, pasta, macaroni, noodles, mayonnaise, salad dressing, cheese popcorn, popped popcorn, cheese curls, sugar, pancake syrup, bread, bread crumbs, cookies, salt, pot pies, pizza, pizza crust, pancake mixes, waffle mixes, ice cream and frozen confections; Class 32 – fruit juices, vegetable juices and soft drinks Serial #76/205,474</p>	Pending	PHOENIX		
<p>GIANT EAGLE (supermarket services) Reg. #2,521,719</p>	Registered	PHOENIX	12/25/01	

SCHEDULE TO TRADEMARK SECURITY AGREEMENT

MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
GIANT EAGLE <i>and</i> DESIGN (a/k/a red logo) (supermarket services) Reg. #2,548,902	Registered	PHOENIX	03/19/02	
GIANT EAGLE (stylized block letters) Reg. #1,287,433	Registered	PHOENIX	07/24/84	
GIANT EAGLE <i>and</i> DESIGN (supermarket services) Reg. #1,298,171	Registered	PHOENIX	09/25/84	
GIANT EAGLE (non-magnetically coded prepaid phone card) Reg. #2,140,775	Registered	PHOENIX	03/03/98	
GIANT EAGLE <i>and</i> DESIGN (non-magnetically coded prepaid phone card) Reg. #2,140,776	Registered	PHOENIX	03/03/98	
GIANT EAGLE (retail gasoline supply services) Serial #76/213,460	Pending	PHOENIX		
GIANT EAGLE <i>and</i> DESIGN (retail gasoline supply services) Serial #76/213,461	Pending	PHOENIX		
GIANT EAGLE ADVANTAGE CARD (retail supermarket and grocery store services featuring a special identification card for preferred customers) Reg. #1,949,612	Registered	PHOENIX	01/16/96; renewed until 01/16/06	
GIANT EAGLE BABY SHOP <i>and</i> DESIGN (supermarket services, namely providing a baby products area in a supermarket) Reg. #2,320,869	Registered	PHOENIX	02/22/00	
GIANT EAGLE CANDY PLACE <i>and</i> DESIGN (candy) and (supermarket services in the nature of a candy aisle) Reg. #2,581,133	Registered	PHOENIX		

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MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
GIANT EAGLE CREAMERY CLASSICS (ice cream and frozen yogurt) Serial #76/343,805	Pending	PHOENIX		
GIANT EAGLE CREAMERY CLASSICS <i>and</i> DESIGN (ice cream and frozen yogurt) Serial #76/424,205	Pending	PHOENIX		
GIANT EAGLE EXPRESS (retail store services featuring convenience store items and gasoline) Serial #76/226,268	Pending	PHOENIX		
GIANT EAGLE HEARTY MENU (soup) Reg. #2,198,483	Registered	PHOENIX	10/20/98	
GIANT EAGLE IT TAKES A GIANT TO MAKE LIFE SIMPLE (supermarket services) Serial #76/149,380	Pending	PHOENIX		
GIANT EAGLE IT TAKES A GIANT TO MAKE LIFE SIMPLE <i>and</i> DESIGN (supermarket services) Reg. #2,514,888	Registered	PHOENIX	12/04/01	
GIANT EAGLE. MAKE EVERY DAY TASTE BETTER (retail supermarket services) Serial #76/284,544	Pending	PHOENIX		
GIANT EAGLE. MAKE EVERY DAY TASTE BETTER <i>and</i> DESIGN (retail supermarket services) Serial #76/294,945	Pending	PHOENIX		
GIANT EAGLE PHARMACY <i>and</i> DESIGN (retail pharmacy and drug stores services) Reg. #1,323,818	Registered	PHOENIX	03/05/85	
GIANT EAGLE RUSTIC ITALIAN RECIPES (soup) Reg. #2,222,546	Registered	PHOENIX	02/09/99	
GIANT EAGLE RUSTIC ITALIAN RECIPES (pasta sauce) Serial #76/165,639	Pending	PHOENIX		

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MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
GIANT EAGLE RUSTIC ITALIAN RECIPES (salad dressing) Serial #76/281,499	Pending	PHOENIX		
GIANT EAGLE RUSTIC ITALIAN RECIPE (salad dressing) Serial #76/311,688	Pending	PHOENIX		
GIANT EAGLE SOUP SINGLES <i>and</i> DESIGN (soup) Serial #76/373,105	Pending	PHOENIX		
GIANT EAGLE SWIFT SCAN (supermarket services) Serial #76/110,221	Pending	PHOENIX		
GIANT EAGLE WIRELESS (Retail store services featuring (i) pagers, cellular telephones and service plans therefore; (ii) telephone cards; (iii) personal digital assistants and (iv) internet access services) Serial #76/343,807	Pending	PHOENIX		
GIANT STEPS (breakfast cereal) Reg. #2,493,270	Registered	PHOENIX	09/25/01	
GIANTEAGLE.COM (Electronic supermarket retailing via computer accessible by means of a global computer network) Serial #76/207,851	Pending	PHOENIX		
GIFT GARDEN (supermarket services, namely a department featuring flowers, gifts and chocolates Reg. #2,324,217	Registered	PHOENIX	02/29/00	PA Reg. #2681366 - 02/27/96
GIFT GARDEN <i>and</i> DESIGN (for supermarket services, namely a department featuring flowers, gifts and chocolates) 2,324,218	Registered	PHOENIX	02/29/00	
GOLDEN GRAIN CRUNCH (cereal) Serial #76/198,894	Pending	PHOENIX		

SCHEDULE TO TRADEMARK SECURITY AGREEMENT

MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
GRANDEUR (paper napkins and facial tissue) Reg. #2,425,576	Registered	PHOENIX	01/30/01	
HEALTHY CONNECTIONS (providing an interactive computer kiosk which provides recipes, menus, nutrition information, shopping lists and coupons for customers in retail supermarkets) Reg. #2,017,217	Registered	PHOENIX	11/19/96	
HEALTHY CONNECTIONS (providing consumer information in the fields of health and wellness) Serial #76/429,829	Pending	PHOENIX		
HEARTY MENU (soup) Reg. #2,232,127	Registered	PHOENIX	03/16/99	
HOMEMADE HELPINGS (frozen entrees) Serial #76/356,500	Pending	PHOENIX		
HONEY BUTTONS (breakfast cereal) Reg. #2,505,058	Registered	PHOENIX	11/06/01	
IGGLE (retail supermarket services) (word mark for mascot) Serial # 75/820,883	Pending	PHOENIX		
IGGLE <i>and</i> DESIGN (retail supermarket services) Serial #76/185,461	Pending	PHOENIX		
IGGLE VIDEO (rental of videotapes and video games) Reg. #2,364,682	Registered	PHOENIX	07/04/00	
IGGLE VIDEO <i>and</i> DESIGN (rental of videotapes and video games) Reg. #2,364,683	Registered	PHOENIX	07/04/00	
JALAPENO MELTS (breaded jalapeno pepper frozen appetizer) Serial #76/366,596	Pending	PHOENIX		
KIBBLE BLEND (pet food) Serial #76/387,444	Pending	PHOENIX		

SCHEDULE TO TRADEMARK SECURITY AGREEMENT

MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
THE KITCHENS AT GIANT EAGLE (supermarket services, namely providing prepared and semi-prepared food items for consumption on and off the premises) Reg. #2,248,346	Registered	PHOENIX	05/25/99	
THE KITCHENS AT GIANT EAGLE <i>and</i> DESIGN (supermarket services providing prepared and semi-prepared food items for consumption on and off the premises) Reg. #2,362,391	Registered	PHOENIX	06/27/00	
KITTEN CHOICE (cat food) Serial #76/387,689	Pending	PHOENIX		
KNOWASIS (computer software for knowledge-based management in International Class 9 and business consultation services in the filed of knowledge-based management in International Class 35) Serial #76/419,863	Pending	PHOENIX		
LEAF AND LADLE (supermarket services, namely a department providing soup and salad for consumption on or off the premises) Serial #76/270,526	Pending	PHOENIX		
LEAF AND LADLE SOUP AND SALAD EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN (supermarket services, namely a department providing soup and salad for consumption on or off the premises) Serial #76/270,525	Pending	PHOENIX		

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MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
LUNCH STAR (packaged lunch assortments, namely, packaged food combinations consisting primarily of processed meats and cheese, in Class 29; and for lunch entrees consisting primarily of frozen, prepared and packaged pizza; ham and cheese deli wrap sandwiches; and frozen, packaged Mexican style tortillas with cheese, and beef, in Class 30) Class: 29 and 30 Reg. #2,355,185	Registered	PHOENIX	06/06/00	
MAKE EVERY DAY TASTE BETTER (retail supermarket services) Serial #76/286,322	Pending	PHOENIX		
MEALTIME CHOICES (for retail supermarket services, namely, providing a fresh, unprepared beef, fish, veal, chicken and pork department in a supermarket) Reg. #2,143,568	Registered	PHOENIX	03/10/98	
MEGA MIDDLES (cookies) Serial #76/333,595	Pending	PHOENIX		
MIXED MEDLEY (cat food) Serial #76/387,697	Pending	PHOENIX		
NATURE'S BASKET (supermarket services, namely a natural food / product department) Reg. #2,416,477	Registered	PHOENIX	12/26/00	

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MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
NATURE'S BASKET (cereal, granola bars, soup, natural soymilk, natural rice milk, organic milk, organic shelf stable juice, organic frozen vegetables, organic cheese, organic pasta, instant hot cereal (cups), instant mashed potatoes (cups), organic canned vegetables, organic canned legumes, organic drypack beans, organic bread, organic salty snacks, organic canned tomatoes, organic apple sauce, organic apple juice, and cookies) Serial #75/846,889	Pending	PHOENIX		
NOT SO GIANT EAGLE (retail store services featuring convenience store items and gasoline) Serial #76/228,322	Pending	PHOENIX		
OLIVES D'AQUILA (olives) Reg. #1,940,970	Registered	PHOENIX	12/12/95	
OLIVES DI AQUILA (processed olives) Reg. #2,558,815	Registered	PHOENIX	04/09/02	
PECAN GRANDS (cookies) Reg. #2,502,576	Registered	PHOENIX	10/30/01.	
PET CARE STATION (supermarket services, namely providing a pet food and supply aisle in a supermarket) Reg. #2,060,175	Registered	PHOENIX	05/06/97	
PETAL EXPRESS (wholesale floral distributorship services) Reg. #2,143,906	Registered	PHOENIX	03/17/98	PA - 02/23/88 (#8814813 WV - 03/21/88
PICK A CARD...ANY CARD (supermarket services featuring a greeting card aisle) Reg. #2,089,826	Registered	PHOENIX	08/19/97	
PIZZA DI CASA (pizza) Reg. #1,980,381	Registered	PHOENIX	06/18/96	

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MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
PIZZA DI CASA (breadsticks and calzones) Reg. #2,563,491	Registered	PHOENIX	04/23/02	
PIZZA DI CASA EXCLUSIVELY AT GIANT EAGLE <i>and</i> DESIGN (pizza, bread sticks and calzones) Reg. #2,563,560	Registered	PHOENIX	04/23/02	
PRO-POWER (batteries) Reg. #2,528,123	Registered	PHOENIX	01/08/02	
PRO SERIES (photographic printing and developing services) Reg. #2,120,163	Registered	PHOENIX	12/09/97	
PRO SERIES (unexposed photographic film) Reg. #2,076,530	Registered	PHOENIX	07/01/97	
PROSERIES (single use cameras) Reg. #2,277,360	Registered	PHOENIX	09/14/99	
PROSERIES <i>and</i> Design (unexposed camera photographic film; and photographic single use camera) Reg. #2,519,502	Registered	PHOENIX	12/18/01	
PUFF PALS (cereal) Reg. #2,491,189	Registered	PHOENIX	09/18/01	
PUPPY SOURCE (dog food) Serial #76/390,951	Pending	PHOENIX		
RCC <i>and</i> Design (supermarket services, namely a supermarket department providing prepared chicken) Reg. #2,356,566	Registered	PHOENIX	06/13/00	
REFRESHMENT CENTRAL (beverage department in a supermarket) Serial #76/161,648	Pending	PHOENIX		
RIVER CITY CHICKEN (supermarket services, namely a supermarket department providing prepared chicken) Serial #75/451,317	Pending	PHOENIX		

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MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
RIVER CITY CHICKEN COMPANY (supermarket services, namely a supermarket department providing prepared chicken) Serial #75/449,294	Pending	PHOENIX		
RIVER CITY CHICKEN COMPANY EXCLUSIVELY AT GIANT EAGLE AND DESIGN <i>and</i> RCC <i>and</i> DESIGN (supermarket services, namely a supermarket department providing prepared chicken) Serial #75/455,896	Pending	PHOENIX		
RIVER CITY SANDWICH STATION (supermarket services, namely a supermarket department providing prepared chicken) Serial #75/451,319	Pending	PHOENIX		
RUSTIC ITALIAN RECIPES (soup) Reg. #2,228,511	Registered	PHOENIX	03/02/99	
RUSTIC ITALIAN RECIPES (pasta sauce) Serial #76/165,801	Pending	PHOENIX		
RUSTIC ITALIAN RECIPES (salad dressing) Serial #76/281,523	Pending	PHOENIX		
RUSTIC ITALIAN RECIPE (salad dressing) Serial #76/298,414	Pending	PHOENIX		
SAVORIES (crackers) Serial #76/169,896	Pending	PHOENIX		
SEAWAY (Foods and ingredients of foods and other items customarily sold in supermarkets) OH - TM15138	Pending	PHOENIX	Expires: 09/26/2007	OHIO #TM15138
SEAWAY (Plastic sandwich and trash bags and plastic food wrap) Reg. #1,656,239	Registered	PHOENIX	09/10/91	

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SEAWAY (Laundry bleach, fabric softener for household use, dishwashing detergent, ammonia for cleaning purposes, cleaning preparations for windows and liquid detergent for household use) Reg. #1,657,105	Registered	PHOENIX	09/17/91	
SEAWAY (Charcoal lighter fluid) Reg. #1,657,963	Registered	PHOENIX	09/24/91	
SEAWAY (Butter, margarine, soups, pork & beans, canned tuna, dried fruits, tomato paste and puree, processed nuts, processed & frozen potatoes, processed olives, pickles and whipped toppings) Reg. #1,658,346	Registered	PHOENIX	09/24/91	
SEAWAY (Pastas, vanilla flavoring, tomato sauce, table syrup, bread crumbs, flour, sugar, rice, crackers, vinegar, waffles, bagels, toaster pastries, biscuits, macaroni and cheese) Reg. #1,658,403	Registered	PHOENIX	09/24/91	
SEAWAY (Canned, bottled, preserved, fresh, dried, and frozen foods, namely, fruits, fruit juices, vegetables, vegetable juices, fish, meat, relishes, condiments in the form of mustard, ketchup, chili sauce and salt, cooking oils, vegetable shortening, honey, jams, jellies and preserves, coffee, tea, cocoa, salad dressing, spices, unpopped popcorn, poultry, baked goods in the form of bread, dairy products in the form of milk, cream, and cheese, and sandwich spreads in the form of peanut butter, cheese base and fruit or vegetable mixtures, and minced meats) Reg. #904,799	Registered	PHOENIX	12/22/70; renewed 11/21/90; renewed until 12/22/2010	

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MARK	STATUS	OWNER / APPLICANT	FEDERAL REGISTRATION DATE	STATE REGISTRATION DATE
SNUGGLES (disposable diapers) Serial #76/331,212	Pending	PHOENIX		
SNUGGLES (baby wipes) Serial #76/357,296	Pending	PHOENIX		
SNUGGLE-UPS (disposable training pants) Serial #76/331,211	Pending	PHOENIX		
SOFT DREAMS (facial and bath tissue) Reg. #2,430,453	Registered	PHOENIX	02/20/01	
SOUP SINGLES (soup) Serial #76/359,494	Pending	PHOENIX		
SOUP THAT SATISFIES (soup) Reg. #2,202,946	Registered	PHOENIX	11/10/98	
SOUPERS! SOUP & SALAD <i>and</i> DESIGN (supermarket services, namely providing a full service soup and salad bar in a supermarket) Reg. #2,397,957	Registered	PHOENIX	10/24/00	
SOUPERS! SOUP & SALAD FROM THE KITCHENS AT GIANT EAGLE (supermarket services, namely providing a full service soup and salad bar in a supermarket) Reg. #2,412,378	Registered			
SUN SPRAY (shelf stable juice product, namely, fruit juices) Reg. #2,462,547	Registered	PHOENIX	06/19/01	
SUNRISE BAGELS (bagels) Reg. #2,461,737	Registered	PHOENIX	06/19/01	
SUNRISE BAGELS <i>and</i> DESIGN (bagels) Reg. #1,997,474	Registered	PHOENIX	08/27/96; renewed	
SWEET BREAKS (cookie and brownie dough) Serial #76/311,684	Pending	PHOENIX		
TALON LOGISTICS (transportation, logistics and distribution services) Serial #76/057,950	Pending	PHOENIX		

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TASTE OF VALUE (supermarket services) Reg. #2,333,099	Registered	PHOENIX	03/21/00	
TASTE THE TRADITION (frozen pierogies) Reg. #2,250,554	Registered	PHOENIX	06/01/99	
TOAST UPS (toaster pastry) Serial #76/332,711	Pending	PHOENIX		
THE TOWN CARVER MEAT SHOP (supermarket services in the nature of a meat department) Serial #76/409,214	Pending	PHOENIX		
TWISPS (crackers) Reg. #2,528,478	Registered	PHOENIX	01/08/02	
ULTIMATE RISE (frozen pizza) Reg. #2,305,883	Registered	PHOENIX	01/04/00	
VALLEY BROOK FARMS (ice cream) Reg. #2,546,551	Registered	PHOENIX	03/12/02	
VALLEY BROOK FARMS <i>and</i> DESIGN (ice cream) Reg. #2,546,628	Registered	PHOENIX	03/12/02	
VALU DRUGS <i>and</i> DESIGN (retail pharmacy and drug store services) Reg. #1,297,072	Registered	PHOENIX	09/18/84	
VALU KING SUPERMARKETS <i>and</i> DESIGN (retail grocery and health and beauty aid store services) Reg. #1,343,587	Registered	PHOENIX GE (Fed.) TR (OH)	06/18/85	OH – RN 36340; 08/30/73
WHEN IT SAYS GIANT EAGLE, YOU KNOW ITS GOOD (retail supermarket services) Serial #76/390,288	Pending	PHOENIX		
WISHING STARS (cereal) Reg. #2,532,559	Registered	PHOENIX	01/22/02	
SOUPERS! Reg. 2,333,728	Registered	PHOENIX	03/21/00	
Design – profile of lady in hat #1,231,265	Registered	RISER	03/15/83	
LITE MAID #1,248,011	Registered	RISER	08/09/83	

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ABSOLUTE MINIMUM PRICING PA Reg. #1504350	Registered	GIANT EAGLE		04/03/99