

09-04-2003



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TRADEMARKS

Form PTO-1594
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Fleming Retail Holdings, Inc. (f/k/a Rainbow Food Group, Inc.)

Individuals Association
 General Partnership Limited Partnership

Corporation - Nevada
 Other

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

2. Name and address of receiving party(ies):

Name: JPMorgan Chase Bank
 Internal Address: 270 Park Avenue
 Street Address:
 City: New York State: New York Zip Code: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other Collateral Agent

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: May 6, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

76/161071

Additional numbers attached? Yes No

Trademark Registration No.(s)

2003 JUN 28 AM 9:49
OPR/FINANCE

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Helen Bruno, Senior Legal Assistant
 Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

6. Total number of applications and registrations involved 1

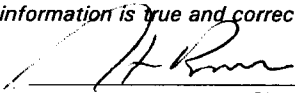
7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705

(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 document.

Helen Bruno  August 28, 2003
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 8

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

**Mail Stop Assignment Recordation Services
 Director of US Patent and Trademark Office
 PO Box 1450
 Alexandria, VA 22313-1450**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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**TRADEMARK
REEL: 002815 FRAME: 0452**

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Fleming Retail Holdings, Inc. (f/k/a Rainbow Food Group, Inc.), a Nevada Corporation (the "Grantor") with principal offices at 8000 Excelsior Blvd., Hopkins, MN 55343, hereby grants to JPMorgan Chase Bank, as Collateral Agent, with principal offices at 270 Park Avenue, New York, New York 10019, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other Grantors from time to time party thereto and the Grantee, dated as of May 6, 2003 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

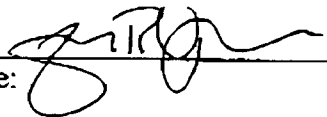
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
28th day of August, 2003.

Fleming Retail Holdings, Inc.
(Formerly RAINBOW FOOD GROUP, INC.) Grantor

By 
Name:
Title:

JPMORGAN CHASE BANK,
as Collateral Agent and Grantee

By 

Name: Roger A. Odell

Title: Managing Director

STATE OF Texas)
COUNTY OF Denton) ss.:

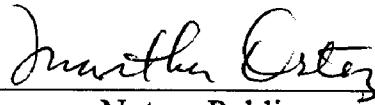
On this 28th day of August, 2003, before me personally came James R. Vaughan who, being by me duly sworn, did state as follows: that he is President of Fleming Retail Holdings, Inc. (formerly Rainbow Food Group, Inc.), that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Margie A. Greer
Notary Public

STATE OF New York)
COUNTY OF New York) ss:

On this 25 day of June, 2003, before me personally came _____
Roger Odell who, being by me duly sworn, did state as follows: that he is
Managing Director of JPMorgan Chase Bank, that he is authorized to execute the foregoing
Grant on behalf of said corporation and that he did so by authority of the Board of Directors of
said corporation.



Notary Public

MARTHA ORTIZ
Notary Public, State of New York
No. 01OR6028416
Qualified in Kings County
Commission Expires August 2, 20 05

**RAINBOW FOOD GROUP, INC.
TRADEMARKS**

<u>Legal Entity</u>	<u>Mark</u>	<u>Type</u>	<u>Registration No.</u>
Rainbow Food Group, Inc.	YOUR HOMETOWN GROCER	Federal	Pending, Serial # 76/161,071