

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Trademark Holdings, LLC		05/25/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Village Pantry, LLC
Street Address:	9800 Crosspoint Blvd.
Internal Address:	C/o Marsh Supermarkets, Inc.
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46256
Entity Type:	LIMITED LIABILITY COMPANY: INDIANA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	0855710	VILLAGE PANTRY
Registration Number:	1034956	VILLAGE PANTRY
Registration Number:	1162326	VILLAGE PANTRY
Registration Number:	1317347	VILLAGE PANTRY
Registration Number:	1432563	IF WE'RE NOT IN YOUR NEIGHBORHOOD YET, WE'RE ON YOUR WAY HOME
Registration Number:	1604882	MUG-A-LUG
Registration Number:	1628597	THANK\$ A LOTTERY
Registration Number:	2009816	SELECT A SUB
Registration Number:	2839973	VP.
Registration Number:	3096820	IF YOU NEED IT FAST, DON'T DRIVE PAST...VILLAGE PANTRY
Registration Number:	3135581	VP VILLAGE PANTRY

CH \$290.00 0855710

CORRESPONDENCE DATA

Fax Number: (202)739-3001

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-739-5652

Email: chowell@morganlewis.com

Correspondent Name: Catherine R. Howell, Paralegal

Address Line 1: 1111 Pennsylvania Ave., N.W.

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	067172-0001
NAME OF SUBMITTER:	Catherine R. Howell, Paralegal
Signature:	/Catherine R. Howell/
Date:	06/05/2007

Total Attachments: 3

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VILLAGE PANTRY TRADEMARK ASSIGNMENT

This Village Pantry Trademark Assignment ("Assignment") is entered into this 25th day of May, 2007 by and between Trademark Holdings, LLC, a Delaware limited liability company, ("Assignor"), and Village Pantry, LLC, an Indiana limited liability company ("Assignee").

WHEREAS, Assignor and Assignee have entered into that certain **DISTRIBUTION AND CONTRIBUTION AGREEMENT**, dated as of the date hereof (the "Agreement") pursuant to which Assignor agreed to assign to Assignee all right, title, and interest in and to the trademarks listed on **Exhibit A** attached hereto (the "Trademarks");

WHEREAS, pursuant to the Agreement, the parties wish to enter into this Assignment to transfer the entire right, title and interest in and to the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby irrevocably conveys, sells, assigns and transfers to Assignee, its successors and assigns, all worldwide right, title and interest, legal and equitable, in and to the Trademarks, together with all of the goodwill of the business symbolized by the Trademarks. The assignment of the Trademarks granted herein includes all rights of action accrued, accruing and to accrue under and by virtue of the Trademarks, including all right to sue or otherwise recover for past, present and future infringement and to receive all damages, payments, costs and fees associated therewith. Assignor shall, at its own cost and expense, execute and deliver any and all instruments and documents and take such further actions as may be necessary or reasonably requested by Assignee to document and record with the appropriate authorities the aforesaid assignment and transfer, provided that Assignee shall be solely responsible for filing and recording such documents.

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IN WITNESS WHEREOF, the parties, by their duly authorized officers, do hereby execute this Assignment as of the date first written above.

TRADEMARK HOLDINGS, LLC

By: Laura S. Gretencord

Name: Laura S. Gretencord

Title: Assistant Secretary

VILLAGE PANTRY, LLC

By: Charles M. Parker

Name: Charles M. Parker

Title: Chief Executive Officer & President

[Signature Page to Village Pantry Trademark Assignment]

TRADEMARK
REEL: 003555 FRAME: 0204

Exhibit A

Mark	Reg. No.
Village Pantry	855,710
Village Pantry	1,034,956
Village Pantry	1,162,326
Village Pantry	1,317,347
If We're Not in Your Neighborhood Yet, We're On your Way Home	1,432,563
Mug-A-Lug	1,604,882
Thank\$ a Lottery	1,628,597
Select a Sub	2,009,816
VP [Design]	2,839,973
If you need it Fast, Don't Drive Past . . . Village Pantry	3,096,820
VP [Design]	3,135,581