

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Phoenix Intangibles Holding Company		11/13/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	The Bank of New York Mellon
<b>Street Address:</b>	One Mellon Center
<b>Internal Address:</b>	Room 151-3600
<b>City:</b>	Pittsburgh
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	15258
<b>Entity Type:</b>	state chartered bank: NEW YORK

**PROPERTY NUMBERS Total: 39**

Property Type	Number	Word Mark
Serial Number:	77290481	AMERICAN SEAWAY FOODS
Registration Number:	2781332	AQUA XTRA
Registration Number:	3217217	AQUAADE
Serial Number:	77028065	AQUAADE
Registration Number:	2946381	
Registration Number:	2948629	
Serial Number:	77449253	CHESTNUT RIDGE
Serial Number:	77449334	CHESTNUT RIDGE BEVERAGE COMPANY
Serial Number:	77161823	CORNER FRESH
Registration Number:	3215890	COURTNEY TAYLOR
Serial Number:	77326862	E-OFFERS
Registration Number:	3390270	EGGCEPTIONALS
Serial Number:	77462651	ENLIVEN

CH \$990.00 77290481

Serial Number:	77462650	ENLIVEN BY GIANT EAGLE
Serial Number:	77045194	FLAVOR FUSION
Serial Number:	77313290	FLAVOR TWIST
Serial Number:	78944941	FLY THRU
Registration Number:	3266394	FRESH FINDS
Serial Number:	77382856	G
Serial Number:	77296152	GIANT EAGLE
Registration Number:	3366493	GIANT EAGLE EXPRESS
Registration Number:	3315892	NATURE'S BASKET GIANT EAGLE
Serial Number:	77067416	GIANT EAGLE NATURE'S BASKET ORGANIC
Registration Number:	3168744	GIANT EAGLE OPTICAL
Registration Number:	3168745	GIANT EAGLE OPTICAL
Serial Number:	77450825	HEALTH HEADQUARTERS
Serial Number:	77255576	HEALTHPERKS!
Registration Number:	3402787	HEALTHY MEDLEY
Registration Number:	1784962	LE-NATURE'S
Registration Number:	2853154	LE NATURE'S
Serial Number:	77229279	NATURE'S FORMULA
Serial Number:	77429669	PERSONAL BEST
Registration Number:	3314693	PHOTO BAR
Serial Number:	77499542	PRICE CUT
Serial Number:	77508829	GIANT EAGLE PRICE CUT
Serial Number:	77508793	PRICE CUT
Serial Number:	78848036	REDEEM
Serial Number:	77510004	SOLDE
Registration Number:	3263468	TOP 'N BAKE

**CORRESPONDENCE DATA**

Fax Number: (614)227-2100  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 614-227-2000  
Email: ipdocket@porterwright.com  
Correspondent Name: Karen K. Hammond  
Address Line 1: 41 South High Street  
Address Line 4: Columbus, OHIO 43215

ATTORNEY DOCKET NUMBER: 3998049-159738

NAME OF SUBMITTER:	Karen K. Hammond
Signature:	/karenkhammond/
Date:	03/02/2009
<b>Total Attachments: 9</b> source=phoenix_trademark#page1.tif source=phoenix_trademark#page2.tif source=phoenix_trademark#page3.tif source=phoenix_trademark#page4.tif source=phoenix_trademark#page5.tif source=phoenix_trademark#page6.tif source=phoenix_trademark#page7.tif source=phoenix_trademark#page8.tif source=phoenix_trademark#page9.tif	

**SHORT FORM TRADEMARK SECURITY AGREEMENT**

TRADEMARK SECURITY AGREEMENT, dated as of November 13, 2008, by PHOENIX INTANGIBLES HOLDING COMPANY, a Delaware corporation ("*Phoenix*"), 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)* of the Second Amended and Restated Security Agreement referred to below (together with Phoenix, each a "*Grantor*" and, collectively, the "*Grantors*") in favor of THE BANK OF NEW YORK MELLON, successor in interest to MELLON BANK, N.A. ("*Mellon*"), as collateral agent for the Secured Parties (as defined in the Second 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 Second Amended and Restated Credit Agreement, dated as of November 7, 2005 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "*Second Amended and Restated Credit Agreement*"), among Giant Eagle, Inc. (the "*Borrower*"), the Lenders and Issuers party thereto, Citicorp USA, Inc., as Administrative Agent for the Lenders and Issuers, and The Bank of New York Mellon, successor in interest to Mellon Bank, N.A., as Collateral 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 a Second Amended and Restated Security Agreement as of November 7, 2005 in favor of the Collateral Agent (the "*Second 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 to enter into the Second 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 Second Amended and Restated Credit Agreement or in the Second Amended and Restated Security Agreement and used herein have the meaning given to them in the Second Amended and Restated Credit Agreement or the Second 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, 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 Second 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 Second 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 officer as of the date first set forth above.

Very truly yours,

PHOENIX INTANGIBLES HOLDING COMPANY  
as Grantor

By: [Signature]  
Name: Kevin Shelton  
Title: Vice President

ACKNOWLEDGEMENT OF GRANTOR

Commonwealth of  
STATE OF Pennsylvania  
COUNTY OF Allegheny ss.

On this 13<sup>th</sup> day of November, 2008, before me personally appeared Kevin Shelton, 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.

[Signature: Leyha M. Crawford]

Notary Public  
COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Leyha M. Crawford, Notary Public  
O'Hara Twp., Allegheny County  
My Commission Expires March 26, 2011  
Member, Pennsylvania Association of Notaries

ACCEPTED AND AGREED  
as of the date first above written:

THE BANK OF NEW YORK MELLON,  
SUCCESSOR IN INTEREST TO MELLON BANK, N.A.,  
as Collateral Agent

By: [Signature: David B. Wirl]  
Name: David B. Wirl  
Title: Vice President

# TRADEMARKS, PATENTS & COPYRIGHTS

Phoenix Intangibles Holding Company

## TRADEMARKS

MARK	STATUS	REGISTRATION DATE
<b>AMERICAN SEAWAY FOODS</b> (word mark for wholesale distributorships featuring food, health and beauty products and general grocery store merchandise) Class: 35 Serial #77/290,481	Pending <sup>TM</sup>	
<b>AQUA XTRA</b> (non-carbonated, pasteurized, enriched, flavored and unflavored drinking waters) Class: 32 Reg. #2,781,332	Registered ®	11/11/03
<b>AQUA XTRA</b> #645,055		Canadian Registration
<b>AQUAADE</b> (vitamin enriched waters, namely fitness water, vitamin enriched flavored water drinks, vitamin enriched bottled drinking water, vitamin enriched purified drinking water, and vitamin enriched filtered water) Class: 5 Reg. #3,217,217	Registered ®	03/13/07
<b>AQUAADE</b> (flavored water drinks, mineral water, spring water, sparkling water, bottled drinking water, sports drinks, aerated water, purified drinking water, filtered water, isotonic drinks and fruit beverages in class 32; vitamin enriched beverages, namely, vitamin enriched mineral water, vitamin enriched spring water, vitamin enriched sparkling water, vitamin enriched sports drinks, vitamin enriched aerated water, vitamin enriched isotonic drinks, vitamin enriched fruit beverages in class 5) Class: 32 and 5 Serial #77/028065	Pending <sup>TM</sup>	
<b>BOTTLE DESIGN</b> (non-carbonated, pasteurized teas; non-carbonated, pasteurized coffees in class 30; non-carbonated, pasteurized flavored and unflavored drinking waters, fruit juices, and lemonades in class 32) Class: 30 and 32 Reg. #2,946,381	Registered ®	05/03/05
<b>BOTTLE DESIGN</b> (non-carbonated, pasteurized flavored and unflavored drinking waters, fruit juices, and lemonades in class 32; non-carbonated, pasteurized teas, non-carbonated pasteurized coffees in class 30) Class: 30 and 32 Reg. #2,948, 629	Registered ®	05/10/05

# TRADEMARKS, PATENTS & COPYRIGHTS

MARK	STATUS	REGISTRATION DATE
CHESTNUT RIDGE (purified bottled water) Class: 32 Serial #77/449,253	Pending <sup>TM</sup>	
CHESTNUT RIDGE BEVERAGE COMPANY (purified bottled water) Class: 32 Serial #77/449,334	Pending <sup>TM</sup>	
CORNER FRESH (word mark for retail grocery services, including fuel; retail pharmacy services in Class 35; and restaurant services in Class 41) Class: 35 & 41 Serial #77/161,823	Pending <sup>TM</sup>	
COURTNEY TAYLOR <i>and</i> DESIGN (logo for eyewear, namely, eyeglasses; sunglasses; and frames for eyeglasses and sunglasses) Class: 9 Reg. #3,215,890	Registered ®	03/06/07
E-OFFERS (word mark for electronic couponing services offered by a supermarket through its website) Class: 35 Serial #77/326,862	Pending <sup>TM</sup>	
EGGCEPTIONALS (word mark for egg substitutes) Class: 29 Reg. #3,390,270	Registered ®	02/26/2008
ENLIVEN (yogurt, milk, egg substitute, peanut butter, spreads, milled flax seeds and shortening in class 29; crackers, cookies, pasta, pasta sauce, cereal bars, nutrition bars, breakfast cereals, oatmeal, snacks, wraps, granola, salad dressing, frozen dinners, frozen waffles, frozen desserts, pancakes, bread and rice in class 30; juices and beverages in class 32; and cosmetics in class 3) Class: 29, 30, 32 and 3 Serial #77/462,651	Pending <sup>TM</sup>	
ENLIVEN BY GIANT EAGLE (yogurt, milk, egg substitute, peanut butter, spreads, milled flax seeds and shortening in class 29; crackers, cookies, pasta, pasta sauce, cereal bars, nutrition bars, breakfast cereals, oatmeal, snacks, wraps, granola, salad dressing, frozen dinners, frozen waffles, frozen desserts, pancakes, bread and rice in class 30; juices and beverages in class 32; cosmetics in class 3 and meal replacement drinks, vitamin enriched water, and supplements in class 5) Class: 29, 30, 32, 3 and 5 Serial #77/462,650	Pending <sup>TM</sup>	



# TRADEMARKS, PATENTS & COPYRIGHTS

MARK	STATUS	REGISTRATION DATE
<b>FLAVOR FUSION</b> (word mark for drink mix powder) Class: 32 Serial #77/045,194	Pending <sup>TM</sup>	
<b>FLAVOR TWIST</b> (word mark for flavored waters) Class: 32 Serial #77/313,290	Pending <sup>TM</sup>	
<b>FLY THRU</b> (word mark for retail supermarket services including fuel) Class: 42 Serial #78/944,941	Pending <sup>TM</sup>	
<b>FRESH FINDS</b> (word mark for a newsletter in the field of supermarket items for sale to consumers) Class: 16 Reg. #3,266,394	Registered ®	07/17/07
<b>G</b> (word mark for newsletters in the field of products available at a supermarket) Class: 16 Serial #77/382,856	Pending <sup>TM</sup>	
<b>GIANT EAGLE and DESIGN</b> (logo for magnetically coded credit cards and magnetically coded debit cards in class 9; and debit card services and credit card service in class 36) Class: 9 and 36 Serial #77/296,152	Pending <sup>TM</sup>	
<b>GIANT EAGLE EXPRESS</b> (word mark for retail convenience store services featuring convenience store items and fuel) Class: 35 Reg. #3,366,493	Registered ®	01/08/2008
<b>GIANT EAGLE NATURE'S BASKET and DESIGN</b> (logo for vitamin and mineral supplements and meal replacement powders in Class 5; eggs, luncheon meats, beef, chicken, pork, turkey, and ham and vegetable chips in Class 29; and retail supermarket services in Class 35) Class: 5, 29, and 35 Reg. #3,315,892	Registered ®	10/23/2007

# TRADEMARKS, PATENTS & COPYRIGHTS

MARK	STATUS	REGISTRATION DATE
<p>GIANT EAGLE NATURE'S BASKET ORGANIC <i>and</i> DESIGN (logo for baby food in Class 5; vegetables, namely, carrots, eggplant, tomatoes, peppers, yams, zucchini, spinach, cucumbers, garlic, squash, sweet potatoes, peas and beans, olive oil, eggs, peanut butter, milk and soymilk in Class 29; pasta, salad dressing, spaghetti sauce, salsa, breakfast cereals, tortilla chips, popcorn, pretzels and potato chips in Class 30) Class: 5, 29 and 30 Serial #77/067,416</p>	Pending <sup>TM</sup>	
<p>GIANT EAGLE OPTICAL (word mark for retail optical stores in Class 35; and optician services in Class 44) Class: 35 and 44 Reg. #3,168,744</p>	Registered ®	11/07/06
<p>GIANT EAGLE OPTICAL <i>and</i> DESIGN (logo for retail optical stores in Class 35; and optician services in Class 44) Class: 35 and 44 Reg. #3,168,745</p>	Registered ®	11/07/06
<p>HEALTH HEADQUARTERS (health and wellness services) Class: 44 Serial #77/450,825</p>	Pending <sup>TM</sup>	
<p>HEALTHPERKS! (word mark for retail supermarket services and promoting the goods and services of others by offering discounts on products and services to purchases of healthful products such as salads and fresh fruits and vegetables) Class: 35 Serial #77/255,576</p>	Pending <sup>TM</sup>	
<p>HEALTHY MEDLEY (word mark for dog food) Class: 31 Reg. #3,402,787</p>	Registered ®	03/25/08
<p>LE-NATURE'S (words only) (carbonated mountain spring water with and without fruit flavoring) Class: 32 Reg. #1,784,962</p>	Registered ®	07/27/93

# TRADEMARKS, PATENTS & COPYRIGHTS

MARK	STATUS	REGISTRATION DATE
<p>LE NATURE'S (words only) (nutritionally fortified waters with or without flavoring and nutritionally fortified fruit juice-based beverages in class 5; tea-based beverages with or without flavoring in class 30; drinking waters with or without flavoring; lemonades; concentrates used in the preparation of soft drinks and fruit juice-based beverages in class 32) Class: 5, 30 and 32 Reg. #2,853,154</p>	Registered ®	06/15/04
<p>LE-NATURE'S #645,486</p>		Canadian Registration
<p>LE NATURES #628,915</p>		Canadian Registration
<p>NATURE'S FORMULA (word mark for pet food) Class: 31 Serial #77/229,279</p>	Pending ™	
<p>PERSONAL BEST (cosmetics in class 3; dietary and nutritional supplements and meal replacement drinks in class 5; yogurt, milk, egg substitute, peanut butter, frozen entrees consisting primarily of meat, fish, poultry or vegetables, spreads, milled flax seed, shortening; and beverages in class 30; and juices and sports drinks in class 32) Class: 3, 5, 30 and 32 Serial #77/429,669</p>	Pending ™	
<p>PHOTO BAR (word mark for digital photographic print processing services) Class: 40 Reg. #3,314,693</p>	Registered ®	10/16/07
<p>PRICE CUT (retail supermarket services) Class: 42 Serial #77,499,542</p>	Pending ™	
<p>PRICE CUT LOGO (w/GE shield) (retail supermarket services) Class: 42 Serial #77,508,829</p>	Pending ™	
<p>PRICE CUT LOGO (w/o GE shield) (retail supermarket services) Class: 42 Serial #77,508,793</p>	Pending ™	

# TRADEMARKS, PATENTS & COPYRIGHTS

MARK	STATUS	REGISTRATION DATE
<p><b>REDEEM</b>                      (organic and non-organic water, namely, vitamin fortified drinking water, fitness drinking, mineral and flavored water, flavored water drinks, enhanced drinking, mineral and flavored water, mineral water, spring water, sparkling water, bottled drinking water, aerated water, purified drinking water, and filtered drinking, mineral, aerated and flavored water; organic and non-organic isotonic drinks; organic and non-organic sports drinks; organic and non-organic energy sports drinks in the nature of tea; organic and non-organic lemonade; organic and non-organic fruit juices; organic and non-organic concentrates used in the preparation of soft drinks and fruit juice-based beverages; organic and non-organic fruit beverages; organic and non-organic soy-based beverages not being milk substitutes)                      Class: 32                      Serial #78/848,036</p>	<p>Pending <sup>TM</sup></p>	
<p><b>SOLDE</b>                      (cosmetics, soaps, deodorant, toothpaste, lotions, creams, scents, scrubs, lip balm, hand sanitizer, baby lotion, baby wash, baby balm, bath salts, and mouthwash in class 3; candles in class 4)                      Class: 3 and 4                      Serial #77/510,004</p>	<p>Pending <sup>TM</sup></p>	
<p><b>TOP 'N BAKE</b>                      (word mark for pizza crust)                      Class: 30                      Reg. #3,263,468</p>	<p>Registered ®</p>	<p>07/10/07</p>