

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Phoenix Intangibles Holding Company		02/24/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 40

Property Type	Number	Word Mark
Serial Number:	77644032	AUTHENTICITEA
Serial Number:	77530249	CLEAR LEAF
Serial Number:	77578323	CLEAR LEAF
Registration Number:	3124659	COASTLINE
Registration Number:	3134187	COASTLINE
Registration Number:	3134004	COURTNEY TAYLOR
Serial Number:	77541477	ECO-LIGHT
Serial Number:	77554519	FOODPERKS!
Serial Number:	77554526	FOODPERKS
Serial Number:	77599953	GIANT EAGLE FOODPERKS! FUEL YOUR WAY TO FOOD SAVINGS GIANT EAGLE FUELPERKS!
Serial Number:	77599736	FUEL YOUR WAY TO FOOD SAVINGS
Serial Number:	77292845	FUELPERKS!

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Serial Number:	77509702	FUELPERKS!
Serial Number:	77509716	FUELPERKS!
Serial Number:	77568885	FUELPERKSMALL.COM
Serial Number:	77568895	FUELPERKS! MALL
Serial Number:	77577443	FUELPERKS! MALL.COM
Serial Number:	77577439	FUELPERKS! MALL
Serial Number:	77539452	FUELPERKS! TRAVEL
Serial Number:	77539441	FUELPERKSTRAVEL.COM
Serial Number:	77539462	FUELPERKS! TRAVEL
Serial Number:	77292850	GIANT EAGLE
Registration Number:	3535299	GIANT EAGLE
Registration Number:	3535300	GIANT EAGLE
Serial Number:	77530100	GIANT EAGLE
Serial Number:	77675065	EVERYDAY EASIER
Serial Number:	77599933	GIANT EAGLE FOODPERKS!
Serial Number:	77599976	GIANT EAGLE FOODPERKS! GIANT EAGLE ADVANTAGE CARD
Serial Number:	77599781	GIANT EAGLE FOODPERKS! FUEL YOUR WAY TO FOOD SAVINGS
Serial Number:	77600000	GIANT EAGLE FOODPERKS! FUEL YOUR WAY TO FOOD SAVINGS GIANT EAGLE ADVANTAGE CARD
Registration Number:	3541678	GIANT EAGLE FUELPERKS! SHOP YOUR WAY TO FUEL SAVINGS
Serial Number:	77644060	ONE BODY
Serial Number:	77631271	ONE FORWARD
Serial Number:	77630506	ONE FORWARD PHARMACY
Registration Number:	3532344	SHOP YOUR WAY TO FUEL SAVINGS
Serial Number:	77568901	SHOP YOUR WAY TO FUEL SAVINGS ONLINE
Serial Number:	77660403	TASTYGRAINS
Serial Number:	77630451	WHERE NATURE AND SCIENCE INTERSECT
Serial Number:	77606030	WHY BOOK ANYWHERE ELSE?
Serial Number:	77606045	WHY BOOK TRAVEL ANYWHERE ELSE?

CORRESPONDENCE DATA

Fax Number: (614)227-2100

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

Phone: 614-227-2182

TRADEMARK
REEL: 003952 FRAME: 0021

Email: ipdocket@porterwright.com
Correspondent Name: Karen K. Hammond
Address Line 1: 41 South High Street
Address Line 2: 29th floor
Address Line 4: Columbus, OHIO 43215

ATTORNEY DOCKET NUMBER:	3998049-159738
NAME OF SUBMITTER:	Karen K. Hammond
Signature:	/karenkhammond/
Date:	03/13/2009

Total Attachments: 13

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SHORT FORM TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of February 24 2009, 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]

Schedule I
TRADEMARKS – PHOENIX INTANGIBLES HOLDING COMPANY (as of 2/24/2009)

Mark	Country	App. Ser. No.	Reg. No.	Filing Date	Reg. Date	Owner	Status
AUTHENTICTEA (word mark for tea in class 30) Class: 30 Serial #77/644,032	USA	77/644,032		Application filed on 1/6/2009		Phoenix Intangibles Holding Company	Pending™
CLEAR LEAF (hand soap, body soaps, deodorants and antiperspirants, toothpaste, body washes, body lotions, body creams, body scents, mouthwashes, bath salts, body scrubs, face creams, lip balm, baby body washes, baby body balms, and hand sanitizer Class 3 and candles Class 4) Class: 3 and 4 Serial #77/530,249	USA	77/530,249		Application filed 7/24/2008		Phoenix Intangibles Holding Company	Pending™
CLEAR LEAF (retail store services featuring health, beauty and wellness products; supermarket services, namely a department in a supermarket featuring health, beauty and wellness products; and retail pharmacy services) Class: 035 Serial #77/578,323	USA	77/578,323		Application filed on 9/25/2008.		Phoenix Intangibles Holding Company	Pending™
COASTLINE (word mark for eyeglasses; sunglasses; and frames for eyeglasses and sunglasses) Class: 9 Reg. #3,124,659	USA		3,124,659		08/01/06	Phoenix Intangibles Holding Company	Registered®
COASTLINE and Design (logo for eyeglasses; sunglasses; and frames for eyeglasses and sunglasses) Class: 9 Reg. #3,134,187	USA		3,134,187		08/22/06	Phoenix Intangibles Holding Company	Registered®

Mark	Country	App. Ser. No.	Reg. No.	Filing Date	Reg. Date	Owner	Status
COURTNEY TAYLOR (word mark for eyewear, namely, eyeglasses; sunglasses; and frames for eyeglasses and sunglasses) Class: 9 Reg. #3,134,004	USA		3,134,004		03/06/07	Phoenix Intangibles Holding Company	Registered ®
ECO-Light (plastic bottles) International Class: 020 (Serial No. 77/541,477)	USA	77/541,477		Application filed on 8/11/2008.		Phoenix Intangibles Holding Company	Pending ™
FOODPERKS! magnetically encoded credit cards and magnetically encoded debit cards (Class 009); retail supermarket services; retail convenience store services featuring fuel; and promoting fuel sales by offering discounts on the purchases of goods and services of others to purchasers of fuel (Class 035); and debit card services and credit card services (Class 036) Serial No. 77/554,519	USA	77/554,519		Application filed on 8/25/2008		Phoenix Intangibles Holding Company	Pending ™
FOODPERKS (magnetically encoded credit cards and magnetically encoded debit cards (Class 009); retail supermarket services; retail convenience store services featuring fuel; and promoting fuel sales by offering discounts on the purchases of goods and services of others to purchasers of fuel (Class 035); and debit card services and credit card services (Class 036) Serial No. 77/554,526	USA	77/554,526		Application filed on 8/25/2008		Phoenix Intangibles Holding Company	Pending ™

Mark	Country	App. Ser. No.	Reg. No.	Filing Date	Reg. Date	Owner	Status
FOODPERKS! and foodperks! logo (magnetically-encoded credit cards and magnetically-encoded debit cards in Class 09; retail supermarket services, retail convenience store services featuring fuel, and promoting fuel sales by offering discounts on the purchases of fuel goods and services of others to purchasers of fuel in Class 035; debit card services and credit card services in Class 036) Class: 9, 35 and 36 Serial #: 77/599,953	USA	77/599,953		Application filed on 10/30/2008		Phoenix Intangibles Holding Company	Pending TM
FUEL YOUR WAY TO FOOD SAVING (magnetically-encoded credit cards and magnetically-encoded debit cards in Class 09; retail supermarket services, retail convenience store services featuring fuel, and promoting fuel sales by offering discounts on the purchases of fuel goods and services of others to purchasers of fuel in Class 035; debit card services and credit card services in Class 036) Class: 9, 35 and 36 Serial #: 77/599,736	USA	77/599,736		Application filed on 10/30/2008		Phoenix Intangibles Holding Company	Pending TM
FUELPERKS! (word mark for magnetically coded credit cards in class 9; retail supermarket services; retail convenience store services including fuel; and promoting the goods and services of others by offering discounts on the price of gasoline to purchasers of those goods and services; and credit card services in class 36) Class 9 and 36 Serial #77/292,845	USA	77/292,845		Application filed on 10/12/2007		Phoenix Intangibles Holding Company	Pending TM

Mark	Country	App. Ser. No.	Reg. No.	Filing Date	Reg. Date	Owner	Status
FUELPERKS! (color w/o Giant Eagle Shield) (magnetically coded credit cards and magnetically coded debit cards in class 9; retail supermarket services, retail convenience store services featuring fuel, and promoting the goods and services of others by offering discounts on the price of gasoline to purchasers of those goods and services in class 35; debit card services and credit card services in class 36) Class: 9, 35 and 36 Serial #77/509,702	USA	77/509,702		Application filed 06/27/08.		Phoenix Intangibles Holding Company	Pending TM
FUELPERKS! (black and white w/o Giant Eagle Shield) (magnetically coded credit cards and magnetically coded debit cards in class 9; retail supermarket services, retail convenience store services featuring fuel, and promoting the goods and services of others by offering discounts on the price of gasoline to purchasers of those goods and services in class 35; debit card services and credit card services in class 36) Class: 9, 35 and 36 Serial #77/509,716	USA	77/509,716		Application filed on 06/27/08.		Phoenix Intangibles Holding Company	Pending TM
fuelperksMall.com (word mark promoting the goods and services of others by means of operating and on-line shopping mall with links to the retail web sites of others) Class: 035 Serial #77/568,885	USA	77/568,885		Application filed on 9/12/2008		Phoenix Intangibles Holding Company	Pending TM

Mark	Country	App. Ser. No.	Reg. No.	Filing Date	Reg. Date	Owner	Status
fuelperks! Mall (word mark promoting the goods and services of others by means of operating and on-line shopping mall with links to the retail web sites of others) Class: 035 Serial #77/568,895	USA	77/568,895		Application filed 9/12/2008		Phoenix Intangibles Holding Company	Pending TM
fuelperksMall.com and Design (online mall services) Class: 035 Serial #77/577,443	USA	77/577,443		Application filed 9/24/2008		Phoenix Intangibles Holding Company	Pending TM
fuelperks! Mall and Design (online mall services) Class: 035 Serial #77/577,439	USA	77/577,439		Application filed 9/24/2008		Phoenix Intangibles Holding Company	Pending TM
FUELPERKS! TRAVEL (travel agency services) Serial #77/539,452	USA	77/539,452		Application filed 8/5/2008		Phoenix Intangibles Holding Company	Pending TM
fuelperkstravel.com (travel agency services) Class: 45 Serial #77/539,441	USA			Application filed 8/5/2008		Phoenix Intangibles Holding Company	Pending TM
fuelperkstravel.com and DESIGN (travel agency services) Class: 45 Serial #77/539,462	USA			Application filed 8/5/2008		Phoenix Intangibles Holding Company	Pending TM
GIANT EAGLE (logo for magnetically coded debit cards in class 9; and debit card services in class 36) Class: 9 and 36 Serial #77/292,850	USA	77/292,850		Parent (original) application filed on 10/1/2007		Phoenix Intangibles Holding Company	Pending TM

Mark	Country	App. Ser. No.	Reg. No.	Filing Date	Reg. Date	Owner	Status
GIANT EAGLE (logo for magnetically coded credit cards in class 9; and credit card service in class 36) Class: 9 and 36 Reg.# 3,535,299	USA		3,535,299		11/24/2008 (Child to 77/296,152)	Phoenix Intangibles Holding Company	Registered®
GIANT EAGLE and DESIGN (logo for magnetically coded credit cards in class 9; and credit card service in class 36) Class: 9 and 36 Reg.# 3,535,300	USA		3,535,300		11/18/2008 (Child to 77/292,850)	Phoenix Intangibles Holding Company	Registered®
GIANT EAGLE (word mark for disposable wipes impregnated with chemicals or compounds for household use) Class: 3 Serial #77/530,100	USA			Application filed on 7/24/2008		Phoenix Intangibles Holding Company	Pending™
GIANT EAGLE EVERYDAY EASIER (word mark retail supermarket services) Class: 035 Serial #: 77/675,065	USA		77/675,065	Application filed 2/20/2009			Pending™
GIANT EAGLE FOODPERKS! (magnetically encoded credit cards and magnetically encoded debit card in Class 09; retail supermarket services, retail convenience store services featuring fuel, and promoting fuel sales by offering discounts on the purchases of fuel goods and services of others to purchasers of fuel in Class 035; debit card services and credit card services in Class 036) Class: 9, 35, 36 Serial #:77/599,933	USA	77/599,933		Application filed 10/30/2008		Phoenix Intangibles Holding Company	Pending™

Mark	Country	App. Ser. No.	Reg. No.	Filing Date	Reg. Date	Owner	Status
GIANT EAGLE FOODPERKS! <i>and DESIGN</i> (magnetically encoded credit cards and magnetically encoded debit card in Class 09; retail supermarket services, retail convenience store services featuring fuel, and promoting fuel sales by offering discounts on the purchases of goods and services of others to purchasers of fuel in Class 035; debit card services and credit card services in Class 036) Class: 9, 35 and 36 Serial No. 77/599,976	USA	77/599,976		Application filed 10/30/2008		Phoenix Intangibles Holding Company	Pending TM
GIANT EAGLE FOODPERKS! FUEL YOUR WAY TO FOOD SAVINGS <i>and DESIGN (no Advantage Card)</i> (magnetically encoded credit cards and magnetically encoded debit card in Class 09; retail supermarket services, retail convenience store services featuring fuel, and promoting fuel sales by offering discounts on the purchases of goods and services of others to purchasers of fuel in Class 035; debit card services and credit card services in Class 036) Class: 9, 35, 36 Serial #: 77/599,781	USA	77/599,781		Application filed 10/30/2008		Phoenix Intangibles Holding Company	Pending TM

Mark	Country	App. Ser. No.	Reg. No.	Filing Date	Reg. Date	Owner	Status
GIANT EAGLE FOODPERKS! FUEL YOUR WAY TO FOOD SAVINGS and DESIGN (w/ Advantage Card) (magnetically encoded credit cards and magnetically encoded debit card in Class 09; retail supermarket services, retail convenience store services featuring fuel, and promoting fuel sales by offering discounts on the purchases of goods and services of others to purchasers of fuel in Class 035; debit card services and credit card services in Class 036) Class: 9, 35, 36 Serial #: 77/600,000	USA	77/600,000		Application filed 10/30/2008		Phoenix Intangibles Holding Company	Pending TM
GIANT EAGLE FUELPERKS! SHOP YOUR WAY TO FUEL SAVINGS and DESIGN (logo for magnetically coded credit cards in class 36; credit card services in class 9) Class: 9 and 36 Reg.#: 3,541,678	USA		3,541,678		12/2/2008	Phoenix Intangibles Holding Company	Registered [®]
ONE BODY (word mark for health, beauty, and cosmetic products in class 03) Class: 03 Serial #: 77/644,060	USA	77/644,060		Application filed 1/6/2009		Phoenix Intangibles Holding Company	Pending TM
ONE FORWARD (word mark health, beauty and cosmetic products in class 3; food items in class 29) Class: 3, 29 Serial #: 77/631,271	USA	77/631,271		Application filed 12/12/2008		Phoenix Intangibles Holding Company	Pending TM

Mark	Country	App. Ser. No.	Reg. No.	Filing Date	Reg. Date	Owner	Status
ONE FORWARD PHARMACY (word mark for retail services; health and wellness services in class 35; restaurant and craft services in class 43) Class: 35, 43 Serial #: 77/630,506	USA	77/630,506		Application filed 12/10/2008.		Phoenix Intangibles Holding Company	Pending ™
SHOP YOUR WAY TO FUEL SAVINGS (word mark for magnetically coded credit cards in class 9; and credit card services in class 36) Class 9 and 36 Registration #: 3,532,344	USA		3,532,344	Application was split. This is the child application to Application S# 77/292,854.	11/11/2008	Phoenix Intangibles Holding Company	Registered ®
SHOP YOUR WAY TO FUEL SAVINGS ONLINE (word mark promoting the goods and services of others by means of operating and on-line shopping mall with links to the retail web sites of others) Class: 035 Serial # 77/568,901	USA	77/568,901		Application filed 9/12/2008		Phoenix Intangibles Holding Company	Pending ™
TASTYGRAINS (word mark for whole grain snack chip) Class: 029 Serial #: 77/660,403	USA	77/660,403		Application filed 1/30/2009		Phoenix Intangibles Holding Company	Pending ™
WHERE SCIENCE AND NATURE INTERSECT (word mark for retail pharmacy services; health and wellness services in class 43; health and beauty and cosmetic products in class 3) Class: 43, 3 Serial #: 77/630,451	USA	77/630,451		Application filed 12/10/2008		Phoenix Intangibles Holding Company	Pending ™

Mark	Country	App. Ser. No.	Reg. No.	Filing Date	Reg. Date	Owner	Status
WHY BOOK ANYWHERE ELSE? (word mark for online travel agency services) Class: 039 Serial #: 77/606,030	USA	77/606,030		Application Filed 11/3/2008		Phoenix Intangibles Holding Company	Pending TM
WHY BOOK TRAVEL ANYWHERE ELSE? (word mark for online travel agency services) Class: 039 Serial #: 77/606,045	USA	77/606,045		Application Filed 11/3/2008		Phoenix Intangibles Holding Company	Pending TM

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