

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Earth Fare, Inc.		04/16/2010	CORPORATION: NORTH CAROLINA

**RECEIVING PARTY DATA**

<b>Name:</b>	Fifth Third Bank, as Agent
<b>Street Address:</b>	6310 Fairview Road
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28210
<b>Entity Type:</b>	CORPORATION: OHIO

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	3148763	
Registration Number:	3148741	EARTH FARE
Registration Number:	3519820	THE FOODS YOU LOVE. ONLY BETTER.
Registration Number:	3516119	THE FOODS YOU LOVE. ONLY BETTER.
Registration Number:	2820584	
Registration Number:	2329721	THE HEALTHY MARKET AND CAFE
Registration Number:	2837557	
Registration Number:	2460264	EARTH FARE
Registration Number:	2160095	EARTH FARE
Registration Number:	2160094	THE HEALTHY SUPERMARKET

**CORRESPONDENCE DATA**

Fax Number: (919)416-8328  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**900159970**

**TRADEMARK  
 REEL: 004188 FRAME: 0358**

**OP \$265.00 3148763**

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Correspondent Name: Moore & Van Allen PLLC  
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Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	422311-000052 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	04/19/2010

Total Attachments: 3  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of April 16, 2010 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Fifth Third Bank, an Ohio banking corporation, as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks shown below to the Agent for the ratable benefit of the Lenders, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference:

TRADEMARKS

**Registered Marks**

Mark	Registration No.	Registration Date
Design only	3148763	09/26/06
EARTH FARE	3148741	09/26/06
THE FOODS YOU LOVE. ONLY BETTER.	3519820	10/21/08
THE FOODS YOU LOVE. ONLY BETTER.	3516119	10/14/08
Design only	2820584	03/09/04
THE HEALTHY MARKET AND CAFÉ	2329721	03/14/00
Design only	2837557	05/04/04
EARTH FARE	2460264	06/12/01
EARTH FARE	2160095	05/26/98
THE HEALTHY SUPERMARKET	2160094	05/26/98

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

\_\_\_\_\_  
EARTH FARE, INC.

By:   
Name: Gary Jones  
Title: Vice President and Chief Financial Officer

Acknowledged and Accepted:

FIFTH THIRD BANK, as Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

FIFTH THIRD BANK, an  
Ohio banking corporation,  
as Agent

By: *Greg Wilson*  
Name: *Greg Wilson*  
Title: *Vice President*

EARTH FARE, INC.  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

RECORDED: 04/19/2010

TRADEMARK  
REEL: 004188 FRAME: 0362