

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
Basha's Inc.		12/28/2011	CORPORATION: ARIZONA

**RECEIVING PARTY DATA**

Name:	Wells Fargo Bank, National Association
Street Address:	One Boston Place
Internal Address:	18th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	Association: DELAWARE

**PROPERTY NUMBERS Total: 17**

Property Type	Number	Word Mark
Registration Number:	4055604	BASHAS' HEALTHSTYLES EAT SMART
Serial Number:	85328916	FOOD, FAMILY & FUN
Serial Number:	85265128	SUGAR SMART
Serial Number:	85265109	CALCIUM SMART
Serial Number:	85265147	FIBER SMART
Serial Number:	85257033	BASHAS' HOMETOWN GROCER
Serial Number:	85394584	EDDIE'S CHOICE
Serial Number:	85298063	PICK 5
Registration Number:	3993185	YOUR ARIZONA HOMETOWN GROCER
Serial Number:	85329119	SAVINGS LOCK
Registration Number:	3435643	AJ'S
Registration Number:	3435612	AJ'S FINE FOODS
Registration Number:	3815882	

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Registration Number:	3202506	RIO RICO
Registration Number:	2998765	DR. BASH
Registration Number:	2985947	MOUNTAIN BASH
Registration Number:	2162172	BASHAS'

**CORRESPONDENCE DATA**

Fax Number: (302)636-5454  
Phone: 800-927-9801 x2348  
Email: jpaterso@cscinfo.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Correspondent Name: Corporation Service Company  
Address Line 1: 1090 Vermont Avenue NW, Suite 430  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	045775-005
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	12/30/2011

**Total Attachments: 5**  
source=12-30-11 Bashas Inc-TM#page1.tif  
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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

BASHAS' INC.

- Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation- State: Arizona  
 Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance /Execution Date(s) :**

Execution Date(s) 12/28/11

- Assignment                               Merger  
 Security Agreement                   Change of Name  
 Other \_\_\_\_\_

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

Additional names, addresses, or citizenship attached?  Yes  No

Name: WELLS FARGO BANK NATIONAL ASSOCIATION

Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_

Street Address: One Boston Place, 18th Floor

City: Boston

State: MA

Country: USA    Zip: 02108

- Association      Citizenship Delaware  
 General Partnership      Citizenship \_\_\_\_\_  
 Limited Partnership      Citizenship \_\_\_\_\_  
 Corporation      Citizenship \_\_\_\_\_  
 Other \_\_\_\_\_      Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

See Attached

B. Trademark Registration No.(s)

See Attached

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See Attached

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

Name: Jackie Billard

Internal Address: Riemer & Braunstein LLP

Street Address: 3 Center Plaza

City: Boston

State: MA    Zip: 02108

Phone Number: 617-880-3494

Fax Number: 617-880-3456

Email Address: jbillard@riemerlaw.com

**6. Total number of applications and registrations involved:**

17

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** \_\_\_\_\_

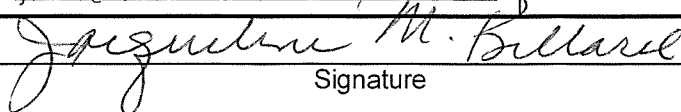
- Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

  
Signature

12/30/11

Date

Jacqueline Billard

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

5

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

December 28, 2011

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BASHAS' INC., an Arizona corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, as lender and for the benefit of certain credit parties (in such capacities, the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds 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 Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of December 28, 2011 (as amended, restated, supplemented or otherwise modified and in effect from time to time, 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.

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IN WITNESS WHEREOF, the undersigned have duly executed and delivered this Grant as of the date above first written.

BASHAS' INC., as Grantor

By: Darl J. Andersen  
Name: Darl J. Andersen  
Title: President

WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Grantee


By: \_\_\_\_\_  
Name: William Chan  
Title: Director

IN WITNESS WHEREOF, the undersigned have duly executed and delivered this Grant as of the date above first written.

BASHAS' INC., as Grantor

By: \_\_\_\_\_  
Name: Darl J. Andersen  
Title: President

WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Grantee

By:  \_\_\_\_\_  
Name: William Chan  
Title: Director

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/SERIAL NUMBER</u>	<u>REGISTRATION DATE/FILING DATE</u>
BASHAS' HEALTHSTYLES EAT SMART	4055604	12/15/2011
FOOD, FAMILY & FUN	85328916	05/24/2011
Sugar Smart	85265128	03/11/2011
Calcium Smart	85265109	03/11/2011
Fiber Smart	85265147	03/11/2011
Bashas' Hometown Grocer	85257033	08/30/2011
EDDIE'S CHOICE	85394584	08/10/2011
PICK 5	85298063	04/18/2011
Your Arizona Hometown grocer	3993185	11/19/2010
SAVINGS LOCK	85329119	05/24/2011
AJ's	3435643	05/27/2008
AJ's FINE FOODS	3435612	03/11/2008
"Pilon" (Sensory Mark)	3815882	07/06/2010
RIO RICO	3202506	01/23/2007
DR. BASH	2998765	09/14/2004
MOUNTAIN BASH	2985947	08/16/2005
BASHAS'	2162172	06/02/1998

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Schedule A to Grant of Security Interest in Trademarks

**RECORDED: 12/30/2011**

**TRADEMARK  
REEL: 004689 FRAME: 0342**