

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
Bashas' Inc.		12/28/2011	CORPORATION: ARIZONA

RECEIVING PARTY DATA

Name:	GA Capital, LLC
Street Address:	One Post Office Square
Internal Address:	Suite 3765
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	LIMITED LIABILITY COMPANY: 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: (617)248-4000
 Email: tmadmin@choate.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Elizabeth A. Walker
 Address Line 1: Two International Place
 Address Line 2: Choate, Hall & Stewart LLP
 Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2009986.0003
NAME OF SUBMITTER:	Elizabeth A. Walker
Signature:	/Elizabeth A. Walker/
Date:	01/04/2012

Total Attachments: 4
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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 GA CAPITAL, LLC, in its capacity as administrative agent and collateral agent, and for the ratable benefit of itself and 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: Daryl J. Andersen
Name: Daryl J. Andersen
Title: President

GA CAPITAL, LLC, as Grantee and Agent


By: _____
Name: Daniel Platt
Title: President

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

GA CAPITAL, LLC, as Grantee and Agent

By: 
Name: Daniel Platt
Title: President

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

Schedule A to Grant of Security Interest in Trademarks

4992811v4

RECORDED: 01/04/2012

**TRADEMARK
REEL: 004691 FRAME: 0575**