

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
Raley's		05/04/2012	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, as Administrative Agent
Street Address:	1700 Lincoln, 5th Floor
City:	Denver
State/Country:	COLORADO
Postal Code:	80203
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2528354	ORGANICALLY GROWN
Registration Number:	2528350	ORGANICALLY GROWN
Registration Number:	2513270	AGRI CHECK
Registration Number:	2627092	NOB HILL FOODS
Registration Number:	2513808	CHECKPOINT CERTIFIED SEAFOOD DEPARTMENT FOOD SAFETY PROGRAM
Registration Number:	2444986	CARING FOR OUR COMMUNITY
Registration Number:	2243410	RALEY'S CLEAN AIR MACHINE
Registration Number:	2163454	CARING FOR OUR COMMUNITY
Registration Number:	2023678	RALEY'S LANDING
Registration Number:	1996687	SIZZLING WOK
Registration Number:	0911413	RALEY'S

CORRESPONDENCE DATA

Fax Number: 3128035299

CH \$290.00 2528354

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: (312) 845-3430  
Email: kalwa@chapman.com  
Correspondent Name: Richard Kalwa  
Address Line 1: 111 West Monroe Street  
Address Line 2: Chapman and Cutler LLP  
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	3583788
NAME OF SUBMITTER:	Richard Kalwa
Signature:	/richard kalwa/
Date:	05/18/2012

Total Attachments: 4  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of May 4, 2012 (as the same may be amended, modified, supplemented, increased, extended, restated, renewed, refinanced or replaced from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wells Fargo Bank, National Association, as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached  
hereto.

3196892  
3583788

**TRADEMARK**  
**REEL: 004783 FRAME: 0003**

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, 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,



\_\_\_\_\_  
RALEY'S

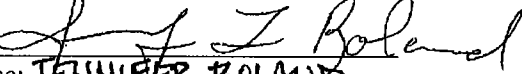
By: \_\_\_\_\_

Name: Michael Teel

Title: President - CBD

Acknowledged and Accepted:

WELLS FARGO BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By:   
Name: JENNIFER BOLAND  
Title: VICE PRESIDENT

*Signature Page to Raley's Trademark Security Agreement*

**TRADEMARK**  
**REEL: 004783 FRAME: 0005**

SCHEDULE 1

U.S. Trademarks

Raley's

Registered Marks

Mark	Registration No.	Registration Date
ORGANICALLY GROWN and Design	2528354	01/08/02
ORGANICALLY GROWN and Design	2528350	01/08/02
AGRI CHECK	2513270	11/27/01
NOB HILL FOODS	2627092	10/01/02
CHECKPOINT CERTIFIED SEAFOOD DEPARTMENT FOOD SAFETY PROGRAM	2513808	12/04/01
CARING FOR OUR COMMUNITY and Design	2444986	04/17/01
RALEY'S CLEAN AIR MACHINE	2243410	05/04/99
CARING FOR OUR COMMUNITY	2163454	06/09/98
RALEY'S LANDING	2023678	12/17/96
SIZZLING WOK	1996687	08/27/96
RALEY'S	0911413	04/13/71

California Trademarks

Raley's

Registered Marks

Mark	Registration No.	Registration Date
CARING FOR OUR COMMUNITY	46344	07/23/96
Caring for Our Community and Design	46345	07/23/96
NOB HILL FOODS	49519	04/16/98
NOB HILL FOODS	49451	04/02/98
V.I.P. and Riverboat Design	45654	02/23/67
V.I.P.	45656	02/23/67
V.I.P. and Lion Rampant Design	45657	02/23/67

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