

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Raley's TM Inc.		05/04/2012	CORPORATION: COLORADO

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 16**

Property Type	Number	Word Mark
Registration Number:	3103882	RALEY'S BEL AIR FINE FOODS
Registration Number:	3178508	RALEY'S BEL AIR FINE FOODS
Registration Number:	3103877	R EVERYDAY
Registration Number:	3178507	RALEY'S BEL AIR FINE LIVING
Registration Number:	2997810	AISLE 1
Registration Number:	3544691	B IS FOR BABY
Registration Number:	3394239	CELEBRATE FOOD CELEBRATE LIFE
Registration Number:	2951042	RALEY'S ECART
Registration Number:	2929470	QUALITY OF LIFE CARD
Registration Number:	2891001	QUALITY OF LIFE CARD
Registration Number:	2746934	SOMETHING EXTRA
Registration Number:	2709325	Q ENHANCING THE QUALITY OF PEOPLE'S LIVES
Registration Number:	2709324	ENHANCING THE QUALITY OF PEOPLE'S LIVES
Registration Number:	2674868	WEB-FILL PRESCRIPTION REFILLS

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Registration Number:	2666362	VIP SELECT
Registration Number:	2582049	BUTCHERS SOURCE

**CORRESPONDENCE DATA**

Fax Number: 3128035299  
*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.

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3583788

**TRADEMARK**  
**REEL: 004783 FRAME: 0009**

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.

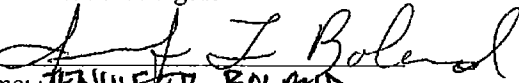
Very truly yours,

  
\_\_\_\_\_  
RALEY'S TM INC.

By: \_\_\_\_\_  
Name: Michael Teel  
Title: President & CEO

Acknowledged and Accepted:

WELLS FARGO BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By   
Name: JENNIFER BOLAND  
Title: VICE PRESIDENT

*Signature Page to Raley's TM Inc. Trademark Security Agreement*

**TRADEMARK**  
**REEL: 004783 FRAME: 0011**

SCHEDULE 1

U.S. Trademarks

Raley's TM Inc.

Registered Marks

Mark	Registration No.	Registration Date
RALEY'S BEL AIR FINE FOODS	3103882	06/13/06
RALEY'S BEL AIR FINE FOODS	3178508	11/28/06
R EVERYDAY	3103877	06/13/06
RALEY'S BEL AIR FINE LIVING	3178507	11/28/06
AISLE 1	2997810	09/20/05
B IS FOR BABY	3544691	12/09/08
CELEBRATE FOOD CELEBRATE LIFE	3394239	03/11/08
RALEY'S ECART	2951042	05/17/05
QUALITY OF LIFE CARD	2929470	03/01/05
QUALITY OF LIFE CARD	2891001	10/05/04
SOMETHING EXTRA	2746934	08/05/03
Q ENHANCING THE QUALITY OF PEOPLE'S LIVES and Design	2709325	04/22/03
ENHANCING THE QUALITY OF PEOPLE'S LIVES	2709324	04/22/03
WEB-FILL PRESCRIPTION REFILLS and Design	2674868	01/14/03
VIP SELECT and Design	2666362	12/24/02
BUTCHERS SOURCE	2582049	06/18/02

California Trademarks

Raley's TM Inc.

Registered Marks

Mark	Registration No.	Registration Date
FOOD FOR FAMILIES	57575	04/15/03

New Mexico Trademarks

Raley's TM Inc.  
(California Corporation)

Registered Marks

Mark	Registration No.	Registration Date
FOOD FOR FAMILIES	TK03041401	04/14/03

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