

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RALEY'S		07/09/2012	CORPORATION: CALIFORNIA
RALEY'S TM, INC.		07/09/2012	CORPORATION: CALIFORNIA
WAREHOUSE CONCEPTS		07/09/2012	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	WELLS FARGO BANK, NATIONAL ASSOCIATION
Street Address:	ONE BOSTON PLACE, 19TH FLOOR
City:	BOSTON
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	BANK: UNITED STATES

PROPERTY NUMBERS Total: 28

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
Registration Number:	3103882	RALEY'S BEL AIR FINE FOODS

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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
Registration Number:	2666362	VIP SELECT
Registration Number:	2582049	BUTCHERS SOURCE
Registration Number:	1941135	FOOD SOURCE

CORRESPONDENCE DATA

Fax Number: 2022655006
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2022651516
Email: ahackett@nationalcorp.com
Correspondent Name: Andrew Hackett
Address Line 1: 1100 G St NW, Suite 420
Address Line 2: National Corporate Research, LTD
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F140165
NAME OF SUBMITTER:	Janet S. Wamsley
Signature:	/Janet S. Wamsley/
Date:	07/11/2012

Total Attachments: 6
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TRADEMARK

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 Agreement dated as of July 9, 2012 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Wells Fargo Bank, National Association, as Agent (the "Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantors have granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the 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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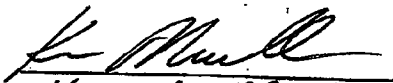
See Schedule 1 attached
hereto.

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


RALEY'S, as a Grantor

By: 
Name: Kenneth Mueller
Title: Interim CFO

RALEY'S TM INC., as a Grantor

By: 
Name: Kenneth Mueller
Title: Interim CFO

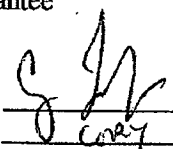
WAREHOUSE CONCEPTS, as a Grantor

By: 
Name: Kenneth Mueller
Title: Interim CFO

Signature Page to Grant of Security Interest in Trademarks

TRADEMARK
REEL: 004819 FRAME: 0695

WELLS FARGO BANK, NATIONAL
ASSOCIATION,
as Grantee

By: 
Name: Cory Cook
Title: Director

Signature Page to Grant of Security Interest in Trademarks

TRADEMARK
REEL: 004819 FRAME: 0696

SCHEDULE 1

U.S. Trademarks

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

RALEY'S BEL AIR FINE FOODS	Raley's TM Inc.	06/13/06	Active	3103882
RALEY'S BEL AIR FINE FOODS	Raley's TM Inc.	11/28/06	Active	3178508
R EVERYDAY	Raley's TM Inc.	06/13/06	Active	3103877
RALEY'S BEL AIR FINE LIVING	Raley's TM Inc.	11/28/06	Active	3178507
AISLE 1	Raley's TM Inc.	09/20/05	Active	2997810
B IS FOR BABY	Raley's TM Inc.	12/09/08	Active	3544691
CELEBRATE FOOD CELEBRATE LIFE	Raley's TM Inc.	03/11/08	Active	3394239
RALEY'S ECART	Raley's TM Inc.	05/17/05	Active	2951042
QUALITY OF LIFE CARD	Raley's TM Inc.	03/01/05	Active	2929470
QUALITY OF LIFE CARD	Raley's TM Inc.	10/05/04	Active	2891001
SOMETHING EXTRA	Raley's TM Inc.	08/05/03	Active	2746934
Q ENHANCING THE QUALITY OF PEOPLE'S LIVES and Design	Raley's TM Inc.	04/22/03	Active	2709325
ENHANCING THE QUALITY OF PEOPLE'S	Raley's TM Inc.	04/22/03	Active	2709324

LIVES				
WEB-FILL PRESCRIPTION REFILLS and Design	Raley's TM Inc.	01/14/03	Active	2674868
VIP SELECT and Design	Raley's TM Inc.	12/24/02	Active	2666362
BUTCHERS SOURCE	Raley's TM Inc.	06/18/02	Active	2582049
FOOD SOURCE	Warehouse Concepts	12/12/95	Active	1941135

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

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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