

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
ASSOCIATED FOOD STORES, INC.		07/20/2012	CORPORATION: UTAH

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	299 S. Main St, 9th Floor
Internal Address:	P.O. Box 45490
City:	Salt Lake City
State/Country:	UTAH
Postal Code:	84145
Entity Type:	INC. ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	4175170	WE ARE HEBER VALLEY
Registration Number:	4027941	P.H.A.T. PIZZA FRESH MADE PILED HIGH AND TASTY NOW THAT'S PHAT
Registration Number:	3961460	P.H.A.T.
Serial Number:	85320842	YOUR LIFE. YOUR PHARMACY.
Serial Number:	85320838	TO HEALTH RX
Serial Number:	85320731	TOHEALTHRX

CORRESPONDENCE DATA

Fax Number: 6508494619
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 650-849-4857
 Email: jenny.zhang@bingham.com
 Correspondent Name: Jenny Zhang

Address Line 1: 1117 S. California Avenue
Address Line 4: Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER: 0000360712

NAME OF SUBMITTER: Jenny Zhang

Signature: /Jenny Zhang/

Date: 07/24/2012

Total Attachments: 2
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SUPPLEMENT TO GRANT OF SECURITY INTEREST (TRADEMARKS)

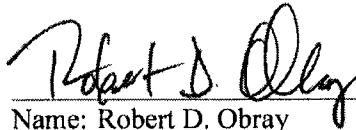
This Supplement to Grant of Security Interest (Trademarks), dated as of July 20, 2012, is delivered pursuant to the Grant of Security Interest (Trademarks) and Section 5(a) of the Amended and Restated Security Agreement dated as of the date hereof among the undersigned, the subsidiary guarantors party thereto and Wells Fargo Bank, National Association, not in its individual capacity, but solely in its capacity as Collateral Agent under the Intercreditor Agreement as the representative and for the benefit of the Collateral Parties (the "Amended and Restated Security Agreement"). The undersigned hereby agrees that this Supplement to Grant of Security Interest (Trademarks) may be attached to that Grant of Security Interest (Trademarks) dated as of November 2, 2009 (as the same may from time to time be amended, supplemented, modified or restated, the "Trademark Security Agreement"), made by the undersigned in favor of Wells Fargo Bank, National Association, not in its individual capacity, but solely in its capacity as Collateral Agent under the Intercreditor Agreement as the representative and for the benefit of the Collateral Parties. Initially capitalized terms used but not defined herein will have the meaning ascribed to such terms in the Trademark Security Agreement and/or the Amended and Restated Security Agreement, as applicable. The undersigned hereby agrees that the additional interests listed on Schedule I to this Supplement to Grant of Security Interest (Trademarks) will be and become part of the Collateral pledged by the undersigned to the Collateral Agent in the Trademark Security Agreement with the same force and effect as if originally named therein.

The undersigned hereby certifies that the representations and warranties set forth in the Amended and Restated Security Agreement are true and correct as to the Collateral listed herein on and as of the date hereof.

GRANTOR:

ASSOCIATED FOOD STORES, INC.

By: _____



Name: Robert D. Obray

Title: Senior Vice President

and Chief Financial Officer

TRADEMARK

REEL: 004828 FRAME: 0255

Schedule I

Registered U.S. Trademarks

Owner	Registration No.	Registration Date	Jurisdiction of Registration	Description
Associated Food Stores, Inc.	4175170	07/17/2012	United States	We Are Heber Valley
Associated Food Stores, Inc.	4027941	9/20/2011	United States	P.H.A.T. Pizza Fresh Made Piled High and Tasty Now That's PHAT (design)
Associated Food Stores, Inc.	3961460	5/17/2011	United States	P.H.A.T.

Pending U.S. Trademark Applications

Owner	Application No.	Application Date	Jurisdiction of Registration	Description
Associated Food Stores, Inc.	85320842	5/13/2011	United States	Your Life. Your Pharmacy.
Associated Food Stores, Inc.	85320838	5/13/2011	United States	To Health RX
Associated Food Stores, Inc.	85320731	5/13/2011	United States	To Health RX (design)