

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies)/Execution Date(s):</p> <p style="text-align: center;"><u>RICHFOOD, INC.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Limited Liability Company</p> <p>Citizenship: <u>Virginia</u> Execution Date(s) <u>March 21, 2013</u> Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes</p> <p>Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No</p> <p>Name: <u>WELLS FARGO BANK, NATIONAL ASSOCIATION</u></p> <p>Internal Address:</p> <p>Street Address: <u>One Boston Place, 18th Floor</u> City: <u>Boston</u> State: <u>MA</u> Country: <u>USA</u> Zip: <u>02108</u></p> <p><input checked="" type="checkbox"/> Association Citizenship: <u>USA</u> <input type="checkbox"/> General Partnership Citizenship: <input type="checkbox"/> Limited Partnership Citizenship: <input type="checkbox"/> Corporation Citizenship: <input type="checkbox"/> Other ___ Citizenship:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</p>
--	---

<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p>	<p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) See Attached Schedule A B. Trademark Registration No.(s) See Attached Schedule A</p> <p style="text-align: right;">Additional sheet(s) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
---	---

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown)

<p>5. Name address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Susan O'Brien</u></p> <p>Internal Address: <u>CT Lien Solutions</u></p> <p>Street Address: <u>187 Wolf Road, Suite 101</u> City: <u>Albany</u> State: <u>NY</u> Zip: <u>12205</u></p> <p>Phone Number: <u>800-342-3676</u> Fax Number: <u>800-962-7049</u> Email Address: <u>cls-udsalbany@wolterskluwer.com</u></p>	<p>6. Total number of applications and registrations Involved: 1</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00</p> <p><input checked="" type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p> <p>8. Payment Information:</p> <p>a. Credit Card Last 4 Numbers <u>1868</u> Expiration Date <u>06/15</u></p> <p>b. Deposit Account Number Authorized User Name:</p>
---	---

<p>9. Signature: <u>Kareem Ansley</u> <div style="text-align: center;">Signature</div></p> <p style="text-align: center;"><u>Kareem Ansley</u> Name of Person Signing</p>	<p style="text-align: right;"><u>March 27, 2013</u> Date</p> <p>Total number of pages including cover sheet, attachments, and document: <u>5</u></p>
---	--

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$40.00 169379

SCHEDULE A

1.	TASTE-GREAT	74184358 7/12/1991	1693797 6/9/1992	REGISTERED RENEWED	Richfood, Inc.

EXECUTION

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

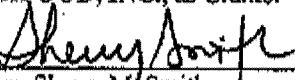
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, RICHFOOD, INC., a Virginia corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as administrative agent (in such capacity, the "Grantee"), a continuing security interest in (a) all of the Grantor's right, title and interest in, to and under to the United States trademarks, tradenames, trade styles and service marks and all trademark registrations and use-based trademark applications and recordings (the "Marks") set forth on Schedule A attached hereto, (b) all rights and privileges arising under applicable law with respect to Grantor's use of any Marks, and all reissues, extensions, continuation and renewals thereof, (c) all prints and labels on which any Marks have appeared or will appear, and all designs and general intangibles of a like nature; (d) the goodwill of the business symbolized by each of the Marks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing the Marks, and (e) all rights corresponding thereto.

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 Amended and Restated Security Agreement by, among others, the Grantor and the Grantee, dated as of March 21, 2013 (as amended, modified, restated and/or supplemented 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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the ___ day of
March, 2013.

RICHFOOD, INC., as Grantor

By: 


Name: Sherry M/ Smith

Title: Vice President

Grant of Security Interest (Trademarks) – Richfood, Inc.

TRADEMARK
REEL: 004992 FRAME: 0570

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee

By: 
Name: Joseph Burt
Title: Director

Grant of Security Interest (Trademarks) - Richfood, Inc.