

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Y-OPCO, LLC		11/25/2013	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	WELLS FARGO BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT
<b>Street Address:</b>	One Boston Place, 18th Floor
<b>City:</b>	Boston
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02108
<b>Entity Type:</b>	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	3923297	
Registration Number:	3923300	
Serial Number:	77393519	TALKING FRESH & EASY
Serial Number:	78947356	FRESH & EASY
Serial Number:	77079913	FRESH & EASY
Serial Number:	77044437	FRESH & EASY
Serial Number:	77040172	FRESH & EASY
Registration Number:	4388425	FRESH & EASY NEIGHBORHOOD MARKET
Serial Number:	77214712	FRESH & EASY NEIGHBORHOOD MARKET
Serial Number:	77212875	FRESH & EASY NEIGHBORHOOD MARKET
Serial Number:	77230583	FRESH&EASY
Registration Number:	4368877	F&E
Registration Number:	4368876	F&E
Serial Number:	85025881	F&E

**TRADEMARK**

OP \$465.00 3923297

Registration Number:	3463202	THE BIG KAHUNA
Registration Number:	3712740	SOUTH EASTERN AUSTRALIA THE BIG KAHUNA C
Registration Number:	4102927	
Registration Number:	4096761	

**CORRESPONDENCE DATA**

Fax Number: 8004947512  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 202-370-4750  
Email: jmccall@nationalcorp.com  
Correspondent Name: Joanna McCall  
Address Line 1: 1025 Vermont Ave NW, Suite 1130  
Address Line 2: National Corporate Research, Ltd.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F147399
NAME OF SUBMITTER:	ANDREW NASH
Signature:	/ANDREW NASH/
Date:	11/27/2013

Total Attachments: 10  
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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

November 25, 2013, with an effective date of November 26, 2013

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **Y-OPCO, LLC**, a Delaware limited liability company (the "Grantor"), hereby grants to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as administrative agent and collateral agent for itself and certain other credit parties (in such capacity, the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the Closing Date, as such term is defined in the Credit Agreement by, among others, the Grantor and the Grantee, dated as of November 25, 2013, with an effective date of November 26, 2013 (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Credit Agreement"), for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT (this "Grant") is made to secure the performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of November 25, 2013, with an effective date of November 26, 2013 (as amended, restated, supplemented or otherwise modified and in effect 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.

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

Y-OPCO, LLC, as Grantor

By: 


Name: Robert P. Bermingham

Title: Vice President and Secretary

Signature Page to Grant of Security Interest in United States Trademarks

TRADEMARK  
REEL: 005162 FRAME: 0494

**WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Grantee**




By:   
Name: William Chan  
Title: Director

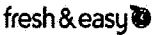



Signature Page to Grant of Security Interest in United States Trademarks

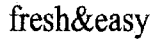




**TRADEMARK  
REEL: 005162 FRAME: 0495**

SCHEDULE A


Registered Trademarks

Trademark	Design	Application #	Filing Date	Registration #	Reg. Date
Apple/ Clock Design (Color)		77/036,360	11/3/2006	3923297	2/22/2011
Apple/ Clock Design (Black and White)		77/044,477	11/15/2006	3923300	2/22/2011
TALKING FRESH & EASY	Word Mark	77/393,519	2/11/2008	N/A	N/A
FRESH & EASY	Word Mark	78/947,356	8/8/2006	N/A	N/A
FRESH & EASY		77/079,913	1/10/2007	N/A	N/A

FRESH & EASY		77/044,437	11/15/2006	N/A	N/A
FRESH & EASY		77/040,172	11/9/2006	N/A	N/A
FRESH & EASY NEIGHBORHOOD MARKET	Word Mark	78/925,863	7/10/2006	4,388,425	8/20/2013
FRESH & EASY NEIGHBORHOOD MARKET		77/214,712	6/25/2007	N/A	N/A
FRESH & EASY NEIGHBORHOOD MARKET		77/212,875	6/22/2007	N/A	N/A

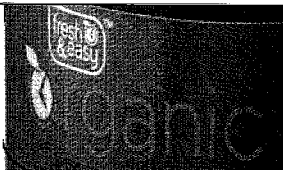






FRESH&EASY		77/230,583	7/16/2007	N/A	N/A
					
F & E		85/025880	4/29/2010	4,368,877	7/16/2013
F & E	Word Mark	85/025879	4/29/2010	4,368,876	7/16/2013
F & E		85/025881	4/29/2010	N/A	N/A
THE BIG KAHUNA	Word Mark	77/087974	1/22/2007	3463202	7/8/2008
SOUTH EASTERN AUSTRALIA THE BIG KAHUNA CHARDONNAY		77/402922	2/21/2008	3712740	11/17/2009
MISCELLANEOUS DESIGN (TOTE BAG LOGO B & W)		85/051496	6/4/2010	4102927	2/21/2012




MISCELLANEOUS DESIGN (TOTE BAG LOGO B & W)		85/051462	6/4/2010	4096761	2/7/2012
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Unregistered Trademarks

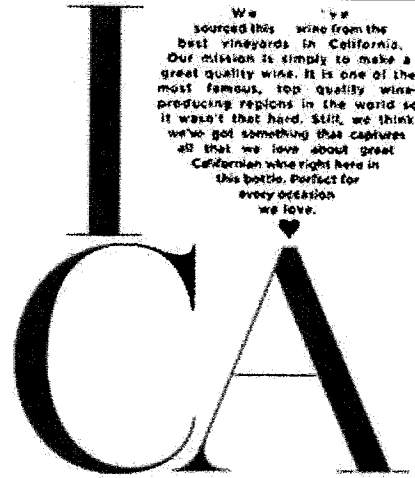
www.freshandeasy.com

Mark	Design
Fresh & Easy Organic (Design Mark)	
Kitchen To Go (Design Mark)	
f&e American Kitchen To Go (Design Mark)	
fresh & easy Mexican Kitchen To Go (Design Mark)	
fresh & easy Italian Kitchen To Go (Design Mark)	
fresh & easy Asian Kitchen To Go (Design Mark)	
made easy (Design Mark)	

<p>fresh &amp; easy goodness (Design Mark)</p>	
<p>f&amp;e Ready to Cook (Design Mark)</p>	
<p>fresh &amp; easy green things (Design Mark)</p>	
<p>fresh &amp; easy Gourmet (Design Mark)</p>	
<p>fresh &amp; easy Bakery (Design Mark)</p>	
<p>fresh &amp; easy in store bakery "apron" design (Design Mark)</p>	
<p>fresh &amp; easy From Our Bakery (Design Mark)</p>	
<p>fresh &amp; easy kitchen (Design Mark)</p>	

<p>Love Food (Design Mark)</p>	
<p>shop for schools (Design Mark)</p>	
<p>Friends (Design Mark)</p>	
<p>Signatures (Design Mark)</p>	
<p>Classic (Design Mark)</p>	
<p>Delicatessen (Design Mark)</p>	
<p>Gluten Free (Design Mark)</p>	
<p>fresh &amp; easy express (Design Mark)</p>	

I Heart CA  
(Design Mark)



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