

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM319485

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Supplemental Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BASHAS' INC.		10/08/2014	CORPORATION: ARIZONA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wells Fargo Bank, National Association		
<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		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4545961	BUONA SERA	
<b>Serial Number:</b>	86151444	DOS RANCHITOS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8004947512		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	202-370-4750		
<b>Email:</b>	ipteam@nationalcorp.com		
<b>Correspondent Name:</b>	Brandie Sullivan		
<b>Address Line 1:</b>	1025 Vermont Ave. NW, Suite 1130		
<b>Address Line 2:</b>	National Corporate Research, Ltd.		
<b>Address Line 4:</b>	Washington, D.C. 20005		
<b>ATTORNEY DOCKET NUMBER:</b>	F152059		
<b>NAME OF SUBMITTER:</b>	Matthew R. Pierce		
<b>SIGNATURE:</b>	/Matthew R. Pierce/		
<b>DATE SIGNED:</b>	10/08/2014		
<b>Total Attachments: 4</b>			
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OP \$65.00 4545961

TRADEMARK

**SUPPLEMENTAL GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS**

October 8, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BASHAS' INC., an Arizona corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, as lender and for the benefit of certain credit parties (in such capacities, the "Grantee"), a continuing security interest in the following (except as such may be considered Excluded Property (as such term is defined in the Security Agreement referred to below)): (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 date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS SUPPLEMENTAL 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 Security Agreement by, among others, the Grantor and the Grantee, dated as of December 28, 2011 (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 Supplemental Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

THIS SUPPLEMENTAL GRANT is a supplemental filing to that certain Grant of Security Interest in United States Trademarks, dated December 28, 2011, recorded on January 3, 2012 with the United States Patent and Trademark Office at Reel 4689, Frame 0870.

[Remainder of Page Left Intentionally Blank]

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

**GRANTOR:**

**BASHAS' INC.**

By: 

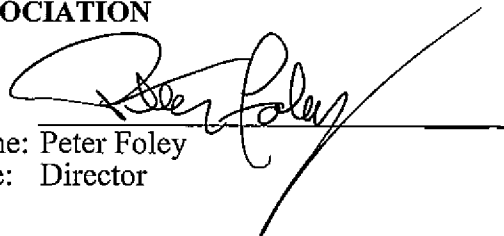
Name: EDWARD N. BASHAS III

Title: PRESIDENT

**GRANTEE:**

**WELLS FARGO BANK, NATIONAL  
ASSOCIATION**

By: \_\_\_\_\_  
Name: Peter Foley  
Title: Director

A handwritten signature in black ink, appearing to read "Peter Foley", is written over a horizontal line. The signature is stylized and cursive.

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
Dos Ranchitos	86,151,444	December 23, 2013
Buona Sera	4,545,961	June 10, 2014

[Schedule A to Supplemental Grant of Security Interest in United States Trademarks]