

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM447668

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BASHAS' INC.		09/29/2017	Corporation: ARIZONA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wells Fargo Bank, National Association		
<b>Street Address:</b>	One Boston Place		
<b>Internal Address:</b>	18th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02108		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5273952		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6172484000		
<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>Email:</b>	tmadmin@choate.com		
<b>Correspondent Name:</b>	Sara M. Bauer		
<b>Address Line 1:</b>	Two International Place		
<b>Address Line 2:</b>	Choate Hall & Stewart LLP		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02110		
<b>ATTORNEY DOCKET NUMBER:</b>	2009985-0080		
<b>NAME OF SUBMITTER:</b>	Sara M. Bauer		
<b>SIGNATURE:</b>	/sara bauer/		
<b>DATE SIGNED:</b>	10/18/2017		
<b>Total Attachments: 4</b>			
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OP \$40.00 5273952

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

September 29, 2017

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, BASHAS' INC., an Arizona corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as administrative agent and collateral agent, and for the ratable benefit of itself and 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 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, and recorded on January 4, 2012 with the United States Patent and Trademark Office at Reel 4691, Frame 0570, which was assigned by GA Capital, LLC to Grantee pursuant to the Assignment of Grant of Security Interest in United States Trademarks, dated October 8, 2014, and recorded on October 17, 2014 with the United States Patent and Trademark Office at Reel 5383, Frame 0234.

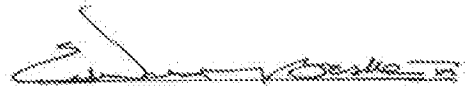
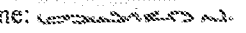
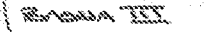
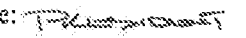
THIS SUPPLEMENTAL GRANT is one of several documents being filed with the United States Patent and Trademark Office on this date, and should be recorded as document one (1) of two (2).

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

GRANTOR:

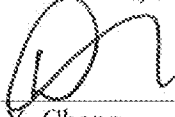
BASHAS' INC.

By:   
Name:  /   
Title: 

[Signature Page to Supplemental Grant of Security Interest in United States Trademarks]

GRANTEE:

WELLS FARGO BANK, NATIONAL ASSOCIATION

By:  \_\_\_\_\_

Name: Wai Y. Cheng

Title: Authorized Signatory

[Signature Page to Supplemental Grant of Security Interest in United States Trademarks]

**TRADEMARK**  
**REEL: 006184 FRAME: 0649**

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
[SENSORY MARK – SOUND]	5273952	August 29, 2017