

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Trademark Holdings, LLC		05/25/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Marsh Supermarkets, LLC
Street Address:	9800 Crosspoint Blvd.
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46256
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Registration Number:	2789486	BEAN BROS.
Registration Number:	2009189	DELI LEAN
Registration Number:	1697116	ENFLORA
Registration Number:	2958650	EXPERTS IN FRESH
Registration Number:	2616391	FIELDING THE MOUSE
Registration Number:	2804277	
Registration Number:	2978778	FIELDING'S
Registration Number:	1160410	FLORAL FASHIONS
Registration Number:	1875706	GONNA MAKE YOU SMILE
Registration Number:	1104543	
Registration Number:	1253875	HOOSIER STICK
Registration Number:	1223759	JOE O'MALIA FOOD MARKETS "WHERE QUALITY IS THE TRUE VALUE OF ECONOMY"
Registration Number:	1087155	MARSH

CH \$915.00 2789486

Registration Number:	0874895	MARSH
Registration Number:	2050427	MARSH
Registration Number:	0869064	MARSH
Registration Number:	1909040	MARSH FRESH I-D-E-A CARD
Registration Number:	2554821	MARSH KIDS' CLUB
Registration Number:	2655836	MCNAMARA
Registration Number:	2542770	MCNAMARA
Registration Number:	2537747	MORGANICS
Registration Number:	2838733	MYMARSH
Registration Number:	1841534	O'MALIA'S COUPONPLUS
Registration Number:	2813211	O'MALIA'S
Registration Number:	2834571	O'MALIA'S INDY'S PREMIER FOOD MARKETS
Registration Number:	1256377	SMILEMAKER
Registration Number:	1251873	SMILEMAKER
Registration Number:	2732867	STEAK MASTER
Registration Number:	1524718	STOCKMAN'S
Registration Number:	2970490	A
Registration Number:	1025923	WE VALUE YOU
Registration Number:	0650214	YORKTOWN
Registration Number:	1042414	YORKTOWN
Registration Number:	0757851	YORKTOWN
Registration Number:	2045590	YORKTOWN
Registration Number:	3149107	YORKTOWN FAMILY VALUE

CORRESPONDENCE DATA

Fax Number: (202)739-3001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-739-5652
Email: chowell@morganlewis.com
Correspondent Name: Catherine R. Howell, Paralegal
Address Line 1: 1111 Pennsylvania Ave., N.W.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	067172-0001
NAME OF SUBMITTER:	Catherine R. Howell, Paralegal
Signature:	/Catherine R. Howell/

Date:

06/05/2007

Total Attachments: 3

source=marsh#page1.tif

source=marsh#page2.tif

source=marsh#page3.tif

MARSH SUPERMARKETS TRADEMARK ASSIGNMENT

This Marsh Supermarkets Trademark Assignment ("Assignment") is entered into this 25th day of May, 2007 by and between Trademark Holdings, LLC, a Delaware limited liability company, ("Assignor"), and Marsh Supermarkets, LLC, an Indiana limited liability company ("Assignee").

WHEREAS, Assignor and Assignee have entered into that certain **DISTRIBUTION AND CONTRIBUTION AGREEMENT**, dated as of the date hereof (the "Agreement") pursuant to which Assignor agreed to assign to Assignee all right, title, and interest in and to the trademarks listed on **Exhibit A** attached hereto (the "Trademarks").

WHEREAS, pursuant to the Agreement, the parties wish to enter into this Assignment to transfer the entire right, title and interest in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby irrevocably conveys, sells, assigns and transfers to Assignee, its successors and assigns, all worldwide right, title and interest, legal and equitable, in and to the Trademarks, together with all of the goodwill of the business symbolized by the Trademarks. The assignment of the Trademarks granted herein includes all rights of action accrued, accruing and to accrue under and by virtue of the Trademarks, including all right to sue or otherwise recover for past, present and future infringement and to receive all damages, payments, costs and fees associated therewith. Assignor shall, at its own cost and expense, execute and deliver any and all instruments and documents and take such further actions as may be necessary or reasonably requested by Assignee to document and record with the appropriate authorities the aforesaid assignment and transfer, provided that Assignee shall be solely responsible for filing and recording such documents.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties, by their duly authorized officers, do hereby execute this Assignment as of the date first written above.

TRADEMARK HOLDINGS, LLC

By: *Laura S. Gretencord*

Name: Laura S. Gretencord

Title: Assistant Secretary

MARSH SUPERMARKETS, LLC

By: *Laura S. Gretencord*

Name: Laura S. Gretencord

Title: Assistant Secretary

[Signature Page to Marsh Supermarkets Trademark Assignment]

TRADEMARK
REEL: 003555 FRAME: 0078

Exhibit A

Mark	Reg. No.
Bean Bros.	2,789,486
Deli Lean	2,009,189
Enflora	1,697,116
Experts in Fresh	2,958,650
Fielding the Mouse	2,616,391
Fielding the Mouse Design	2,804,277
Fielding's	2,978,778
Floral Fashions	1,160,410
Gonna Make You Smile	1,875,706
Heart Design	1,104,543
Hoosier Stick	1,253,875
Joe O'Malia Food Markets "Where Quality is the True Value of Economy"	1,223,759
Marsh	1,087,155
Marsh	874,895
Marsh	2,050,427
Marsh	869,064
Marsh Fresh I·D·E·A Card	1,909,040
Marsh Kids' Club	2,554,821
McNamara	2,655,836
McNamara	2,542,770
Morganics	2,537,747
MyMarsh	2,838,733
O'Maila's CouponPlus	1,841,534
O'Malia's	2,813,211
O'Malia's Indy's Premier Food Markets	2,834,571
smilemaker	1,256,377
smilemaker	1,251,873
Steak Master	2,732,867
Stockman's	1,524,718
Stylized A and Design	2,970,490
We Value You	1,025,923
Yorktown	650,214
Yorktown	1,042,414
Yorktown	757,851
Yorktown	2,045,590
Yorktown Family Value	3,149,107