

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vitamin Cottage Two Ltd. Liability Company		12/12/2013	LIMITED LIABILITY COMPANY: COLORADO
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as administrative agent		
Street Address:	1125 17th Street, 3rd Floor		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80202		
Entity Type:	a National banking association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3770003	VITAMIN COTTAGE, NATURAL GROCERS AND NAT	
Registration Number:	3766174	NATURAL GROCERS BY VITAMIN COTTAGE	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	trademarks.atl@bryancave.com		
Correspondent Name:	Mike Spies/Bryan Cave LLP		
Address Line 1:	1700 Lincoln Street, Suite 4100		
Address Line 4:	Denver, COLORADO 80203		
ATTORNEY DOCKET NUMBER:	0533226		
NAME OF SUBMITTER:	Mike Spies		
Signature:	/Mike Spies/		

Date:

12/13/2013

Total Attachments: 3

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies/Gentlemen:

Please be advised that pursuant to the Trademark Security Agreement dated as of September 29, 2006 (as the same may be amended, modified, extended, restated or reaffirmed from time to time, the "Agreement") executed by Vitamin Cottage Two Ltd. Liability Company, a Colorado limited liability company ("Obligor"), in favor of JPMorgan Chase Bank, N.A., as administrative agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks shown below to the Agent for the ratable benefit of the Lenders, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	<u>Date of Trademark</u>
3770003	VITAMIN COTTAGE, NATURAL GROCERS AND NATURAL GROCERS	April 6, 2010
3766174	NATURAL GROCERS BY VITAMIN COTTAGE	March 30, 2010

The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

VITAMIN COTTAGE TWO LTD.
LIABILITY COMPANY

By: Zephyr Isely
Name: Zephyr Isely
Title: Manager

Acknowledged and Accepted:

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

By: _____
Name: Nancy J. Broome
Title: Senior Vice President

[Signature Page to Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005173 FRAME: 0282

The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

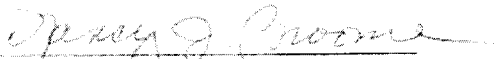
Very truly yours,

VITAMIN COTTAGE TWO LTD.
LIABILITY COMPANY

By: _____
Name: Zephyr Isely
Title: Manager

Acknowledged and Accepted:

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

By: 
Name: Nancy J. Broome
Title: Senior Vice President

[Signature Page to Notice of Grant of Security Interest in Trademarks]