

4-18-05

04-25-2005

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102987922

To the Honorable Commissioner of Patents and Trademarks, original documents or copy thereof.

1. Name of conveying party(ies):

The Penn Traffic Company

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation--State Delaware
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: April 13, 2005

2. Name and address of receiving party(ies)

Name: Wayne R. Walker, as Collateral Trustee

Internal

Address: Suite 1720

c/o Walker Neil Consultants, Inc. 1515

Street Address: Market Street

City: Philadelphia State: PA Zip: 19102

Individual(s) citizenship United States

Association _____

General Partnership _____

Limited Partnership _____

Corporation - State _____

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

76/627013

B. Trademark Registration No.(s)

2547294

Additional number(s) attached? Yes No

APR 18 2005

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Elizabeth Moody, Esq.

Internal Address: _____

Paul, Weiss, Rifkind, Wharton & Garrison LLP

Street Address: _____

1285 Avenue of the Americas

City: New York State: NY Zip: 10019-6064

6. Total number of applications and registrations involved: 35

7. Total fee (37 CFR 3.41) \$ 890.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 500706

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Elizabeth Moody, Esq.

Name of Person Signing

Elizabeth Moody
Signature

4/15/05
Date

Total number of pages including cover sheet, attachments, and documents: 8

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

04/22/2005 JJALLAN2 00000025 500706 76627013

01 FC:8521 40.00 DA
02 FC:8522 850.00 DA

TRADEMARK
REEL: 003151 FRAME: 0930

Additional conveying party:

Big M Supermarkets, Inc.
PO Box 4965
Syracuse, NY 13221
A New York Corporation

Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Notice"), dated as of April 13, 2005 made by The Penn Traffic Company, a Delaware corporation, and Big M Supermarkets, Inc., a New York corporation (collectively referred to herein as the "Grantors" and individually as a "Grantor"), in favor of Wayne R. Walker solely in his capacity as collateral trustee (together with his successors in such capacity, the "Secured Party").

WHEREAS, the Grantors are the owners of the trademarks and service marks set forth on Schedule 1 attached hereto, including the associated registrations and applications for registration set forth in Schedule 1 attached hereto (collectively, the "Trademarks"); and

WHEREAS, pursuant to the Security Agreement dated as of April 13, 2005 by and among Grantors, Penny Curtiss Baking Company, Inc., a New York corporation, Sunrise Properties, Inc., a Pennsylvania corporation, Pennway Express, Inc., a Pennsylvania corporation, Commander Foods Inc., a New York corporation, P and C Food Markets Inc. of Vermont, a Vermont corporation, P.T. Development, LLC, a New York limited liability company, and P.T. Fayetteville/Utica, LLC, a New York limited liability company and the Secured Party (the "Security Agreement"), Grantors granted, assigned and conveyed to Secured Party a security interest in, and lien on, certain intellectual property owned by the Grantors, including the Trademarks and the goodwill of the business symbolized by the Trademarks and all products and proceeds of the foregoing (collectively, the "Trademark Collateral"); and

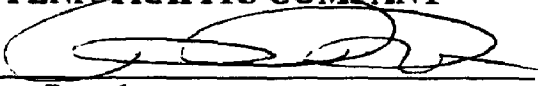
WHEREAS, pursuant to the Security Agreement, Grantors agreed to execute and deliver to Secured Party this Notice for purposes of filing the same with the United States Patent and Trademark Office (the "PTO") to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions of the Security Agreement, the Grantors hereby grant, assign and convey to Secured Party a security interest in, and lien on, the Trademark Collateral, provided that the grant of security interest shall not include any Trademark that may be deemed invalidated, canceled or abandoned due to the grant and/or enforcement of such security interest unless and until such time that the grant and/or enforcement of the security interest will not affect the validity of such Trademark, including without limitation, any intent-to-use trademark application until such time as a Statement of Use or an Amendment to Allege Use has been filed with the PTO.


The Grantors hereby acknowledge the sufficiency and completeness of this Notice to create the security interest in the Trademark Collateral and to grant the same to the Secured Party, and the Grantors hereby request the relevant trademark office and/or governing body to file and record the same together with the annexed Schedule 1.

IN WITNESS WHEREOF, the undersigned has caused this Notice to be duly executed and delivered as of the date first above written.

THE PENN TRAFFIC COMPANY

By: 
Name: Randy P Martin
Title: Senior Vice President-Finance

BIG M SUPERMARKETS, INC.

By: 
Name: Randy P Martin
Title: Vice President

Schedule 1

TRADEMARKS

Mark	Application No. / Registration No.	Filing Date/ Registration Date	Owner
PERFECT CHOICE (Stylized)	76/627013	1/5/05	The Penn Traffic Company
BAKERY FRESH NOW THAT'S FRESH! and design	2,547,294	3/12/2002	The Penn Traffic Company
P&C (Stylized)	1,693,854	06/16/1992	The Penn Traffic Company
BIG BEAR PLUS	1,529,025	03/07/1989	The Penn Traffic Company
GIVE EM A BIG BEAR HUG	1,523,969	02/07/1989	The Penn Traffic Company
THAT'S MY BEAR	1,518,534	12/27/1988	The Penn Traffic Company
BIG BEAR and design	1,217,929	11/23/1982	The Penn Traffic Company
BIG BEAR (Stylized)	981,376	03/26/1974	The Penn Traffic Company
GARDEN FRESH PRODUCE NOW THAT'S FRESH! and design	2,540,369	02/19/2002	The Penn Traffic Company
GLOUCESTER PIER	2,588,134	07/02/2002	The Penn Traffic Company
GOLD LABEL	2,522,584	12/25/2001	The Penn Traffic Company
P & C	739,090	10/09/1962	The Penn Traffic Company
P&C and design	1,577,082	01/09/1990	The Penn Traffic Company
P&C FOODS and design	2,021,018	12/03/1996	The Penn Traffic Company
GARDEN FRESH PRODUCE, NOW THAT'S FRESH! (WEST VIRGINIA)	N/A	06/29/2001	The Penn Traffic Company
GIVE EM A BIG BEAR HUG! (WEST VIRGINIA)	N/A	06/29/2001	The Penn Traffic Company
THAT'S MY BEAR (WEST VIRGINIA)	N/A	06/29/2001	The Penn Traffic Company
BIG BEAR PLUS (WEST VIRGINIA)	N/A	06/29/2001	The Penn Traffic Company

Mark	Application No./ Registration No.	Filing Date/ Registration Date	Owner
WILD CARD SAVINGS CLUB (WEST VIRGINIA)	N/A	06/29/2001	The Penn Traffic Company
BIG BEAR (WEST VIRGINIA)	N/A	01/15/1982	The Penn Traffic Company
BIG BEAR (WEST VIRGINIA)	213229	09/30/1954	The Penn Traffic Company
P&C FOOD (NEW HAMPSHIRE)	N/A	02/11/1987	The Penn Traffic Company
BETTY BROWN BAKERY and design	1,283,526	06/26/1984	The Penn Traffic Company
BETTY BROWN'S FINEST and design	1,282,698	06/19/1984	The Penn Traffic Company
TOP CRISP	820,855	12/20/1966	The Penn Traffic Company
B BUCKEYE STAMP 10 and design	805,341	03/08/1966	The Penn Traffic Company
BUCKEYE BIG TEN	805,340	03/08/1966	The Penn Traffic Company
EXEL and design	842,582	01/16/1968	The Penn Traffic Company
EXEL	821,802	01/10/1967	The Penn Traffic Company
THE PRICE CHAMPION	1,310,512	12/18/1984	The Penn Traffic Company
OLD SMOKE HOUSE BRAND (WEST VIRGINIA)	22366	04/17/1958	The Penn Traffic Company
DESIGN ONLY (OHIO)	SM63,749	09/22/1986	The Penn Traffic Company
OLD SMOKE HOUSE (OHIO)	TM88	11/18/1954	The Penn Traffic Company
OLD SMOKE HOUSE (OHIO)	TM81	11/13/1954	The Penn Traffic Company
BIG M (Stylized)	1,928,807	10/24/1995	Big M Supermarkets, Inc.