

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the director of the U. S. Patent and Trademark Office; Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Acme Markets, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Limited Liability Company
 Citizenship: DE
 Execution Date(s) August 30, 2012
 Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes Yes NoName: Wells Fargo Bank, National AssociationInternal
Address:Street Address: One Boston Place, 18th FloorCity: BostonState: MACountry: USAZip: 02108 Association Citizenship: USA General Partnership Citizenship: Limited Partnership Citizenship: Corporation Citizenship: Other ___ Citizenship: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)

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) See Attached Schedule A

B. Trademark Registration No.(s) See Attached Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown)

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

Name: Susan O'BrienInternal Address: CT Lien SolutionsStreet Address: 187 Wolf Road, Suite 101City: AlbanyState: NYZip: 12205Phone Number: 800-342-3676Fax Number: 800-962-7049Email Address: cls-udsalbany@wolterskluwer.com

6. Total number of applications and registrations involved:

77. Total fee (37 CFR 2.6(b)(6) & 3.41) \$190.00

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card

Last 4 Numbers 1640Expiration Date 10/13

b. Deposit Account Number

Authorized User Name:

9. Signature: _____

Signature

Kareem Ansley
Name of Person SigningOctober 26, 2012

Date

Total number of pages including cover sheet, attachments, and document: 5Documents to be recorded (including cover sheet) should be faxed to (703) 308-6995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$165.00 2041975

SCHEDULE A

Mark	Owner	Status	Registration/ Application No.	Registration/File Date
Acme	Acme Markets, Inc.	Registered/Active	2041975	Mar 4 1997
Acme & Design	Acme Markets, Inc.	Registered/Active	1369567	Nov 5 1985
Acme (Stylized)	Acme Markets, Inc.	Registered/Active	2275601	Sep 7 1999
Acme Pharmacy	Acme Markets, Inc.	Registered/Active	2047800	Mar 25 1997
LANCASTER BRAND	Acme Markets, Inc.	Registered/Active	1516551	Dec 13 1988
LANCASTER BRAND	Acme Markets, Inc.	Registered/Active	789147	May 4 1965
Acme	Acme Markets, Inc.	Registered/Active	2041975	Mar 4 1997

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS


FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ACME MARKETS, INC., a Delaware corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as administrative agent (in such capacity, the "Grantee"), a continuing security interest in (a) all of the Grantor's right, title and interest in, to and under to the United States trademarks, tradenames, trade styles and service marks and all trademark registrations and use-based trademark applications and recordings (the "Marks") set forth on Schedule A attached hereto, (b) all rights and privileges arising under applicable law with respect to Grantor's use of any Marks, and all reissues, extensions, continuation and renewals thereof, (c) all prints and labels on which any Marks have appeared or will appear, and all designs and general intangibles of a like nature; (d) the goodwill of the business symbolized by each of the Marks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing the Marks, and (e) all rights corresponding thereto.

THIS 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 August 30, 2012 (as amended, modified, restated and/or supplemented 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 Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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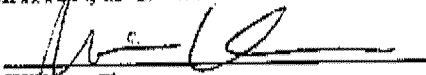
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 30th day of
August, 2012.

ACME MARKETS, INC., as Grantor

By: 
Name: Sherry M. Smith
Title: Vice President

Grant of Security Interest (Trademarks) - Acme Markets, Inc.

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee

By: 
Name: William Chan
Title: Director

Grant of Security Interest (Trademarks) - Acme Markets, Inc.