

09-03-2003

Form PTO-1594
1-31-92



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102540075

To the Honorable Commission, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Fleming Companies, Inc.

Individuals Association
 General Partnership Limited Partnership

Corporation - Oklahoma
 Other

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

8-27-03

2. Name and address of receiving party(ies):

Name: JPMorgan Chase Bank
Internal Address: 270 Park Avenue
Street Address:
City: New York State: New York Zip Code: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other Collateral Agent

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: May 6, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See Attached Schedule A

Trademark Registration No.(s)
See Attached Schedule A

2003 AUG 27 AM 8:02
OPR/FINANCE

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Helen Bruno, Senior Legal Assistant
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
City: New York State: New York ZIP: 10036

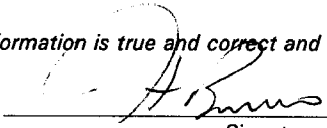
6. Total number of applications and registrations involved: 77

7. Total fee (37 CFR 3.41): \$ 1940.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705
(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.

Helen Bruno  August 27, 2003
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 10

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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01 FC:8521 40.00 DA
02 FC:8522 1900.00 DA

TRADEMARK
REEL: 002810 FRAME: 0219

**FLEMING COMPANIES, INC.
TRADEMARKS**

<u>Legal Entity</u>	<u>Mark</u>	<u>Type</u>	<u>Registration No.</u>
Fleming Companies, Inc.	ABCO & Apple Design	Federal	1,471,765
Fleming Companies, Inc.	ABCO FOODS & Cactus Design	Federal	1,891,504
Fleming Companies, Inc.	BAKER'S	Federal	2,258,792
Fleming Companies, Inc.	BARNABEE JUBILEE FOODS	Federal	Pending, Serial # 76/432,095
Fleming Companies, Inc.	BONNIE HUBBARD	Federal	1,083,836
Fleming Companies, Inc.	BONNIE HUBBARD	Federal	794,162
Fleming Companies, Inc.	BONNIE HUBBARD LOCAL GIRL MAKES GOOD	Federal	1,286,543
Fleming Companies, Inc.	BUY FOR LE\$\$ & Design	Federal	2,259,463
Fleming Companies, Inc.	CAPTAIN SUBMAN	Federal	Pending, Serial # 75-148086
Fleming Companies, Inc.	CAPTAIN SUBMAN & Design	Federal	Pending, Serial # 75-148087
Fleming Companies, Inc.	CAPTAIN SUBMAN CHARACTER DESIGN	Federal	Pending, Serial # 75-148085
Fleming Companies, Inc.	CHEF'S CHOICE	Federal	1,547,565
Fleming Companies, Inc.	CINNAMON ISLAND	Federal	2,239,212
Fleming Companies, Inc.	CINNAMON ISLAND CINNAMON ROLLS & Design	Federal	2,239,213
Fleming Companies, Inc.	CRESTWOOD BAKERY SINCE 1956	Federal	2,547,355
Fleming Companies, Inc.	DESERT MARKET	Federal	2,338,720
Fleming Companies, Inc.	EMPIRE	Federal	1,211,841
Fleming Companies, Inc.	FEASTONA	Federal	2,458,539
Fleming Companies, Inc.	FLEMING'S FLAVOR-RICH	Federal	581,584
Fleming Companies, Inc.	FRESH AND EASY	Federal	Pending, Serial # 75/634,481
Fleming Companies, Inc.	GOODVALUE	Federal	749,256

**FLEMING COMPANIES, INC.
TRADEMARKS**

<u>Legal Entity</u>	<u>Mark</u>	<u>Type</u>	<u>Registration No.</u>
Gateway Foods	THE GOOD STUFF	Federal	2,033,222
Fleming Companies, Inc.	HYDE PARK	Federal	1,526,354
Fleming Companies, Inc.	HYDE PARK	Federal	1,222,813
Fleming Companies, Inc.	HYDE PARK	Federal	1,226,412
Fleming Companies, Inc.	HYDE PARK	Federal	1,046,358
Fleming Companies, Inc.	HYDE PARK	Federal	1,256,269
Fleming Companies, Inc.	HYDE PARK	Federal	1,212,885
Fleming Companies, Inc.	HYDE PARK	Federal	1,233,256
Fleming Companies, Inc.	HYDE PARK	Federal	1,022,770
Fleming Companies, Inc.	HYDE PARK	Federal	1,003,810
Fleming Companies, Inc.	HYDE PARK	Federal	1,008,299
Fleming Companies, Inc.	HYDE PARK	Federal	1,003,799
Fleming Companies, Inc.	HYDE PARK	Federal	1,003,814
Fleming Companies, Inc.	HYDE PARK	Federal	1,003,820
Fleming Companies, Inc.	HYDE PARK	Federal	1,005,880
Fleming Companies, Inc.	HYDE PARK	Federal	1,008,463
Fleming Companies, Inc.	HYDE PARK	Federal	1,021,638
Fleming Companies, Inc.	HYDE PARK	Federal	1,002,960
Fleming Companies, Inc.	HYDE PARK	Federal	877,121
Fleming Companies, Inc.	HYDE PARK	Federal	885,570
Fleming Companies, Inc.	HYDE PARK	Federal	885,977
Fleming Companies, Inc.	HYDE PARK	Federal	990,577
Fleming Companies, Inc.	HYDE PARK	Federal	1,004,330
Fleming Companies, Inc.	HYDE PARK	Federal	1,006,973
Fleming Companies, Inc.	HYDE PARK	Federal	1,004,883
Fleming Companies, Inc.	HYDE PARK	Federal	858,036
Fleming Companies, Inc.	HYDE PARK	Federal	987,474
Fleming Companies, Inc.	HYDE PARK	Federal	868,738
Fleming Companies, Inc.	HYDE PARK	Federal	877,851
Fleming Companies, Inc.	JAVA STREET & DESIGN	Federal	2,429,626
Fleming Companies, Inc.	MARQUEE	Federal	1,445,823
Fleming Companies, Inc.	MARQUEE	Federal	1,445,822
Fleming Companies, Inc.	MARQUEE PREMIUM FRUIT BASKET	Federal	2,042,684
Fleming Companies, Inc.	MARQUEE PREMIUM DIVINO	Federal	2,183,727

**FLEMING COMPANIES, INC.
TRADEMARKS**

<u>Legal Entity</u>	<u>Mark</u>	<u>Type</u>	<u>Registration No.</u>
Fleming Companies, Inc.	MONTCO	Federal	801,430
Fleming Companies, Inc.	OUR VALUE	Federal	1,559,157
Fleming Companies, Inc.	OUR VALUE	Federal	1,466,104
Fleming Companies, Inc.	OUR VALUE	Federal	1,565,852
Fleming Companies, Inc.	OUR VALUE	Federal	607,375
Fleming Companies, Inc.	OUR VALUE	Federal	1,239,615
Fleming Companies, Inc.	QUALITY GUARANTEE	Federal	2,383,548
Fleming Companies, Inc.	RAINBOW	Federal	1,459,729
Fleming Companies, Inc.	RAINBOW	Federal	1,737,921
Fleming Companies, Inc.	RAINBOW	Federal	1,220,190
Fleming Companies, Inc.	RAINBOW FOODS and Design	Federal	1,304,312
Fleming Companies, Inc.	REDEFINING SUPPLY AND DEMAND	Federal	2,046,302
Fleming Companies, Inc.	S'ITALIAN SPECIALTIES & Design	Federal	2,234,659
Fleming Companies, Inc.	SKINLESS BONELESS DAD'S	Federal	2,529,031
Fleming Companies, Inc.	SUPER 1 FOODS	Federal	1,564,852
Fleming Companies, Inc.	SUPER 1 FOODS	Federal	1,507,563
Fleming Companies, Inc.	SUPER SAVE	Federal	643,994
Fleming Companies, Inc.	SUPER TRU AND Design	Federal	1,445,827
Fleming Companies, Inc.	TULARE MISSION	Federal	Pending, Serial # 76/194,158
Fleming Companies, Inc.	UNITED FAIRWAY	Federal	1,212,705
Fleming Companies, Inc.	UNITED GROCERS	Federal	1,213,412
Fleming Companies, Inc.	yes!LESS & Design	Federal	2,454,136

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Fleming Companies, Inc., a Oklahoma Corporation (the "Grantor") with principal offices at 1945 Lakepointe Drive, Lewesville, TX 75057, hereby grants to JPMorgan Chase Bank, as Collateral Agent, with principal offices at 270 Park Avenue, New York, New York 10019, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) 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 GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other Grantors from time to time party thereto and the Grantee, dated as of May 6, 2003 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under 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.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

25th day of JUNE, 2003.

FLEMING COMPANIES, INC., Grantor

By 

Name: MICHAEL K. SCOTT

Title: TREASURER

JPMORGAN CHASE BANK,
as Collateral Agent and Grantee

By ~~_____~~ 

Name: Roger A. Odell

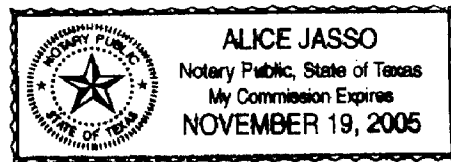
Title: Managing Director

STATE OF TEXAS)
) ss.:
COUNTY OF DENTON)

On this 25th day of JUNE, 2003, before me personally came MICHAEL K SCOTT
_____ who, being by me duly sworn, did state as follows: that [s]he is
TREASURER of Fleming Companies, Inc., that [s]he is authorized to execute the foregoing
Grant on behalf of said corporation and that [s]he did so by authority of the [Board of Directors]
of said corporation.



Notary Public



STATE OF New York)
) ss:
COUNTY OF New York)

On this 25 day of June, 2003, before me personally came _____
Roger Odell who, being by me duly sworn, did state as follows: that he is
Managing Director of JPMorgan Chase Bank, that he is authorized to execute the foregoing
Grant on behalf of said corporation and that he did so by authority of the Board of Directors of
said corporation.



Notary Public

MARTHA ORTIZ
Notary Public, State of New York
No. 01OR6028416
Qualified in Kings County
Commission Expires August 2, 20 05