

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
Marsh Supermarkets, LLC		06/25/2007	LIMITED LIABILITY COMPANY: INDIANA
Crystal Food Services, LLC		06/25/2007	LIMITED LIABILITY COMPANY: INDIANA
Village Pantry, LLC		06/25/2007	LIMITED LIABILITY COMPANY: INDIANA
Lobill Foods, LLC		06/25/2007	LIMITED LIABILITY COMPANY: INDIANA
Marsh Drugs, LLC		06/25/2007	LIMITED LIABILITY COMPANY: INDIANA
Marsh Supermarkets, Inc.		06/25/2007	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	Bank of America, N.A., Collateral Agent
Street Address:	100 Federal Street
Internal Address:	9th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark
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
Registration Number:	874895	MARSH

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Registration Number:	2050427	MARSH
Registration Number:	869064	MARSH
Registration Number:	1909040	MARSH FRESH I-D-E-A CARD
Registration Number:	2554821	MARSH KIDS' CLUB
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:	650214	YORKTOWN
Registration Number:	1042414	YORKTOWN
Registration Number:	757851	YORKTOWN
Registration Number:	2045590	YORKTOWN
Registration Number:	3149107	YORKTOWN FAMILY VALUE
Registration Number:	1123490	MARSH
Registration Number:	2455317	THE DECISION IS CRYSTAL CLEAR
Registration Number:	2575953	COFFEE ETC
Registration Number:	2790586	CAPITOL VENDING
Registration Number:	2839318	TOSCANA BISTRO
Registration Number:	2849693	CREATING AMAZING FOOD EXPERIENCES
Registration Number:	2872983	THE C.A.F.E. GROUP
Registration Number:	2891923	THE C.A.F.E. GROUP CREATING AMAZING FOOD EXPERIENCES
Registration Number:	2916729	TRIOS DI TUSCANOS
Registration Number:	3020456	
Registration Number:	855710	VILLAGE PANTRY
Registration Number:	1034956	VILLAGE PANTRY
Registration Number:	1162326	VILLAGE PANTRY
Registration Number:	1317347	VILLAGE PANTRY

Registration Number:	1432563	IF WE'RE NOT IN YOUR NEIGHBORHOOD YET, WE'RE ON YOUR WAY HOME
Registration Number:	1604882	MUG-A-LUG
Registration Number:	1628597	THANK\$ A LOTTERY
Registration Number:	2009816	SELECT A SUB
Registration Number:	2839973	VP.
Registration Number:	3096820	IF YOU NEED IT FAST, DON'T DRIVE PAST...VILLAGE PANTRY
Registration Number:	3135581	VP VILLAGE PANTRY
Registration Number:	1638724	LOBILL
Registration Number:	1697116	ENFLORA
Registration Number:	2655836	MCNAMARA
Registration Number:	2542770	MCNAMARA
Serial Number:	76512504	DON E. MARSH
Serial Number:	76512505	MARSH SIGNATURE
Registration Number:	2789486	BEAN BROS.
Registration Number:	2009189	DELI LEAN
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

CORRESPONDENCE DATA

Fax Number: (703)415-1557
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-415-1555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 2001 Jefferson Davis, Hwy., Suite 1007
Address Line 4: Arlington, VIRGINIA 22202

ATTORNEY DOCKET NUMBER:	8020806
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	03/12/2008

Total Attachments: 7

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FIRST AMENDMENT AND JOINDER TO AMENDED AND RESTATED INTELLECTUAL
PROPERTY SECURITY AGREEMENT

This First Amendment and Joinder to Amended and Restated Intellectual Property Security Agreement (this "Amendment and Joinder") is made as of this 25th day of June, 2007 by and among MARSH SUPERMARKETS, LLC, CRYSTAL FOOD SERVICES, LLC, VILLAGE PANTRY, LLC, LOBILL FOODS, LLC, and MARSH DRUGS, LLC, (individually, a "New Grantor" and collectively, the "New Grantors"), MARSH SUPERMARKETS, INC. (together with the New Grantors, individually, a "Grantor", and collectively, the "Grantors") and BANK OF AMERICA, N.A., a national banking association, as collateral agent (in such capacity, the "Collateral Agent") for the Secured Parties (as defined in the Security Agreement defined below), in consideration of the mutual covenants herein contained and benefits to be derived herefrom.

WITNESSETH:

A. Reference is made to a certain Amended and Restated Credit Agreement dated as of September 27, 2006 (as amended, modified, supplemented or restated and in effect from time to time, the "Credit Agreement"), by, among others (i) Marsh Supermarkets, LLC (the "Lead Borrower"), (ii) the other Borrowers named therein (together with the Lead Borrower, the "Borrowers"), (iii) the Lenders named therein, (iv) Bank of America, N.A., as Administrative Agent and Collateral Agent for the Lenders, and as Swingline Lender, and (v) Bank of America, N.A., as Issuing Bank.

B. Reference is further made to (i) a certain Amended and Restated Security Agreement dated as of September 27, 2006 (as amended, modified, supplemented or restated and in effect from time to time, the "Security Agreement"), by, among others, the Grantors and the Collateral Agent and (ii) a certain Amended and Restated Intellectual Property Security Agreement dated as of September 27, 2006 (as amended, modified, supplemented or restated and in effect from time to time, the "IP Security Agreement"), by, among others, certain of the Grantors and the Collateral Agent.

C. The New Grantors have simultaneously herewith acquired certain IP Collateral (as such term is defined in the IP Security Agreement) and the Collateral Agent requires that, among other things, in order to secure the obligations of the New Grantors under the Credit Agreement, the New Grantors shall join in the execution of, and become a party to, the IP Security Agreement.

NOW, THEREFORE, in consideration of the foregoing premises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Definitions: All capitalized terms used herein and not otherwise defined shall have the same meaning herein as in the IP Security Agreement, the Security Agreement or the Credit Agreement, as applicable.

IN WITNESS WHEREOF, each of the undersigned has caused this Amendment and Joinder to be duly executed and delivered by its proper and duly authorized officer as of the date set forth below.

GRANTORS:

MARSH SUPERMARKETS, LLC

By: Laura S. Gretencord
Laura S. Gretencord, General
Counsel and Assistant Secretary

CRYSTAL FOOD SERVICES, LLC

By: Laura S. Gretencord
Laura S. Gretencord, General
Counsel and Assistant Secretary

VILLAGE PANTRY, LLC

By: Charles M. Parker
Charles M. Parker, Chairman of the
Board and Chief Executive Officer

LOBILL FOODS, LLC

By: Laura S. Gretencord
Laura S. Gretencord, General
Counsel and Assistant Secretary

MARSH DRUGS, LLC

By: Laura S. Gretencord
Laura S. Gretencord, General
Counsel and Assistant Secretary

MARSH SUPERMARKETS, INC.

By: Laura S. Gretencord
Laura S. Gretencord, General
Counsel and Assistant Secretary

Exhibit A-4 [Intellectual Property Security Agreement]

COLLATERAL AGENT:

BANK OF AMERICA, N.A.


By: 
Name: Keith Vercauteren
Title: Managing Director

EXHIBIT A

List of Copyrights and Copyright Licenses

Copyright Registrations and Applications

None.

Copyright Licenses

None.

EXHIBIT B

List of Patents and Patent Licenses

Patents and Patent Applications

Applicant	Description	Serial Number	Application Number	Publication Date
Trademark Holdings, LLC	A store for selling merchandise to customers with a central, substantially open, area having a ceiling of a given height, and providing a place for merchandise.	068073	20050189413	September 1, 2005

Patent Licenses

None.

EXHIBIT C

List of Trademarks and Trademark Licenses

Trademark Registrations and Applications

Owner	Trademark or Servicemark	Registration / Application Number	Registration / Filing Date
Marsh Supermarkets, LLC	Bean Bros.	2,789,486	December 2, 2003
	Deli Lean	2,009,189	October 15, 1996
	Experts in Fresh	2,958,650	May 31, 2005
	Fielding the Mouse	2,616,391	September 10, 2002
	Fielding the Mouse Design	2,804,277	January 13, 2004
	Fielding's	2,978,778	July 26, 2005
	Floral Fashions	1,160,410	July 7, 1981
	Gonna Make You Smile	1,875,706	January 24, 1995

Owner	Trademark or Servicemark	Registration / Application Number	Registration / Filing Date
	Heart Design	1,104,543	October 17, 1978
	Hoosier Stick	1,253,875	October 11, 1983
	Joe O'Malia Food Markets "Where Quality is the True Value of Economy"	1,223,759	January 11, 1983
	Marsh	1,087,155	March 14, 1978
	Marsh	874,895	August 12, 1969
	Marsh	2,050,427	April 8, 1997
	Marsh	869,064	May 6, 1969
	Marsh Fresh I·D·E·A Card	1,909,040	August 1, 1995
	Marsh Kids' Club	2,554,821	April 2, 2002
Marsh Drugs, LLC Crystal Food Services, LLC	Morganics	2,537,747	February 12, 2002
	MyMarsh	2,838,733	May 4, 2004
	O'Maila's CouponPlus	1,841,534	June 21, 1994
	O'Malia's	2,813,211	February 10, 2004
	O'Malia's Indy's Premier Food Markets	2,834,571	April 20, 2004
	smilemaker	1,256,377	November 1, 1983
	smilemaker	1,251,873	September 20, 1983
	Steak Master	2,732,867	July 1, 2003
	Stockman's	1,524,718	February 14, 1989
	Stylized A and Design	2,970,490	July 19, 2005
	We Value You	1,025,923	November 25, 1975
	Yorktown	650,214	August 13, 1957
	Yorktown	1,042,414	June 29, 1976
	Yorktown	757,851	October 1, 1963
	Yorktown	2,045,590	March 19, 1997
	Yorktown Family Value	3,149,107	March 2, 2004
	Marsh	1,123,490	July 31, 1979
	The Decision is Crystal Clear	2,455,317	May 29, 2001
	Coffee Etc	2,575,953	June 4, 2002
	Capitol Vending	2,790,586	December 9, 2003
	Toscana Bistro	2,839,318	May 4, 2004
	Creating Amazing Food Experiences	2,849,693	June 1, 2004
	The C.A.F.E. Group	2,872,983	August 10, 2004
The C.A.F.E. Group Creating Amazing Food Experiences	2,891,923	October 5, 2004	

Owner	Trademark or Servicemark	Registration / Application Number	Registration / Filing Date
Village Pantry, LLC	Trios Di Tuscanos	2,916,729	January 4, 2005
	Knife and Fork Design	3,020,456	November 29, 2005
	Village Pantry	855,710	August 27, 1968
	Village Pantry	1,034,956	March 2, 1976
	Village Pantry	1,162,326	July 21, 1981
	Village Pantry	1,317,347	January 29, 1985
	If We're Not in Your Neighborhood Yet, We're On your Way Home	1,432,563	March 10, 1987
	Mug-A-Lug	1,604,882	July 3, 1990
	Thank\$ a Lottery	1,628,597	December 18, 1990
	Select a Sub	2,009,816	October 22, 1996
	VP [Design]	2,839,973	May 11, 2004
	If you need it Fast, Don't Drive Past . . . Village Pantry	3,096,820	December 30, 2004
	VP [Design]	3,135,581	August 29, 2005
LoBill Foods, LLC	LoBill	1,638,724	March 19, 1991
	Don E. Marsh [intent to use application]	7,651,2504	May 8, 2003
Trademark Holdings, LLC	Marsh Signature [intent to use application]	76512505	May 8, 2003
McNamara, LLC	Enflora	1,697,116	June 23, 1992
	McNamara	2,655,836	December 3, 2002
	McNamara	2,542,770	February 26, 2002

Trademark Licenses

None.

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