

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):
SFW Licensing Corp.

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 No

Name: Wells Fargo Bank, National Association

Internal Address:

Street Address: One Boston Place, 18th Floor

City: Boston

State: MA

Country: USA Zip: 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'Brien

Internal Address: CT Lien Solutions

Street Address: 187 Wolf Road, Suite 101

City: Albany

State: NY Zip: 12205

Phone Number: 800-342-3676

Fax Number: 800-962-7049

Email Address: cls-udsalbanv@wolterskluwer.com

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 2.8(b)(6) & 3.41) \$ 140.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers 1640
Expiration Date 10/13

b. Deposit Account Number
Authorized User Name:

9. Signature: _____
Signature Kareem Ansley
Name of Person Signing

Date October 26, 2012
Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (703) 308-8995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$140.00 3129223

SCHEDULE A

Mark	Owner	Status	Registration/ Application No.	Registration/File Date
Shoppers Food & Pharmacy	SFW Licensing Corp.	Registered/ Active	3129223	Aug 15 2006
COLOSSAL DONUTS	SFW Licensing Corp.	Registered/ Active	3069978	Mar 21 2006
Shoppers	SFW Licensing Corp.	Registered/ Active	1543972	Jun 13 1989
Shoppers Food Warehouse	SFW Licensing Corp.	Registered/ Active	1305515	Nov 13 1984
Shoppers Pharmacy	SFW Licensing Corp.	Registered/ Active	3315520	Oct 23 2007

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SFW LICENSING CORP., 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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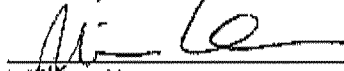
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 30th day of
August, 2012.

SFW LICENSING CORP., as Grantor

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

Grant of Security Interest (Trademarks) - SFW Licensing Corp.

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee

By: 
Name: William Chan
Title: Director

Grant of Security Interest (Trademarks) - SFW Licensing Corp.