

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM314366

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Albertson's LLC, as Grantor		12/27/2013	LIMITED LIABILITY COMPANY: DELAWARE
United Supermarkets, L.L.C., a Texas corporation, as Grantor		12/27/2013	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Citibank, N.A., as Agent
Street Address:	388 Greenwich Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 51

Property Type	Number	Word Mark
Registration Number:	4362456	MARKET STREET
Registration Number:	4225195	HEARTH OF TEXAS BREAD COMPANY
Registration Number:	4072047	UE UNITED EXPRESS
Registration Number:	4072046	UNITED EXPRESS
Registration Number:	3183076	SPECIAL OCCASIONS
Registration Number:	3247154	PRATERS FIFTY YEARS OF EXCELLENCE
Registration Number:	3170894	PRATERS
Registration Number:	3167798	PRATERS FIFTY YEARS OF EXCELLENCE
Registration Number:	3167797	PRATERS
Registration Number:	3631411	LIVING WELL
Registration Number:	3724878	UNITED SUPERMARKETS RX PHARMACY
Registration Number:	3630538	MARKET STREET UNITED
Registration Number:	3704596	ARTISAN'S CHOICE HAND-MADE BAKED GOODS
Registration Number:	4019864	KRISTAL ICE
Registration Number:	3946807	UE UNITED EXPRESS FUEL
Registration Number:	3859975	UNITED EXPRESS FUEL
Registration Number:	3695930	DISH
Registration Number:	3695929	DISH AT MARKET STREET

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3695908	DISH
Registration Number:	3695863	UNITED
Registration Number:	3657286	SMOKEHOUSE RANCH PREMIUM QUALITY SH
Registration Number:	3650817	GO GREEN FOR GOOD
Registration Number:	3650805	WHERE SERVICE AND SAVINGS MATTER
Registration Number:	3626946	WHERE SERVICE MATTERS
Registration Number:	3630535	MARKET STREET
Registration Number:	3235739	SPECIAL OCCASION
Registration Number:	3404408	A TASTE OF MARKET STREET IT'S A DRIVE-TH
Registration Number:	3576816	AMIGOS
Registration Number:	3801496	FROM THE HEART
Registration Number:	3465216	RX MARKET STREET PHARMACY
Registration Number:	3474582	RX UNITED PHARMACY
Registration Number:	3408028	A TASTE OF MARKET STREET
Registration Number:	3628154	MAVERICK BLEND
Registration Number:	3607195	AMIGOS UNITED RX PHARMACY
Registration Number:	3607194	MARKET STREET RX PHARMACY
Registration Number:	3596235	UNITED RX PHARMACY
Registration Number:	3434773	AMIGOS UNITED
Registration Number:	3465294	LIVING WELL. HEART AND SOUL.
Registration Number:	3756421	FROM THE HEART
Registration Number:	3101172	RED RIVER FARMS
Registration Number:	3093596	RED RIVER FARMS SCOOPS ICE CREAM
Registration Number:	2957788	SMOKEHOUSE RANCH
Registration Number:	2946604	KRISTAL
Registration Number:	2285227	PRATERS DELI
Registration Number:	2263239	PRATERS SYMBOL OF QUALITY SINCE 1955
Registration Number:	2358807	PRATERS
Serial Number:	86076175	YOU'RE IN FOR SOMETHING FRESH
Serial Number:	86042870	THE UNITED FAMILY
Serial Number:	85796091	TEXAS ROAST
Serial Number:	77086745	UNITED SUPERMARKETS
Serial Number:	85900716	UNITED SUPERMARKETS

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Email: marina.kelly@thomsonreuters.com

Correspondent Name: Ken Tan, Legal Assistant

TRADEMARK

REEL: 005347 FRAME: 0121

Address Line 1: 80 Pine Street
Address Line 2: c/o Cahill Gordon & Reindel LLP
Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER: Ken Tan, Legal Assistant

SIGNATURE: /Marina Kelly, Thomson Reuters/

DATE SIGNED: 08/18/2014

Total Attachments: 10

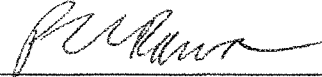
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IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

ALBERTSON'S LLC

By:



Name: Paul Rowan

Title: Executive Vice President, General
Counsel and Secretary

[Albertson's Trademark Security Agreement Signature Page]

TRADEMARK
REEL: 005347 FRAME: 0123

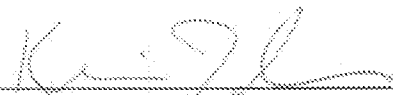
UNITED SUPERMARKETS, L.L.C.

By: Suz Ann Kirby
Name: Suz Ann Kirby
Title: CFO

[Albertson's Trademark Security Agreement Signature Page]

Accepted and Agreed:

CITIBANK, N.A.,
as Agent

By: 
Name: Kevin Johns
Title: Vice President

[Albertson's Trademark Security Agreement Signature Page]

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Albertson's Entities

TRADEMARK	APPLICANT/OWNER	REGISTRATION NUMBER/ APPLICATION NUMBER¹	CLASSES AND GOODS
RxTra	Albertson's LLC		
YOU'RE IN FOR SOMETHING FRESH	Albertson's LLC	86/076,175	35 Retail grocery store services
3 Leaf logo	Albertson's LLC	To be filed	35 Retail grocery store services

United Entities

TRADEMARK	APPLICANT/OWNER	Serial No. Filing Date	Reg. No. Reg. Date
THE UNITED FAMILY	United Supermarkets, L.L.C.	86042870 08/20/2013	
UNITED SUPERMARKETS	United Supermarkets, L.L.C.	85900716 04/10/2013	3571078 02/10/2009
MARKET STREET	United Supermarkets, L.L.C.	85718456 08/31/2012	4362456 07/02/2013
TEXAS ROAST	United Supermarkets, L.L.C.	85796091 12/06/2012	
HEARTH OF TEXAS BREAD COMPANY	United Supermarkets, L.L.C.	85554015 02/27/2012	4225195 10/16/2012
UE UNITED EXPRESS	United Supermarkets, L.L.C.	85286583 04/05/2011	4072047 12/13/2011
UNITED EXPRESS	United Supermarkets, L.L.C.	85286416 04/05/2011	4072046 12/13/2011
SPECIAL OCCASIONS	United Supermarkets, L.L.C.	78686420 08/05/2005	3183076 12/12/2006

¹ A blank cell in this column indicates a common law trademark.

TRADEMARK	APPLICANT/OWNER	Serial No. Filing Date	Reg. No. Reg. Date
PRATERS FIFTY YEARS OF EXCELLENCE	United Supermarkets, L.L.C.	78921064 06/30/2006	3247154 05/29/2007
PRATERS	United Supermarkets, L.L.C.	78651886 06/16/2005	3170894 11/14/2006
PRATERS FIFTY YEARS OF EXCELLENCE	United Supermarkets, L.L.C.	78651905 06/16/2005	3167798 11/07/2006
PRATERS	United Supermarkets, L.L.C.	78651547 06/15/2005	3167797 11/07/2006
LIVING WELL	United Supermarkets, L.L.C.	78694308 08/17/2005	3631411 06/02/2009
UNITED SUPERMARKETS RX PHARMACY	United Supermarkets, L.L.C.	77704321 04/01/2009	3724878 12/15/2009
MARKET STREET UNITED	United Supermarkets, L.L.C.	77592486 10/14/2008	3630538 06/02/2009
ARTISAN'S CHOICE HAND-MADE BAKED GOODS	United Supermarkets, L.L.C.	77659086 01/29/2009	3704596 11/03/2009
KRISTAL ICE	United Supermarkets, L.L.C.	77668936 02/12/2009	4019864 08/30/2011
UE UNITED EXPRESS FUEL	United Supermarkets, L.L.C.	77945797 02/26/2010	3946807 04/19/2011
UNITED EXPRESS FUEL	United Supermarkets, L.L.C.	77945771 02/26/2010	3859975 10/12/2010
DISH	United Supermarkets, L.L.C.	77719837 04/22/2009	3695930 10/13/2009
DISH AT MARKET STREET	United Supermarkets, L.L.C.	77719724 04/22/2009	3695929 10/13/2009
DISH	United Supermarkets, L.L.C.	77711731 04/10/2009	3695908 10/13/2009
UNITED	United Supermarkets, L.L.C.	77705073 04/02/2009	3695863 10/13/2009
SMOKEHOUSE RANCH PREMIUM QUALITY SH	United Supermarkets, L.L.C.	77638029 12/22/2008	3657286 07/21/2009
GO GREEN FOR GOOD	United Supermarkets, L.L.C.	77637845 12/22/2008	3650817 07/07/2009
WHERE SERVICE AND SAVINGS MATTER	United Supermarkets, L.L.C.	77637664 12/22/2008	3650805 07/07/2009
WHERE SERVICE MATTERS	United Supermarkets, L.L.C.	77631978 12/12/2008	3626946 05/26/2009
MARKET STREET	United Supermarkets, L.L.C.	77592456 10/14/2008	3630535 06/02/2009
SPECIAL OCCASION	United Supermarkets, L.L.C.	77011077 09/29/2006	3235739 05/01/2007
A TASTE OF MARKET	United Supermarkets,	77123577	3404408

TRADEMARK	APPLICANT/OWNER	Serial No. Filing Date	Reg. No. Reg. Date
STREET IT'S A DRIVE-THRU STORE AND A WHOLE LOT MORE	L.L.C.	03/06/2007	04/01/2008
AMIGOS	United Supermarkets, L.L.C.	77119533 03/01/2007	3576816 02/17/2009
FROM THE HEART	United Supermarkets, L.L.C.	77091366 01/25/2007	3801496 06/15/2010
RX MARKET STREET PHARMACY	United Supermarkets, L.L.C.	77089681 01/24/2007	3465216 07/15/2008
RX UNITED PHARMACY	United Supermarkets, L.L.C.	77089637 01/24/2007	3474582 07/29/2008
A TASTE OF MARKET STREET	United Supermarkets, L.L.C.	77089026 01/23/2007	3408028 04/08/2008
MAVERICK BLEND	United Supermarkets, L.L.C.	77398512 02/15/2008	3628154 05/26/2009
AMIGOS UNITED RX PHARMACY	United Supermarkets, L.L.C.	77392097 02/08/2008	3607195 04/14/2009
MARKET STREET RX PHARMACY	United Supermarkets, L.L.C.	77392093 02/08/2008	3607194 04/14/2009
UNITED RX PHARMACY	United Supermarkets, L.L.C.	77392086 02/08/2008	3596235 03/24/2009
AMIGOS UNITED	United Supermarkets, L.L.C.	77269114 08/31/2007	3434773 05/27/2008
LIVING WELL. HEART AND SOUL.	United Supermarkets, L.L.C.	77134169 03/19/2007	3465294 07/15/2008
FROM THE HEART	United Supermarkets, L.L.C.	77091411 01/25/2007	3756421 03/09/2010
UNITED SUPERMARKETS	United Supermarkets, L.L.C.	77086745 01/19/2007	3571078 02/10/2009
RED RIVER FARMS	United Supermarkets, L.L.C.	76546740 09/02/2003	3101172 06/06/2006
RED RIVER FARMS SCOOPS ICE CREAM	United Supermarkets, L.L.C.	76546741 09/02/2003	3093596 05/16/2006
SMOKEHOUSE RANCH	United Supermarkets, L.L.C.	76546742 09/02/2003	2957788 05/31/2005
KRISTAL	United Supermarkets, L.L.C.	76546738 09/02/2003	2946604 05/03/2005
PRATERS DELI	United Supermarkets, L.L.C.	75538013 07/27/1998	2285227 10/12/1999
PRATERS SYMBOL OF QUALITY SINCE 1955	United Supermarkets, L.L.C.	75538008 07/27/1998	2263239 07/20/1999
PRATERS	United Supermarkets, L.L.C.	75529090 07/29/1998	2358807 06/13/2000