

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM315083

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Succession of Agency (Reel/Frame 4995/0972, Reel/Frame 5347/0120)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citibank, N.A., as Prior Agent		08/25/2014	Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Credit Suisse AG, Cayman Islands Branch as Successor Agent
Street Address:	7033 Louis Stephens Drive, PO Box 110047
City:	Research Triangle Park
State/Country:	NORTH CAROLINA
Postal Code:	27709
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 85

Property Type	Number	Word Mark
Registration Number:	3282186	3'S A CROWD
Registration Number:	1446938	3'S A CROWD
Registration Number:	1073368	A ALBERTSONS
Registration Number:	1071250	A ALBERTSONS
Registration Number:	885630	ALBERTSONS
Registration Number:	891152	ALBERTSONS
Registration Number:	959514	ALBERTSONS
Registration Number:	953914	ALBERTSONS
Registration Number:	2303621	ALBERTSONS
Registration Number:	3663014	ALBERTSONS
Registration Number:	3856542	ALBERTSONS
Registration Number:	2245928	ALBERTSONS EXPRESS
Registration Number:	2712646	COUNTRY FARMS
Registration Number:	2312068	COUNTRY FARMS
Registration Number:	1062358	GOOD DAY
Registration Number:	3786033	GOOD DAY
Registration Number:	1619325	GOOD DAY
Registration Number:	2294426	LUCKY
Registration Number:	2325672	LUCKY

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2334824	LUCKY
Registration Number:	2334825	LUCKY
Registration Number:	2633764	LUCKY
Registration Number:	2325695	LUCKY
Registration Number:	1543066	LUCKY
Registration Number:	2193052	LUCKY MEANS LOW PRICES
Registration Number:	1469513	LUCKY PRODUCE 100% FRESH 100% GUARANTEED
Registration Number:	2900956	LUCKY SAV ON FOOD & DRUG STORE
Registration Number:	1856064	MAX PAK
Registration Number:	4254961	STEAKHOUSE CHOICE
Registration Number:	4083696	SUPER SAVER
Registration Number:	933392	SUPER SAVER
Registration Number:	3351770	IT MEANS A GREAT DEAL.
Registration Number:	4525709	YOU'RE IN FOR SOMETHING FRESH
Registration Number:	4525898	
Registration Number:	4489607	UNITED SUPERMARKETS
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:	3859975	UNITED EXPRESS FUEL
Registration Number:	3695930	DISH
Registration Number:	3695929	DISH AT MARKET STREET
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

TRADEMARK

Property Type	Number	Word Mark
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:	3571078	UNITED SUPERMARKETS
Registration Number:	3101172	RED RIVER FARMS
Registration Number:	3093596	RED RIVER FARMS SCOOPS ICE CREAM
Registration Number:	2285227	PRATERS DELI
Registration Number:	2263239	PRATERS SYMBOL OF QUALITY SINCE 1955
Registration Number:	2358807	PRATERS
Registration Number:	2957788	SMOKEHOUSE RANCH
Serial Number:	85581036	MY NEIGHBORHOOD. MY ALBERTSONS.
Serial Number:	86042870	THE UNITED FAMILY
Serial Number:	85796091	TEXAS ROAST
Registration Number:	3946807	UE UNITED EXPRESS FUEL
Registration Number:	2946604	KRISTAL

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

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:	Elaine Carrera, Legal Assistant
SIGNATURE:	/Marina Kelly, Thomson Reuters/
DATE SIGNED:	08/25/2014

TRADEMARK

REEL: 005351 FRAME: 0120

Total Attachments: 10

source=22. [REPLACE WITH FILED] IP Notice of Agency Succession (Albertson's Am. No. 5 - Executed)#page1.tif
source=22. [REPLACE WITH FILED] IP Notice of Agency Succession (Albertson's Am. No. 5 - Executed)#page2.tif
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source=22. [REPLACE WITH FILED] IP Notice of Agency Succession (Albertson's Am. No. 5 - Executed)#page7.tif
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source=22. [REPLACE WITH FILED] IP Notice of Agency Succession (Albertson's Am. No. 5 - Executed)#page10.tif

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):

Citibank, N.A., as Prior Agent

- Individual(s)
- Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) August 25, 2014

- Assignment
- Security Agreement
- Other 4995/0972, Reel/Frame 5347/0120
- Merger
- Change of Name
Notice of Succession of Agency (Reel/Frame)

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No
Credit Suisse AG, Cayman Islands Branch, as Successor
Name: Agent

Street Address: 7033 Louis Stephens Drive, PO Box 110047

City: Research Triangle Park

State: North Carolina

Country: USA Zip: 27709

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other Bank Citizenship USA

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)

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

A. Trademark Application No.(s)

See Schedule A & B

B. Trademark Registration No.(s)

See Schedule A & B

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: Ken Tan, Legal Assistant

Internal Address: _____

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: New York Zip: 10005

Phone Number: (212) 701-3804

Docket Number: 25630.0500

Email Address: KTan@cahill.com

6. Total number of applications and registrations involved:

85

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

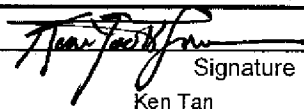
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:


Signature
Ken Tan

08/25/2014

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: **10**

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**NOTICE OF SUCCESSION OF AGENCY
REEL/FRAME 4995/0972
REEL/FRAME 5347/0120**

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of August 25, 2014 (the “Effective Date”), is executed by Citibank, N.A., in its capacity as Agent under the Original Agreements (as defined below) (the “Prior Agent”), and Credit Suisse AG, Cayman Islands Branch, in its capacity as Agent under the Current Agreements (as defined below) (the “Successor Agent”).

WHEREAS, pursuant to that certain Term Loan Agreement, dated as of March 21, 2013, by and among Albertson’s LLC (the “Parent Borrower”), Albertson’s Holdings LLC (“Holdings”), the Prior Agent and certain other parties thereto (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Original Credit Agreement”), the Prior Agent and certain grantor parties identified on the signature page hereto (the “Grantors”) entered into that (i) certain Security Agreement, dated as of March 21, 2013 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Original Security Agreement”), (ii) certain Trademark Security Agreement, dated as of March 21, 2013 (the “March Trademark Security Agreement”) and (iii) certain Trademark Security Agreement, dated as of December 27, 2013 (the “December Trademark Security Agreement” and, collectively with the Original Credit Agreement and the March Trademark Security Agreement, the “Current Agreements”), pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, the March Trademark Security Agreement was recorded with the United States Patent and Trademark Office on April 2, 2013 at Reel/Frame 4995/0972, with respect to the trademarks identified on Schedule A attached hereto;

WHEREAS, the December Trademark Security Agreement was recorded with the United States Patent and Trademark Office on August 18, 2014 at Reel/Frame 5347/0120, with respect to the trademarks identified on Schedule B attached hereto;

WHEREAS, in connection with the transactions under the Current Agreements, the Prior Agent, the Successor Agent, the Parent Borrower, Holdings and certain other parties have entered into that certain Agency Successor Agreement, dated as of August 25, 2014 (the “Agency Successor Agreement”), whereby the Prior Agent resigned as Agent and is succeeded to and replaced by the Successor Agent as successor Agent;

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

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Agency Successor Agreement.
2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Agency Successor Agreement, the Prior Agent has ceased to be Agent under such capacity and is succeeded to and replaced by the Successor Agent as Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the (i) March Trademark Security Agreement and (ii) December Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

[Signature Pages Follow.]

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective
Date:

CITIBANK, N.A.,
as Prior Agent

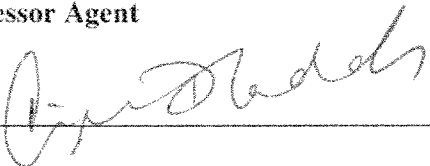
By: 

Name: Ross Mac Intyre
Title: Vice President

[IP Notice of Agency Succession]

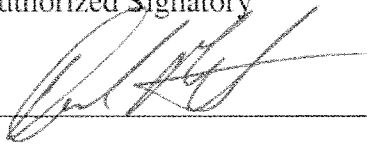
TRADEMARK
REEL: 005351 FRAME: 0124

**CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH,
as Successor Agent**

By: _____

Name: Vipul Dhadda

Title: Authorized Signatory

By: _____





Name: D. Andrew Maletta

Title: Authorized Signatory

[IP Notice of Agency Succession]

Schedule A

	Owner	Trademark	Serial No.	Filing Date	Reg. No.	Reg. Date
1.	Albertson's LLC	3'S A CROWD	77047130	11/17/2006	3282186	08/21/2007
2.	Albertson's LLC	3'S A CROWD & Design 	73630609	11/17/1986	1446938	07/07/1987
3.	Albertson's LLC	A ALBERTSONS & Design 	73089495	06/07/1976	1073368	09/13/1977
4.	Albertson's LLC	A ALBERTSONS & Design 	73108523	12/06/1976	1071250	08/16/1977
5.	Albertson's LLC	ALBERTSONS	72306621	09/05/1968	0885630	02/03/1970
6.	Albertson's LLC	ALBERTSONS	72309415	10/11/1968	0891152	05/19/1970
7.	Albertson's LLC	ALBERTSONS	72414712	02/07/1972	0959514	05/22/1973
8.	Albertson's LLC	ALBERTSONS	72414839	02/07/1972	0953914	02/27/1973
9.	Albertson's LLC	ALBERTSONS	75473775	04/24/1998	2303621	12/28/1999
10.	Albertson's LLC	ALBERTSONS	77599200	10/23/2008	3663014	08/04/2009
11.	Albertson's LLC	ALBERTSONS	77944196	02/24/2010	3856542	10/05/2010
12.	Albertson's LLC	ALBERTSONS EXPRESS & Design 	75444671	03/04/1998	2245928	05/18/1999
13.	Albertson's LLC	COUNTRY FARMS	76212708	02/20/2001	2712646	05/06/2003

	Owner	Trademark	Serial No.	Filing Date	Reg. No.	Reg. Date
14.	Albertson's LLC	COUNTRY FARMS & Design 	75685641	04/19/1999	2312068	01/25/2000
15.	Albertson's LLC	GOOD DAY	73089480	06/07/1976	1062358	03/29/1977
16.	Albertson's LLC	GOOD DAY	77724967	04/29/2009	3786033	05/04/2010
17.	Albertson's LLC	GOOD DAY & Design 	73786198	03/13/1989	1619325	10/30/1990
18.	Albertson's LLC	LUCKY	75559740	09/25/1998	2294426	11/23/1999
19.	Albertson's LLC	LUCKY	75559741	09/25/1998	2325672	03/07/2000
20.	Albertson's LLC	LUCKY	75559745	09/25/1998	2334824	03/28/2000
21.	Albertson's LLC	LUCKY	75559746	09/25/1998	2334825	03/28/2000
22.	Albertson's LLC	LUCKY	75559747	09/25/1998	2633764	10/15/2002
23.	Albertson's LLC	LUCKY	75563749	10/05/1998	2325695	03/07/2000
24.	Albertson's LLC	LUCKY (Stylized) 	73747759	08/22/1988	1543066	06/06/1989
25.	Albertson's LLC	LUCKY MEANS LOW PRICES	75184818	10/21/1996	2193052	10/06/1998
26.	Albertson's LLC	LUCKY PRODUCE 100% FRESH 100% GUARANTEED & Design 	73647173	03/02/1987	1469513	12/15/1987

	Owner	Trademark	Serial No.	Filing Date	Reg. No.	Reg. Date
27.	Albertson's LLC	LUCKY SAV ON FOOD & DRUG STORE & Design 	75459649	03/31/1998	2900956	11/09/2004
28.	Albertson's LLC	MAX PAK	74419232	08/02/1993	1856064	09/27/1994
29.	Albertson's LLC	MY NEIGHBORHOOD. MY ALBERTSONS.	85581036	03/27/2012		
30.	Albertson's LLC	STEAKHOUSE CHOICE	85418150	09/08/2011	4254961	12/04/2012
31.	Albertson's LLC	SUPER SAVER	85336257	06/02/2011	4083696	01/10/2012
32.	Albertson's LLC	SUPER SAVER & Design 	72370014	09/08/1970	0933392	05/02/1972
33.	Albertson's LLC	IT MEANS A GREAT DEAL	77147862	04/03/2007	3351770	12/11/2007

Schedule B

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	4525709	35 Retail grocery store services
3 Leaf logo	Albertson's LLC	4525898	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	4489607 02/25/2014
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
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

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

TRADEMARK	APPLICANT/OWNER	Serial No. Filing Date	Reg. No. Reg. Date
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 STREET IT'S A DRIVE-THRU STORE AND A WHOLE LOT MORE	United Supermarkets, L.L.C.	77123577 03/06/2007	3404408 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

TRADEMARK	APPLICANT/OWNER	Serial No. Filing Date	Reg. No. Reg. Date
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