

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM331189

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Albertson's LLC		01/30/2015	LIMITED LIABILITY COMPANY: DELAWARE
United Supermarkets, L.L.C.		01/30/2015	LIMITED LIABILITY COMPANY: TEXAS
Carr-Gottstein Foods Co.		01/30/2015	CORPORATION: DELAWARE
Dominick's Finer Foods, LLC		01/30/2015	LIMITED LIABILITY COMPANY: DELAWARE
Safeway Inc.		01/30/2015	CORPORATION: DELAWARE
Genuardi's Family Markets LP		01/30/2015	LIMITED PARTNERSHIP: DELAWARE
The Vons Companies, Inc.		01/30/2015	CORPORATION: MICHIGAN
Randall's Food & Drugs LP		01/30/2015	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	Credit Suisse AG, Cayman Islands Branch, as Agent		
Street Address:	7033 Louis Stephens Drive		
City:	Research Triangle Park		
State/Country:	NORTH CAROLINA		
Postal Code:	27709		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 320			
Property Type	Number	Word Mark	
Registration Number:	3168377		
Serial Number:	86142003	MYMIXX	
Serial Number:	86128760	MARKET STREET EXPRESS CLINIC	
Serial Number:	86413587	AMIGOS	
Serial Number:	86190393	ARRIBA! TEXAS ROAST	
Serial Number:	86413408	HEARTH OF TEXAS	
Serial Number:	86419904	SMOKEHOUSE RANCH	
Registration Number:	1856992	CARRS QUALITY CENTERS	
Registration Number:	1827858	OAKEN KEG	

OP \$8015.00 3168377

Property Type	Number	Word Mark
Registration Number:	1037040	DOMINICK'S
Registration Number:	1735977	DOMINICK'S
Registration Number:	1543099	DOMINICK'S
Registration Number:	1048722	DOMINICK'S FINER FOODS
Registration Number:	1545838	DOMINICK'S
Registration Number:	2135720	FRESH VALUES
Registration Number:	2334610	FRESH VALUES
Registration Number:	1452601	NEPTUNE'S COVE
Registration Number:	2433679	
Registration Number:	2060358	G
Registration Number:	2062539	G GENUARDI'S
Registration Number:	2320339	G GENUARDI'S FAMILY MARKETS COMMUNITY CA
Registration Number:	2060357	GENUARDI'S
Registration Number:	2337432	GENUARDI'S FAMILY MARKETS
Registration Number:	3005346	GENUARDI'S SMART CHECK GENUARDI'S CLUB
Registration Number:	3424975	PAVILIONS SMART CHECK VALUE PLUS CLUB
Registration Number:	2420564	FLAGSHIP
Registration Number:	2429762	KINDNESS FOR KIDS
Registration Number:	2356825	R REMARKABLE
Registration Number:	2999522	RANDALLS SMART CHECK RANDALLS REMARKABLE
Registration Number:	2503334	RANDALL'S FLAGSHIP
Registration Number:	4417269	RANDALLS
Registration Number:	4417227	RANDALLS
Registration Number:	2503340	RANDALLS FOOD & PHARMACY
Registration Number:	2357234	RANDALLS REMARKABLE
Registration Number:	2305066	REMARKABLE
Registration Number:	1417880	SIMON DAVID
Registration Number:	1975931	TOM THUMB
Registration Number:	4425735	TOM THUMB
Registration Number:	1875694	TOM THUMB FOOD & PHARMACY
Registration Number:	2990914	TOM THUMB SMART CHECK REWARD
Registration Number:	2441903	TOM THUMB REWARD
Registration Number:	3350649	2 HOUR TURKEY
Registration Number:	4164741	
Registration Number:	4388850	
Registration Number:	4283905	
Registration Number:	3696221	75 SOUTH
Registration Number:	3645259	75 SOUTH

Property Type	Number	Word Mark
Registration Number:	2967959	AVIA
Registration Number:	3127323	AVIA PARTNERS
Registration Number:	1833995	BACKOVICH
Registration Number:	1803376	BANDOLERO
Registration Number:	3315183	BANDOLERO
Registration Number:	3510415	BASIC RED
Registration Number:	2129057	BEST OF THE EGG
Registration Number:	3687885	BETTER LIVING BRANDS
Registration Number:	3684769	BETTER LIVING BRANDS
Registration Number:	3853308	BLOSSOM TIME
Registration Number:	4275955	BRIGHT GREEN
Registration Number:	4317303	BRIGHT GREEN
Registration Number:	4368723	BRIGHTEN YOUR WORLD
Registration Number:	3516896	BRIGHTLY
Registration Number:	3790502	BUSY BAKER
Registration Number:	3938120	BUSY BAKER
Registration Number:	1974458	CANADIAN CREST
Registration Number:	2164142	CAPTAIN'S CHOICE
Registration Number:	1872703	CASA DEL PUEBLO
Registration Number:	3524512	CASTLE CREST
Registration Number:	3310404	
Registration Number:	3718519	COCOA NUGGETS
Registration Number:	2846171	COINMASTER
Registration Number:	1021163	COLD BROOK
Registration Number:	3851611	COMFORT SAFE
Registration Number:	3600724	CONNECT TOGETHER
Registration Number:	3600725	CONNECT TOGETHER
Registration Number:	3305114	
Registration Number:	3008320	CRAGMONT
Registration Number:	2866340	DAIRY GLEN
Registration Number:	3489142	DAIRY. DAILY.
Registration Number:	2742711	DELI COUNTER
Registration Number:	3298412	DIABLO CREEK VINEYARDS
Registration Number:	4305128	DUST EASE
Registration Number:	3753482	EATING RIGHT
Registration Number:	3232276	EATING RIGHT
Registration Number:	4154241	EATING RIGHT UNITING FLAVOR & NUTRITION
Registration Number:	4210248	EATING RIGHT UNITING FLAVOR & NUTRITION

Property Type	Number	Word Mark
Registration Number:	4093977	EATING RIGHT UNITING FLAVOR & NUTRITION
Registration Number:	4426530	ELASTI-FIT
Registration Number:	1996761	ENLIGHTEN
Registration Number:	3429168	ESCAPE TO A COFFEE DESTINATION
Registration Number:	3319146	ESSEX PLACE
Registration Number:	3651537	FANTASTIC VANILLA
Registration Number:	2901954	FASTSHOP
Registration Number:	3454204	FIREFLY RIDGE
Registration Number:	3585079	FLY THROUGH CHECKOUT
Registration Number:	3421133	FOODFLEX
Registration Number:	3438729	FOODFLEX
Registration Number:	4230198	FRESH DECOR
Registration Number:	4276589	FRESH DECOR
Registration Number:	3509120	FRUITY SPROCKETS
Registration Number:	3371224	FULLY COOKED FAVORITES
Registration Number:	2191326	GALLERY
Registration Number:	2313389	GLENCOURT
Registration Number:	3537497	GORGONZOLA GEMS
Registration Number:	3503404	HAVE NUTS? HAVE A PARTY!
Registration Number:	2846953	HOMESTYLE
Registration Number:	4186936	IN-KIND
Registration Number:	4285231	IN-KIND
Registration Number:	2056679	INDULGENCE
Registration Number:	3307813	INGREDIENTES PARA SU VIDA
Registration Number:	3072555	INGREDIENTS FOR LIFE
Registration Number:	3337679	SAFEWAY S INGREDIENTES PARA SU VIDA. VID
Registration Number:	3270407	J. BRANDT
Registration Number:	3474401	JERSEYMAID DAIRIES SINCE 1936
Registration Number:	3839606	JUST FOR U
Registration Number:	4532488	JUST FOR U
Registration Number:	4532489	U
Registration Number:	4562936	JUST FOR U
Registration Number:	3524579	KIDDIE-UPS
Registration Number:	1798082	KINGS BAY
Registration Number:	3315182	KINGS BAY
Registration Number:	3216882	LIFE
Registration Number:	3481141	LIFE
Registration Number:	4079426	LIVE IT UP!

Property Type	Number	Word Mark
Registration Number:	1887317	LUCERNE
Registration Number:	3383773	LUCERNE
Registration Number:	4210231	MOM TO MOM
Registration Number:	3477124	MOM TO MOM
Registration Number:	4295842	MOM TO MOM SHARING WISDOM
Registration Number:	3521071	MOM TO MOM SHARING WISDOM
Registration Number:	4305130	MOP EASE
Registration Number:	3572971	MULTI CIRCLES
Registration Number:	4529906	MYSIMPLENUTRITION
Serial Number:	85162884	NATURE HAS NOTHING TO HIDE. NEITHER SHOU
Registration Number:	1343040	NATURE'S CUPBOARD
Registration Number:	2129280	NUTRABALANCE
Registration Number:	3298515	O ORGANICS
Registration Number:	3904525	O ORGANICS FOR BABY
Registration Number:	3639985	O ORGANICS FOR TODDLER
Registration Number:	3292669	OAK GLEN
Registration Number:	3038254	ONE SNAP
Registration Number:	4491388	OPEN NATURE
Registration Number:	4195143	OPEN NATURE
Registration Number:	2312074	OVENJOY
Registration Number:	2427719	PAK 'N SAVE FOODS
Registration Number:	4560583	PANTRY ESSENTIALS
Serial Number:	85185396	PANTRY ESSENTIALS
Registration Number:	4556206	PANTRY ESSENTIALS
Serial Number:	85184789	PANTRY ESSENTIALS
Registration Number:	3641545	PARKER'S CREAM SODA
Registration Number:	3641544	PARKER'S ROOT BEER
Registration Number:	3568028	PARTY PLEASERS
Registration Number:	0818811	PARTY PRIDE
Registration Number:	1835620	PAVLOVA
Registration Number:	3641605	POWER PUMP REWARDS
Registration Number:	2869036	PRE-HISTORIC
Registration Number:	2930221	PRE-HISTORIC
Registration Number:	3505696	PRICE LOCK
Registration Number:	3216820	PRIMO TAGLIO
Registration Number:	3425066	PRIMO TAGLIO NATURALS
Registration Number:	3429126	PRIMO TAGLIO NATURALS PREMIUM FIRST CUT
Registration Number:	3346637	PRIORITY

Property Type	Number	Word Mark
Registration Number:	3477171	PRIORITY TOTAL PET CARE
Registration Number:	3778369	PRIORITY TOTAL PET CARE
Registration Number:	3305281	PRIORITY TOTAL PET CARE
Registration Number:	3845515	PRIORITY TOTAL PET CARE
Registration Number:	2345754	RANCHER'S RESERVE
Registration Number:	3727820	RANCHER'S RESERVE TENDER BEEF
Serial Number:	85930240	REAL FOOD FROM NATURAL INGREDIENTS
Registration Number:	2042936	REFRESHE
Registration Number:	4164740	REFRESHE
Registration Number:	4280653	REFRESHE
Registration Number:	4362034	REFRESHE
Registration Number:	3342494	RICE POCKETS
Registration Number:	3776592	RXTE
Registration Number:	3352859	S SAFEWAY
Registration Number:	1550577	S
Registration Number:	3845511	S
Registration Number:	3412024	S
Registration Number:	0722393	S
Registration Number:	1238290	S
Registration Number:	0721716	SAFEWAY
Registration Number:	2232194	SAFEWAY
Registration Number:	2222872	SAFEWAY
Registration Number:	2224357	SAFEWAY
Registration Number:	2278970	SAFEWAY
Registration Number:	1214614	SAFEWAY
Registration Number:	1964198	SAFEWAY
Registration Number:	1088051	SAFEWAY
Registration Number:	1197629	SAFEWAY
Registration Number:	0763794	SAFEWAY
Registration Number:	2459186	SAFEWAY
Registration Number:	2173159	SAFEWAY
Registration Number:	1065907	SAFEWAY
Registration Number:	0795742	SAFEWAY
Registration Number:	2454660	SAFEWAY
Registration Number:	2445835	SAFEWAY
Registration Number:	2090931	SAFEWAY
Registration Number:	2045385	SAFEWAY
Registration Number:	2113573	SAFEWAY

Property Type	Number	Word Mark
Registration Number:	2072013	SAFEWAY
Registration Number:	2031799	SAFEWAY
Registration Number:	2083227	SAFEWAY
Registration Number:	2034897	SAFEWAY
Registration Number:	2115347	SAFEWAY
Registration Number:	1971498	SAFEWAY
Registration Number:	2072014	SAFEWAY
Registration Number:	2031627	SAFEWAY
Registration Number:	2156218	SAFEWAY
Registration Number:	1250190	SAFEWAY
Registration Number:	2068410	SAFEWAY
Registration Number:	2173133	SAFEWAY
Registration Number:	2006205	SAFEWAY
Registration Number:	2135851	SAFEWAY
Registration Number:	2135963	SAFEWAY
Registration Number:	2135964	SAFEWAY
Registration Number:	2165942	SAFEWAY
Registration Number:	1488428	SAFEWAY
Registration Number:	1166909	SAFEWAY
Registration Number:	1485875	SAFEWAY
Registration Number:	2096640	SAFEWAY
Registration Number:	1168617	SAFEWAY
Registration Number:	2194839	SAFEWAY
Registration Number:	1225882	SAFEWAY
Registration Number:	2080924	SAFEWAY
Registration Number:	2601105	SAFEWAY
Registration Number:	3010438	SAFEWAY
Registration Number:	2604652	SAFEWAY
Registration Number:	2631244	SAFEWAY
Registration Number:	2654035	SAFEWAY
Registration Number:	4023545	SAFEWAY S
Registration Number:	2695119	SAFEWAY CLUB
Registration Number:	2809089	SAFEWAY FASTSHOP
Registration Number:	4552582	VONS FRESH TO YOUR DOOR
Registration Number:	3431706	SAFEWAY INGREDIENTS FOR LIFE.
Registration Number:	3566077	SAFEWAY S
Registration Number:	2035085	SAFEWAY SELECT
Registration Number:	2135926	SAFEWAY SELECT

Property Type	Number	Word Mark
Registration Number:	2221733	SAFEWAY SELECT
Registration Number:	2042935	SAFEWAY SELECT
Registration Number:	2115346	SAFEWAY SELECT
Registration Number:	2035143	SAFEWAY SELECT
Registration Number:	2023557	SAFEWAY SELECT
Registration Number:	2082796	SAFEWAY SELECT
Registration Number:	2695051	SAFEWAY SELECT
Registration Number:	2167758	SAFEWAY SELECT
Registration Number:	2695052	SAFEWAY SELECT
Registration Number:	1961434	SAFEWAY SELECT
Registration Number:	1948158	SAFEWAY SELECT
Registration Number:	1952413	SAFEWAY SELECT
Registration Number:	1888655	SAFEWAY SELECT
Registration Number:	3663979	SAFEWAY SELECT
Registration Number:	2835958	SAFEWAY SMART CHECK SAFEWAY CLUB
Registration Number:	4524284	SAFEWAY
Registration Number:	2724567	SAFEWAY.COM
Registration Number:	3966486	SANDWICH SLENDERS
Registration Number:	3637187	SEEING SPOTS IS GOOD FOR YOU!
Serial Number:	85888312	SHOPS AT THE RIDGE
Registration Number:	3694479	SIGNATURE CAFE
Registration Number:	3486755	SIGNATURE CAFE
Registration Number:	3568816	SIGNATURE CAFE
Registration Number:	3610759	SIGNATURE CAFE
Registration Number:	2798794	SILLY CIRCLES
Registration Number:	4317454	SIMPLE NUTRITION
Registration Number:	4313387	SIMPLE NUTRITION
Registration Number:	1862671	SNOW STAR
Registration Number:	1967321	SOFTLY
Registration Number:	2125225	SOFTLY GALLERY
Registration Number:	3985921	SPOT YOUR NEEDS
Registration Number:	2039937	SWIRLS
Registration Number:	3296137	TARTAN ROYAL
Registration Number:	3296068	TARTAN ROYAL
Registration Number:	4049362	THE JOY OF FOOTBALL
Registration Number:	4022130	THE JOY OF FOOTBALL
Registration Number:	3643134	THE MARKET
Serial Number:	85892799	THE ORCHARDS AT WALNUT CREEK

Property Type	Number	Word Mark
Registration Number:	4347092	THE SNACK ARTIST
Registration Number:	2633777	TREASURE CHIPS
Registration Number:	3232053	TUXEDOS
Registration Number:	3942488	U
Registration Number:	3404068	VARI-A-SIZE
Registration Number:	2081173	VERDI
Registration Number:	3485464	VIDA
Registration Number:	3101189	VITAL 100
Registration Number:	3303226	VITALI
Registration Number:	3333172	VITALI
Registration Number:	4490396	VONS
Registration Number:	4546081	SAFEWAY FRESH TO YOUR DOOR
Registration Number:	3619705	WATERFRONT BISTRO
Registration Number:	3640018	WATERFRONT BISTRO
Registration Number:	3436679	WHITE 'N FIBER
Registration Number:	2010664	THIRSTY
Registration Number:	3413837	CANADIAN CREST
Registration Number:	3289152	D.W. ANDERS
Registration Number:	3321918	D.W. ANDERS
Serial Number:	85914688	EATING RIGHT FOR PROTEIN SEEKERS
Serial Number:	85914677	EATING RIGHT FOR PROTEIN SEEKERS
Registration Number:	2885371	HOMESTYLE
Registration Number:	3266513	J. BRANDT
Serial Number:	86301172	JERSEYMAID DAIRIES SINCE 1936
Registration Number:	4641419	O ORGANICS
Registration Number:	3166862	PHARMACY
Registration Number:	0868000	SAFEWAY
Registration Number:	2071989	SAFEWAY SELECT
Registration Number:	3561469	SIGNATURE CAFE
Registration Number:	3418946	SWEETEN UP YOUR MORNING!
Serial Number:	85902628	THE ORCHARDS AT WALNUT CREEK
Registration Number:	4667735	WAFFLE-NUT
Registration Number:	1989395	JERSEYMAID DAIRIES
Registration Number:	2057125	PAVILIONS
Registration Number:	1475449	PAVILIONS
Registration Number:	1574021	PAVILIONS PLACE
Registration Number:	1685533	PAVILIONS VALUEPLUS CLUB
Registration Number:	1236937	VONS

Property Type	Number	Word Mark
Registration Number:	2066845	VONS IS VALUE
Registration Number:	2109180	VONS IS VALUE
Registration Number:	3005345	VONS SMART CHECK
Registration Number:	1775585	VONSCLUB
Registration Number:	1478884	WESTWOOD
Registration Number:	1366046	DOMINICK'S
Registration Number:	3395214	EATING RIGHT

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: michael.barys@thomsonreuters.com

Correspondent Name: Doris Ka, 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: Doris Ka

SIGNATURE: /Michael Barys TR/

DATE SIGNED: 02/05/2015

Total Attachments: 21

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Trademark Security Agreement

Trademark Security Agreement, dated as of January 30, 2015, by ALBERTSON'S LLC, UNITED SUPERMARKETS, L.L.C., GENUARDI'S FAMILY MARKETS LP, RANDALL'S FOOD & DRUGS LP, THE VONS COMPANIES, INC., DOMINICK'S FINER FOODS, LLC, CARR-GOTTSTEIN FOODS CO. and SAFEWAY INC. (individually, a "Grantor", and, collectively, the "Grantors"), in favor of CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Agent").

WITNESSETH:

WHEREAS, the Grantors are party to a Second Amended and Restated Security Agreement dated as of January 30, 2015 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Agent pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Grantors hereby agree with the Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Grantor hereby pledges and grants to the Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral of such Grantor:

- (a) Trademarks of such Grantor listed on Schedule I attached hereto;
- (b) all goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Assets).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Agent pursuant to the Security Agreement and Grantors hereby acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Agent shall otherwise determine.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Agent shall execute, acknowledge, and deliver to the Grantors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts. Delivery of an executed counterpart of a signature page of this Trademark Security Agreement by telecopy, pdf or other electronic transmission shall be as effective as delivery of a manually executed counterpart of this Trademark Security Agreement.

SECTION 6. Governing Law. This Trademark Security Agreement and the transactions contemplated hereby, and all disputes between the parties under or relating to this Trademark Security Agreement or the facts or circumstances leading to its execution, whether in contract, tort or otherwise, shall be construed in accordance with and governed by the laws (including statutes of limitation) of the State of New York, without regard to conflicts of law principles that would require the application of the laws of another jurisdiction.

[signature page follows]

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.

ALBERTSON'S LLC

By: 

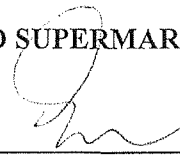
Name: Susan McMillan

Title: Group Vice President, Assistant
General Counsel & Assistant
Secretary

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.

UNITED SUPERMARKETS, L.L.C.

By:



Name: Susan McMillan

Title: Group Vice President, Legal

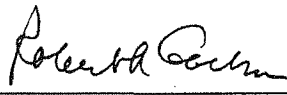
IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

Effective upon the consummation of the merger of Saturn Acquisition Merger Sub, Inc. with and into Safeway Inc.:

GRANTORS:

SAFEWAY INC.

By: 
Name: Robert Gordon
Title: Vice President & Secretary

GENUARDI'S FAMILY MARKETS LP

By: GFM HOLDINGS LLC, its general partner

By: *Laura A. Donald*

Name: Laura A. Donald

Title: Vice President & Assistant Secretary

RANDALL'S FOOD & DRUGS LP

By: RANDALL'S FOOD MARKETS, INC., its general partner

By: Laura A. Donald

Name: Laura A. Donald

Title: Vice President & Assistant Secretary

THE VONS COMPANIES, INC.
DOMINICK'S FINER FOODS, LLC
CARR-GOTTSTEIN FOODS CO.

By: Laura A. Donald

Name: Laura A. Donald


Title: Vice President & Assistant Secretary


Trademark Security Agreement (Term Loan)

TRADEMARK
REEL: 005453 FRAME: 0789

Accepted and Agreed:

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH,
as Agent

By: 
Name: BILL O'DALY
Title: AUTHORIZED SIGNATORY

By: 
Name: D. ANDREW MALETTA
Title: AUTHORIZED SIGNATORY

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

UNITED STATES TRADEMARKS:

Albertson's Entities

TRADEMARK	APPLICANT/OWNER	REGISTRATION NUMBER/ APPLICATION NUMBER
ALBERTSONS ARCH & LEAF DESIGN	ALBERTSON'S LLC	3168377
MYMIXX	ALBERTSON'S LLC	86142003 12/12/2013

United Entities

TRADEMARK	APPLICANT/OWNER	Serial No. Filing Date	Reg. No. Reg. Date
MARKET STREET EXPRESS CLINIC	UNITED SUPERMARKETS, L.L.C.	86128760 11/25/2013	4651662 12/09/2014

Trademark Applications:

TRADEMARK	APPLICANT/OWNER	REGISTRATION NUMBER/ APPLICATION NUMBER
AMIGOS	UNITED SUPERMARKETS, L.L.C.	86413587 10/02/2014
ARRIBA! TEXAS ROAST	UNITED SUPERMARKETS, L.L.C.	86190393 02/11/2014
HEARTH OF TEXAS	UNITED SUPERMARKETS, L.L.C.	86413408 10/02/2014
SMOKEHOUSE RANCH	UNITED SUPERMARKETS, L.L.C.	86419904 10/09/2014

Safeway Entities

TRADEMARK	APPLICANT/OWNER	REGISTRATION NUMBER / APPLICATION NUMBER
Carrs Quality Centers	Carr-Gottstein Foods Co.	1856992
Oaken Keg	Carr-Gottstein Foods Co.	1,827,858
Dominick's	Dominick's Finer Foods, LLC	1,037,040
Dominick's and Design	Dominick's Finer Foods, LLC	1,735,977
Dominick's Color Logo	Dominick's Finer Foods, LLC	1,543,099
Dominick's Finer Foods	Dominick's Finer Foods, LLC	1,048,722
Dominick's Logo	Dominick's Finer Foods, LLC	1,545,838
Fresh Values	Dominick's Finer Foods, LLC	2,135,720
Fresh Values Design (fresh apple design)	Dominick's Finer Foods, LLC	2,334,610
Neptune's Cove	Dominick's Finer Foods, LLC	1,452,601
Wave Design (right)	Dominick's Finer Foods, LLC	2,433,679
G & Design	Safeway Inc.	2,060,358
G Genuardi's	Safeway Inc.	2,062,539
G Genuardi's Family Markets Community Cash Back Program	Safeway Inc.	2,320,339
Genuardi's	Safeway Inc.	2,060,357
Genuardi's Family Markets	Safeway Inc.	2,337,432
Genuardi's Smart Check Genuardi's Club	Genuardi's Family Markets LP	3,005,346
PAVILIONS SMART CHECK VALUE PLUS CLUB	The Vons Companies, Inc.	3,424,975
Flagship	Randall's Food & Drugs LP	2,420,564
Kindness for Kids (and design)	Randall's Food & Drugs LP (formerly known as Randall's Food & Drugs, Inc.)	2,429,762
R Remarkable (word mark)	Randall's Food & Drugs LP (formerly known as Randall's Food & Drugs, Inc.)	2,356,825
RANDALLS SMART CHECK RANDALLS REMARKABLE	Randall's Food and Drugs LP	2,999,522
Randalls Flagship	Randall's Food & Drugs LP	2,503,334
RANDALLS	Safeway Inc.	4417269
RANDALLS	Safeway Inc.	4417227
Randalls Food & Pharmacy	Randall's Food & Drugs LP	2,503,340
Randalls Remarkable	Randall's Food & Drugs LP	2,357,234
Remarkable	Randall's Food & Drugs LP	2,305,066
Simon David	Randall's Food & Drugs LP	1,417,880
Tom Thumb	Randall's Food & Drugs LP	1,975,931
TOM THUMB	Safeway Inc.	4,425,735
Tom Thumb Food & Pharmacy	Randall's Food & Drugs LP	1,875,694

TRADEMARK	APPLICANT/OWNER	REGISTRATION NUMBER / APPLICATION NUMBER
TOM THUMB SMART CHECK REWARD	Randall's Food & Drugs LP (formerly known as Tom Thumb Food & Drugs, Inc.)	2,990,914
Tom Thumb Reward	Randall's Food & Drugs LP	2,441,903
2 Hour Turkey	Safeway Inc.	3350649
3 drop logo (Refresh)	Safeway Inc.	4164741
3 drop logo (Refresh)	Safeway Inc.	4388850
3 drops logo (Refresh)	Safeway Inc.	4283905
75 South	Safeway Inc.	3,696,221
75 South	Safeway Inc.	3,645,259
Avia	Safeway Inc.	2,967,959
Avia Partners	Safeway Inc.	3,127,323
Backovich	Safeway Inc.	1,833,995
Bandolero	Safeway Inc.	1,803,376
Bandolero	Safeway Inc.	3315183
Basic Red	Safeway Inc.	3,510,415
Best of the Egg	Safeway Inc.	2,129,057
Better Living Brands	Safeway Inc.	3,687,885
Better Living Brands	Safeway Inc.	3,684,769
Blossom Time	Safeway Inc.	3,853,308
Bright Green	Safeway Inc.	4275955
Bright Green	Safeway Inc.	4317303
Brighten Your World	Safeway Inc.	4368723
Brightly	Safeway Inc.	3,516,896
Busy Baker	Safeway Inc.	3,790,502
Busy Baker	Safeway Inc.	3938120
Canadian Crest	Safeway Inc.	1,974,458
Captain's Choice	Safeway Inc.	2,164,142
Casa Del Pueblo	Safeway Inc.	1,872,703
Castle Crest	Safeway Inc.	3,524,512
Chicken Head logo	Safeway Inc.	3,310,404
Cocoa Nuggets (word mark)	Safeway Inc.	3,718,519
Coinmaster (word mark)	Safeway Inc.	2,846,171
Cold Brook	Safeway Inc.	1,021,163
Comfort Safe	Safeway Inc.	3,851,611
Connect Together	Safeway Inc.	3,600,724
Connect Together and Design	Safeway Inc.	3,600,725
Cow Head logo (Lucerne)	Safeway Inc.	3,305,114
Cragmont	Safeway Inc.	3,008,320
Dairy Glen	Safeway Inc.	2,866,340
Dairy Daily	Safeway Inc.	3489142
Deli Counter	Safeway Inc.	2,742,711

TRADEMARK	APPLICANT/OWNER	REGISTRATION NUMBER / APPLICATION NUMBER
Diablo Creek Vineyards	Safeway Inc.	3298412
DUST EASE	Safeway Inc.	4305128
EATING RIGHT FOR PROTEIN SEEKERS	Safeway Inc.	3753482
Eating Right	Safeway Inc.	3,232,276
Eating Right	Safeway Inc.	3,395,214
Eating Right Uniting flavor & nutrition	Safeway Inc.	4154241
Eating Right uniting flavor & nutrition	Safeway Inc.	4210248
Eating Right uniting flavor & nutrition kids and design	Safeway Inc.	4093977
Elasti-Fit	Safeway Inc.	4426530
Enlighted	Safeway Inc.	1,996,761
Escape to a Coffee Destination	Safeway Inc.	3,429,168
Essex Place	Safeway Inc.	3,319,146
Fantastic Vanilla	Safeway Inc.	3,651,537
FastShop	Safeway Inc.	2,901,954
Firefly Ridge	Safeway Inc.	3,454,204
Fly through Checkout	Safeway Inc.	3,585,079
Foodflex	Safeway Inc.	3,421,133
Foodflex & Design	Safeway Inc.	3,438,729
Fresh Decor	Safeway Inc.	4230198
Fresh Decor	Safeway Inc.	4276589
Fruity Sprockets	Safeway Inc.	3,509,120
Fully Cooked Favorites	Safeway Inc.	3,371,224
Gallery	Safeway Inc.	2,191,326
Glencourt & Design	Safeway Inc.	2,313,389
Gorgonzola Gems	Safeway Inc.	3,537,497
HAVE NUTS? HAVE A PARTY!	Safeway Inc.	3,503,404
Homestyle	Safeway Inc.	2,846,953
In Kind	Safeway Inc.	4,186,936
In Kind (word mark)	Safeway Inc.	4285231
Indulgence	Safeway Inc.	2,056,679
Ingredientes Para Su Vida	Safeway Inc.	3,307,813
Ingredients for Life	Safeway Inc.	3,072,555
Safeway Ingredientes para Su Vida	Safeway Inc.	3337679
J. Brandt	Safeway Inc.	3,270,407
Jerseymaid Dairies Since 1936 & Design	Safeway Inc.	3,474,401
Just for U & design	Safeway Inc.	3,839,606

TRADEMARK	APPLICANT/OWNER	REGISTRATION NUMBER / APPLICATION NUMBER
Just for U	Safeway Inc.	4532488
U	Safeway Inc.	4532489
Just for U	Safeway Inc.	4562936
Kiddie-Ups	Safeway Inc.	3,524,579
Kings Bay	Safeway Inc.	1,798,082
Kings Bay & design	Safeway Inc.	3315182
Life & design	Safeway Inc.	3,216,882
Life	Safeway Inc.	3,481,141
Live It Up!	Safeway Inc.	4079426
Lucerne	Safeway Inc.	1,887,317
Lucerne	Safeway Inc.	3,383,773
Mom to Mom	Safeway Inc.	4,210,231
Mom to Mom	Safeway Inc.	3,477,124
Mom to Mom Sharing Wisdom & logo	Safeway Inc.	4295842
Mom to Mom Sharing Wisdom & logo	Safeway Inc.	3521071
MOP EASE (word mark)	Safeway Inc.	4305130
Multi Circles	Safeway Inc.	3,572,971
My Simple Nutrition & Design	Safeway Inc.	4529906
Nature has Nothing to Hide. Neither should your food.	Safeway Inc.	85/162,884; filed 10/27/10 (pending)
Nature's Cupboard	Safeway Inc.	1,343,040
Nutrabalance	Safeway Inc.	2,129,280
O Organics & Design	Safeway Inc.	3,298,515
O Organics for Baby	Safeway Inc.	3,904,525
O Organics for Toddler	Safeway Inc.	3,639,985
Oak Glen	Safeway Inc.	3,292,669
One Snap	Safeway Inc.	3,038,254
Open Nature (1)	Safeway Inc.	4491388
Open Nature (word mark)	Safeway Inc.	4195143
Ovenjoy	Safeway Inc.	2,312,074
Pak 'N Save Foods	Safeway Inc.	2,427,719
Pantry Essentials & Design (House)	Safeway Inc.	4560583)
Pantry Essentials & Design (sp&frk)	Safeway Inc.	85 185 396; filed 11/26/10 (pending)
Pantry Essentials (word mark #1)	Safeway Inc.	4556206
Pantry Essentials (word mark #2)	Safeway Inc.	85 184 789; filed 11/24/10 (pending)
Parker's Genuine Cream Soda	Safeway Inc.	3,641,545
Parker's Genuine Root Beer	Safeway Inc.	3,641,544

TRADEMARK	APPLICANT/OWNER	REGISTRATION NUMBER / APPLICATION NUMBER
Party Pleasers	Safeway Inc.	3568028
Party Pride	Safeway Inc.	0,818,811
Pavlova	Safeway Inc.	1,835,620
Power Pump Rewards	Safeway Inc.	3,641,605
Pre-Historic	Safeway Inc.	2,869,036
Pre-Historic & design	Safeway Inc.	2,930,221
Price Lock	Safeway Inc.	3,505,696
Primo Taglio	Safeway Inc.	3,216,820
Primo Taglio Naturals	Safeway Inc.	3,425,066
PRIMO TAGLIO NATURALS PREMIUM FIRST CUT QUALITY	Safeway Inc.	3,429,126
Priority	Safeway Inc.	3,346,637
Priority Total Pet Care	Safeway Inc.	3,477,171
Priority Total Pet Care	Safeway Inc.	3,778,369
Priority Total Pet Care & Design	Safeway Inc.	3,305,281
Priority Total Pet Care & design	Safeway Inc.	3,845,515
Rancher's Reserve	Safeway Inc.	2,345,754
Rancher's Reserve & Design	Safeway Inc.	3,727,820
Real Food from Natural Ingredients	Safeway Inc.	85 930240; filed 05/13/13 (pending)
Refreshes	Safeway Inc.	2,042,936
Refreshes (stylized)	Safeway Inc.	4164740
Refreshes (stylized)	Safeway Inc.	4280653
Refreshes (Stylized)	Safeway Inc.	4362034
Rice Pockets	Safeway Inc.	3,342,494
RxTE	Safeway Inc.	3,776,592
S & Safeway design	Safeway Inc.	3,352,859
S Insigne	Safeway Inc.	1,550,577
S logo	Safeway Inc.	3845511
S logo	Safeway Inc.	3412024
S logo	Safeway Inc.	0,722,393
S logo	Safeway Inc.	1,238,290
Safeway	Safeway Inc. (formerly known as Safeway Stores Inc.)	0,721,716
Safeway	Safeway Inc.	2,232,194
Safeway	Safeway Inc.	2,222,872
Safeway	Safeway Inc.	2,224,357
Safeway	Safeway Inc.	2,278,970
Safeway	Safeway Inc. (formerly known as Safeway Stores, Inc.)	1,214,614
Safeway	Safeway Inc.	1,964,198

TRADEMARK	APPLICANT/OWNER	REGISTRATION NUMBER / APPLICATION NUMBER
Safeway	Safeway Inc.	1,088,051
Safeway	Safeway Inc.	1,197,629
Safeway	Safeway Inc. (formerly known as Safeway Stores, Inc.)	0,763,794
Safeway	Safeway Inc.	2,459,186
Safeway	Safeway Inc.	2,173,159
Safeway	Safeway Inc. (formerly known as Safeway Stores, Inc.)	1,065,907
Safeway	Safeway Inc. (formerly known as Safeway Stores, Inc.)	0,795,742
Safeway	Safeway Inc.	2,454,660
Safeway	Safeway Inc.	2,445,835
Safeway	Safeway Inc.	2,090,931
Safeway	Safeway Inc.	2,045,385
Safeway	Safeway Inc.	2,113,573
Safeway	Safeway Inc.	2,072,013
Safeway	Safeway Inc.	2,031,799
Safeway	Safeway Inc.	2,083,227
Safeway	Safeway Inc.	2,034,897
Safeway	Safeway Inc.	2,115,347
Safeway	Safeway Inc.	1,971,498
Safeway	Safeway Inc.	2,072,014
Safeway	Safeway Inc.	2,031,627
Safeway	Safeway Inc.	2,156,218
Safeway	Safeway Inc.	1,250,190
Safeway	Safeway Inc.	2,068,410
Safeway Inc.	Safeway Inc.	2,173,133
Safeway	Safeway Inc.	2,006,205
Safeway	Safeway Inc.	2,135,851
Safeway	Safeway Inc.	2,135,963
Safeway	Safeway Inc.	2,135,964
Safeway	Safeway Inc.	2,165,942
Safeway	Safeway Inc.	1,488,428
Safeway	Safeway Inc. (formerly known as Safeway Stores, Inc.)	1,166,909
Safeway	Safeway Inc.	1,485,875
Safeway	Safeway Inc.	2,096,640
Safeway	Safeway Inc.	1,168,617
Safeway	Safeway Inc.	2,194,839
Safeway	Safeway Inc.	1,225,882
Safeway	Safeway Inc.	2,080,924

TRADEMARK	APPLICANT/OWNER	REGISTRATION NUMBER / APPLICATION NUMBER
Safeway	Safeway Inc.	2,601,105
Safeway	Safeway Inc.	3,010,438
Safeway	Safeway Inc.	2,604,652
Safeway	Safeway Inc.	2,631,244
Safeway	Safeway Inc.	2,654,035
Safeway & S design (horizontal)	Safeway Inc.	4,023,545
Safeway Club	Safeway Inc.	2,695,119
Safeway FastShop	Safeway Inc.	2,809,089
Vons Fresh to Your Door	Safeway Inc.	4552582
Safeway Ingredients for Life & Logo	Safeway Inc.	3,431,706
Safeway S logo (horizontal)	Safeway Inc.	3,566,077
Safeway Select	Safeway Inc.	2,035,085
Safeway Select	Safeway Inc.	2,135,926
Safeway Select	Safeway Inc.	2,221,733
Safeway Select	Safeway Inc.	2,042,935
Safeway Select	Safeway Inc.	2,115,346
Safeway Select	Safeway Inc.	2,035,143
Safeway Select	Safeway Inc.	2,023,557
Safeway Select	Safeway Inc.	2,082,796
Safeway Select	Safeway Inc.	2,695,051
Safeway Select	Safeway Inc.	2,167,758
Safeway Select	Safeway Inc.	2,695,052
Safeway Select	Safeway Inc.	1,961,434
Safeway Select	Safeway Inc.	1,948,158
Safeway Select	Safeway Inc.	1,952,413
Safeway Select	Safeway Inc.	1,888,655
Safeway Select & Design	Safeway Inc.	3,663,979
Safeway Smart Check	Safeway Inc.	2,835,958
Safeway w/ Door Design	Safeway Inc.	4524284
safeway.com	Safeway Inc.	2,724,567
Sandwich Slenders	Safeway Inc.	3966486
Seeing Spots is Good for You!	Safeway Inc.	3,637,187
Shops at the Ridge	Safeway Inc.	85 888312 (pending)
Signature Cafe	Safeway Inc.	3,694,479
Signature Café	Safeway Inc.	3,486,755
Signature Cafe & Design	Safeway Inc.	3,568,816
Signature Café & design	Safeway Inc.	3,610,759
Silly Circles	Safeway Inc.	2,798,794
Simple Nutrition logo (horizontal)	Safeway Inc.	4317454
Simple Nutrition logo (stacked)	Safeway Inc.	4313387
Snow Star	Safeway Inc.	1,862,671

TRADEMARK	APPLICANT/OWNER	REGISTRATION NUMBER / APPLICATION NUMBER
Softly	Safeway Inc.	1,967,321
Softly Galler	Safeway Inc.	2,125,225
Spot Your Needs	Safeway Inc.	3,985,921
Swirls	Safeway Inc.	2,039,937
Tartan Royal	Safeway Inc.	3,296,137
Tartan Royal & design	Safeway Inc.	3,296,068
The Joy of Football	Safeway Inc.	4049362
The Joy of Football & Design	Safeway Inc.	4,022,130
The Market & Logo	Safeway Inc.	3,643,134
The Orchards at Walnut Creek	Safeway Inc.	85 892799; filed 4/2/13 (pending)
The Snack Artist	Safeway Inc.	4347092
Treasure Chips	Safeway Inc.	2,633,777
Tuxedos	Safeway Inc.	3,232,053
U logo	Safeway Inc.	3,942,488
Vari-a-size	Safeway Inc.	3,404,068
Verdi	Safeway Inc.	2,081,173
VIDA	Safeway Inc.	3,485,464
Vital 100	Safeway Inc.	3,101,189
Vitali	Safeway Inc.	3,303,226
Vitali & design	Safeway Inc.	3,333,172
Von & Door Design	Safeway Inc.	4490396
Vons Fresh to Your Door	Safeway Inc.	4546081
Waterfront Bistro	Safeway Inc.	3,619,705
Waterfront bistro & design	Safeway Inc.	3,640,018
WHITE 'N FIBER	Safeway Inc.	3,436,679
Thirsty	Safeway Inc.	2,010,664
CANADIAN CRUST	Safeway Inc.	3413837
D.W. ANDERS	Safeway Inc.	3289152
D.W. ANDERS	Safeway Inc.	3321918
EATING RIGHT FOR PROTEIN SEEKERS	Safeway Inc.	85914688
EATING RIGHT FOR PROTEIN SEEKERS	Safeway Inc.	85914677
HOMESTYLE	Safeway Inc.	2885371
J. BRANDT	Safeway Inc.	3266513
JERSEYMAID DAIRIES SINCE 1936	Safeway Inc.	86301172
O ORGANICS	Safeway Inc.	4641419
PHARMACY	Safeway Inc.	3166862
SAFEWAY	Safeway Inc.	0868000

TRADEMARK	APPLICANT/OWNER	REGISTRATION NUMBER / APPLICATION NUMBER
SAFEWAY SELECT	Safeway Inc.	2071989
SIGNATURE CAFE	Safeway Inc.	3561469
SWEETEN UP YOUR MORNING!	Safeway Inc.	3418946
THE ORCHARDS AT WALNUT CREEK	Safeway Inc.	85902628
WAFFLE-NUT	Safeway Inc.	4,667,735
Jerseymaid Dairies	Safeway Inc.	1,989,395
Pavilions	The Vons Companies, Inc.	2,057,125
Pavilions	The Vons Companies, Inc.	1,475,449
Pavilions Place	The Vons Companies, Inc.	1,574,021
Pavilions Valueplus Club	The Vons Companies, Inc.	1,685,533
Vons	The Vons Companies, Inc. (formerly known as Vons Grocery Co.)	1,236,937
Vons is Value	The Vons Companies, Inc.	2,066,845
Vons is Value (Stylized)	The Vons Companies, Inc.	2,109,180
Vons Smart Check	The Vons Companies, Inc.	3,005,345
Vonsclub	The Vons Companies, Inc.	1,775,585
Westwood	The Vons Companies, Inc.	1,478,884
DOMINICK'S	Dominick's Finer Foods, LLC	1366046