

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Save Mart Supermarkets		09/15/2008	CORPORATION: CALIFORNIA
Yosemite Express Co.		09/15/2008	CORPORATION: CALIFORNIA
Lucky Stores, Inc.		09/15/2008	CORPORATION: DELAWARE
LSP Properties LLC		09/15/2008	LIMITED LIABILITY COMPANY: DELAWARE
Lucky (Fla) NoCal Investor LLC		09/15/2008	LIMITED LIABILITY COMPANY: DELAWARE
Lucky (Del) NoCal Investor LLC		09/15/2008	LIMITED LIABILITY COMPANY: DELAWARE
Lucky (Fla) Owner LLC		09/15/2008	LIMITED LIABILITY COMPANY: DELAWARE
Lucky (Del) Owner LLC		09/15/2008	LIMITED LIABILITY COMPANY: DELAWARE
Lucky Stores Properties, Inc.		09/15/2008	CORPORATION: DELAWARE
Lucky Real Estate Holdings LLC		09/15/2008	LIMITED LIABILITY COMPANY: DELAWARE
LS Holdings, Inc.		09/15/2008	CORPORATION: DELAWARE
Lucky Stores, Inc.		09/15/2008	CORPORATION: FLORIDA
Lucky Mezzanine LLC		09/15/2008	LIMITED LIABILITY COMPANY: DELAWARE
Lucky (Fla) NoCal Lease Investor LLC		09/15/2008	LIMITED LIABILITY COMPANY: DELAWARE
Lucky (Del) NoCal Lease Investor LLC		09/15/2008	LIMITED LIABILITY COMPANY: DELAWARE
Lucky (Fla) Lease Owner LLC		09/15/2008	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Wells Fargo Retail Finance, LLC, as Collateral Agent
<b>Street Address:</b>	One Boston Place
<b>Internal Address:</b>	18th Floor
<b>City:</b>	Boston

CH \$565.00 1038302

State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	1038302	SAVE MART
Registration Number:	1786279	SMART SAVER
Registration Number:	1543066	LUCKY
Registration Number:	2294426	LUCKY
Registration Number:	2325672	LUCKY
Registration Number:	2557599	LUCKY
Registration Number:	2320768	LUCKY
Registration Number:	2376671	LUCKY
Registration Number:	2334824	LUCKY
Registration Number:	2334825	LUCKY
Registration Number:	2325695	LUCKY
Registration Number:	2633764	LUCKY
Registration Number:	2193052	LUCKY MEANS LOW PRICES
Registration Number:	1469513	LUCKY PRODUCE 100% FRESH 100% GUARANTEED
Registration Number:	2644877	LUCKY REWARDS CARD SAV-ON
Registration Number:	2309841	LUCKY SAV-ON AMERICAN REWARDS
Registration Number:	2900956	LUCKY SAV ON FOOD & DRUG STORE
Registration Number:	2373986	LUCKY VILLAGE MARKET
Registration Number:	1446938	3'S A CROWD
Registration Number:	1409990	THE CALIFORNIA COLLECTION OF FINE WINE
Serial Number:	78754399	MAXX VALUE
Serial Number:	77493262	PACIFIC COAST CAFÉ

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

**TRADEMARK**

**REEL: 003862 FRAME: 0318**

ATTORNEY DOCKET NUMBER:	8090807A
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	09/30/2008

**Total Attachments: 13**

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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

September 15, 2008

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of the entities listed on Annex I, collectively referred to as the “Grantor”) with principal offices at 1800 Standiford Avenue, Modesto, California 95350, hereby grants to WELLS FARGO RETAIL FINANCE, LLC, as Collateral Agent, a Delaware limited liability company with offices at One Boston Place, 18<sup>th</sup> Floor, Boston, Massachusetts 02108 (the “Grantee”), a continuing security interest in (i) all of the Grantor’s right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (the “Marks”) set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

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 among the Grantor, the other pledgors from time to time party thereto and the Grantee as of September 15, 2008 (as amended, modified, restated and/or supplemented from time to time, the “Security Agreement”).

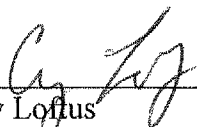
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated 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.

[Signature Pages Follow]

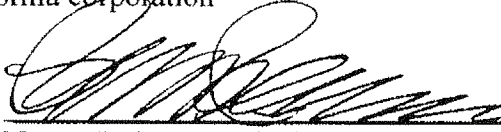
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first written above.

WELLS FARGO RETAIL FINANCE, LLC,  
as Collateral Agent and Grantee

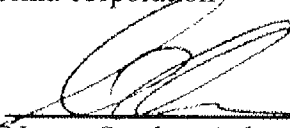
By:   
Name: Cory Loftus  
Title: Vice President

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first written above.

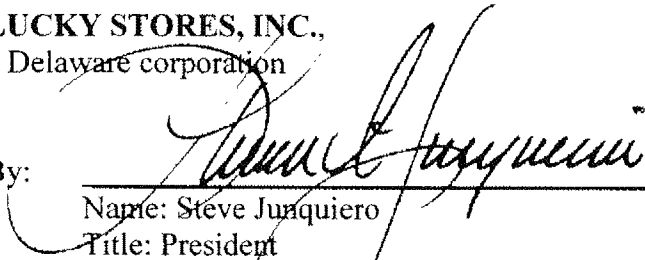
**SAVE MART SUPERMARKETS,**  
a California corporation

By:   
Name: Robert M. Piccinini  
Title: Chief Executive Officer

**YOSEMITE EXPRESS CO.,**  
a California corporation

By:   
Name: Stephen Ackerman  
Title: Chief Financial Officer

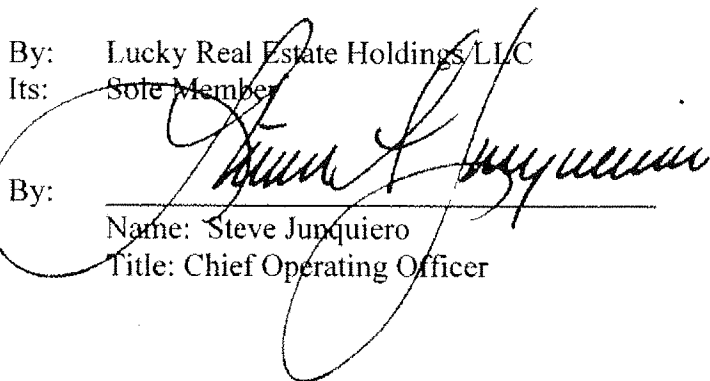
**LUCKY STORES, INC.,**  
a Delaware corporation

By:   
Name: Steve Junquero  
Title: President

**LSP PROPERTIES LLC,**  
a Delaware limited liability company

By: Lucky Mezzanine LLC  
Its: Sole Member

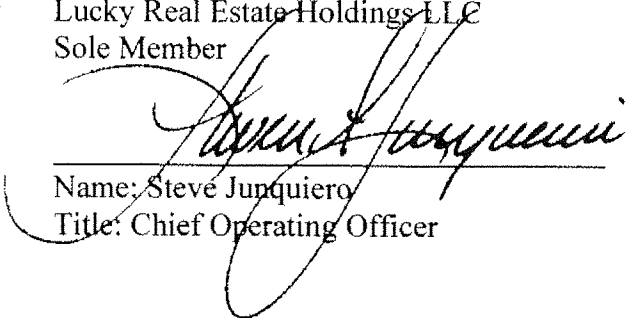
By: Lucky Real Estate Holdings LLC  
Its: Sole Member

By:   
Name: Steve Junquero  
Title: Chief Operating Officer

**LUCKY (FLA) NOCAL INVESTOR LLC,**  
a Delaware limited liability company

By: Lucky Mezzanine LLC  
Its: Sole Member

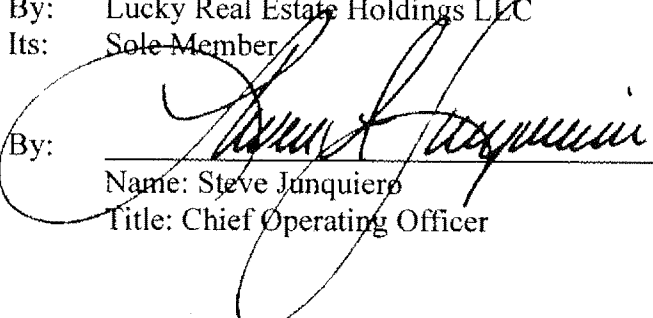
By: Lucky Real Estate Holdings LLC  
Its: Sole Member

By:   
Name: Steve Junquero  
Title: Chief Operating Officer

**LUCKY (DEL) NOCAL INVESTOR LLC,**  
a Delaware limited liability company

By: Lucky Mezzanine LLC  
Its: Sole Member

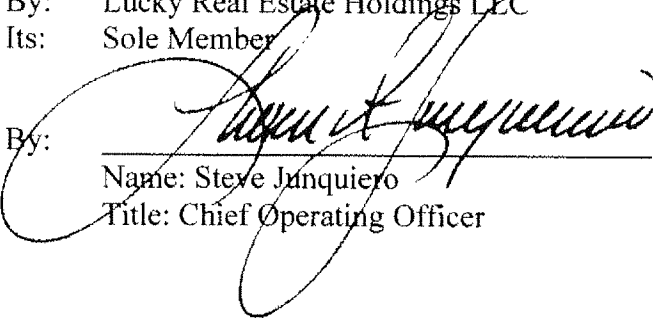
By: Lucky Real Estate Holdings LLC  
Its: Sole Member

By:   
Name: Steve Junquero  
Title: Chief Operating Officer

**LUCKY (FLA) OWNER LLC,**  
a Delaware limited liability company

By: Lucky Mezzanine LLC  
Its: Sole Member

By: Lucky Real Estate Holdings LLC  
Its: Sole Member

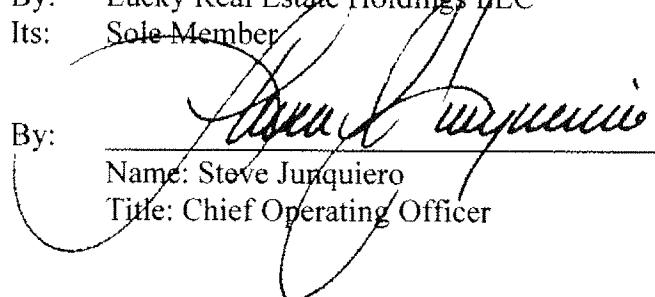
By:   
Name: Steve Junquero  
Title: Chief Operating Officer



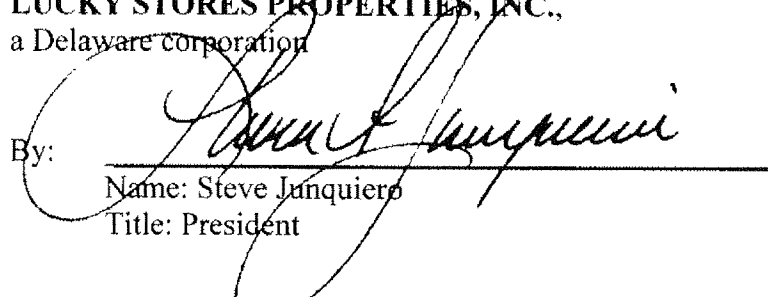
**LUCKY (DEL) OWNER LLC,**  
a Delaware limited liability company

By: Lucky Mezzanine LLC  
Its: Sole Member

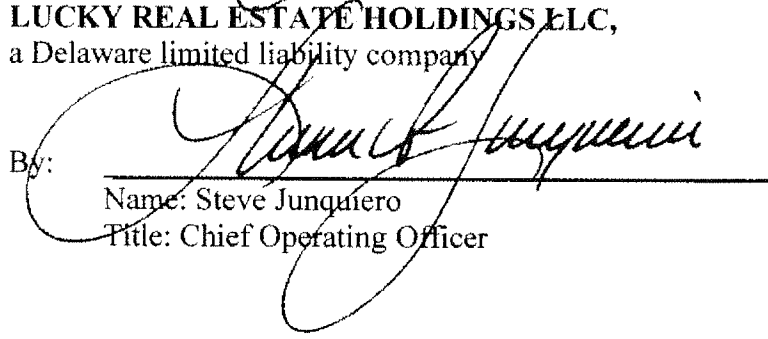
By: Lucky Real Estate Holdings LLC  
Its: Sole Member

By:   
Name: Steve Junquero  
Title: Chief Operating Officer

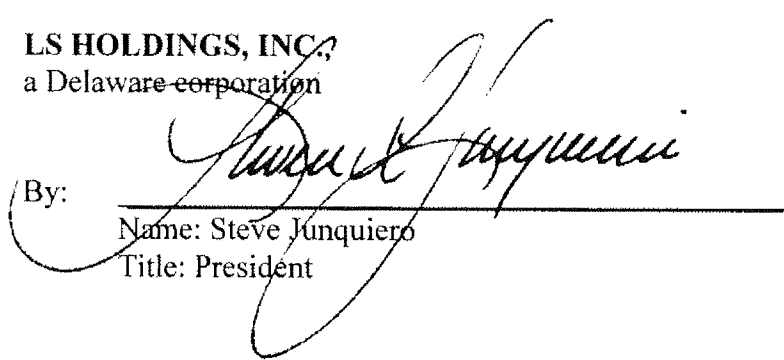
**LUCKY STORES PROPERTIES, INC.,**  
a Delaware corporation

By:   
Name: Steve Junquero  
Title: President

**LUCKY REAL ESTATE HOLDINGS LLC,**  
a Delaware limited liability company

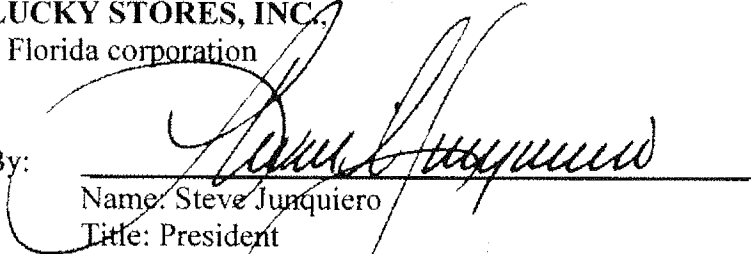
By:   
Name: Steve Junquero  
Title: Chief Operating Officer

**LS HOLDINGS, INC.,**  
a Delaware corporation

By:   
Name: Steve Junquero  
Title: President

**LUCKY STORES, INC.**  
a Florida corporation

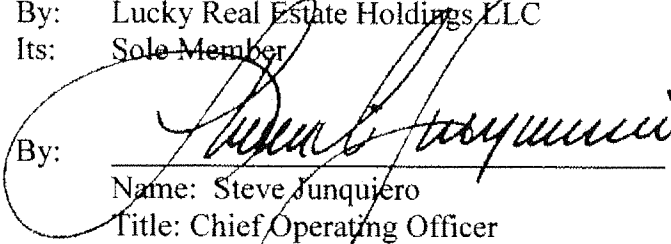
By: \_\_\_\_\_

  
Name: Steve Junquero  
Title: President

**LUCKY MEZZANINE LLC,**  
a Delaware limited liability company

By: Lucky Real Estate Holdings LLC  
Its: ~~Sole Member~~

By: \_\_\_\_\_

  
Name: Steve Junquero  
Title: Chief Operating Officer

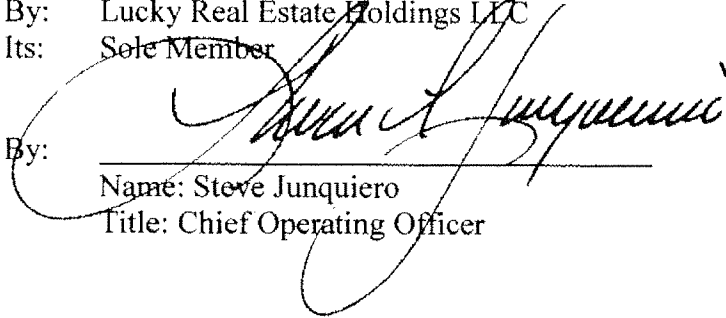
**LUCKY (FLA) NOCAL LEASE INVESTOR LLC,**  
a Delaware limited liability company

By: Lucky (Fla) NoCal Investor LLC  
Its: Sole Member

By: Lucky Mezzanine LLC  
Its: Sole Member

By: Lucky Real Estate Holdings LLC  
Its: Sole Member

By: \_\_\_\_\_

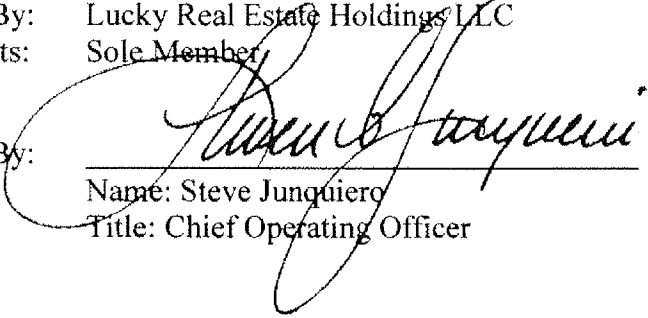
  
Name: Steve Junquero  
Title: Chief Operating Officer

**LUCKY (DEL) NOCAL LEASE INVESTOR LLC,**  
a Delaware limited liability company

By: Lucky (Del) NoCal Investor LLC  
Its: Sole Member

By: Lucky Mezzanine LLC  
Its: Sole Member

By: Lucky Real Estate Holdings LLC  
Its: Sole Member

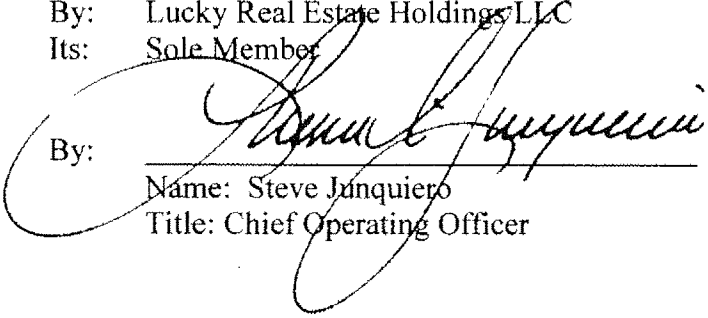
By:   
Name: Steve Junquero  
Title: Chief Operating Officer

**LUCKY (FLA) LEASE OWNER LLC,**  
a Delaware limited liability company

By: Lucky (Fla) Owner LLC  
Its: Sole Member

By: Lucky Mezzanine LLC  
Its: Sole Member

By: Lucky Real Estate Holdings LLC  
Its: Sole Member

By:   
Name: Steve Junquero  
Title: Chief Operating Officer

ANNEX I

1. Save Mart Supermarkets, a California corporation
2. Yosemite Express Co., a California corporation
3. Lucky Stores, Inc., a Delaware corporation
4. LS Holdings, Inc., a Delaware corporation
5. Lucky Stores Properties, Inc., a Delaware corporation
6. Lucky Stores, Inc., a Florida corporation
7. Lucky Real Estate Holdings LLC, a Delaware limited liability company
8. Lucky Mezzanine LLC, a Delaware limited liability company
9. Lucky (Fla) Owner LLC, a Delaware limited liability company
10. Lucky (Del) NoCal Investor LLC, a Delaware limited liability company
11. Lucky (Fla) NoCal Investor LLC, a Delaware limited liability company
12. Lucky (Del) Owner LLC, a Delaware limited liability company
13. LSP Properties LLC, a Delaware limited liability company
14. Lucky (Fla) Lease Owner LLC, a Delaware limited liability company
15. Lucky (Del) NoCal Lease Investor LLC, a Delaware limited liability company
16. Lucky (Fla) NoCal Lease Investor LLC, a Delaware limited liability company

SCHEDULE A

**Registered Trademarks:**

- Save Mart Supermarkets

<u>Mark</u>	<u>Owner</u>	<u>Reg./App. No.</u>	<u>Goods/Services</u>
SAVE MART	Save Mart Supermarkets	1038302 filed with the U.S. Patent and Trademark Office	IC-042
SMART SAVER	Save Mart Supermarkets	1786279 filed with the U.S. Patent and Trademark Office	IC-042

- Lucky Stores, Inc. (DE)

<u>Mark</u>	<u>Owner</u>	<u>Reg./App. No.</u>	<u>Goods/Services</u>
LADY LEE	Lucky Stores, Inc.	58,153 filed with the California Secretary of State	IC-016
LUCKY	Lucky Stores, Inc.	40,315 filed with the California Secretary of State	IC-033

**Licensed Trademarks:**

MARK	REG. NO.	GOODS / SERVICES
LUCKY	1,543,066	Supermarket and grocery store services.
LUCKY	2,294,426	Artificial sweeteners.
LUCKY	2,325,672	All purpose cleaning preparations, dishwashing detergents, floor wax, laundry detergent, fabric softeners for domestic use and laundry bleach.
LUCKY	2,557,599	Candles, sold or distributed in supermarkets, convenience stores, drug stores, or combination supermarket/drug stores.
LUCKY	2,320,768	Bath tissue, facial tissue, toilet tissue, paper towels, plastic storage bags, sandwich bags, and plastic wrap.
LUCKY	2,376,671	All purpose cleaning pads.
LUCKY	2,334,824	Applesauce; baked beans; breakfast drinks, namely milk; butter; canned beans; canned fruits; canned pork and beans; canned processed tomatoes; canned vegetables, canned frozen and french fried potatoes; chili with beans; condensed milk; dairy products, excluding ice cream, ice milk and frozen, yogurt; dairy based or vegetable based dips, dried fruit; dry beans; eggs; evaporated milk; flaked coconut; hash browns; instant potatoes; jellies, jams and preserves; luncheon meat; margarine; non-dairy creamer; olive oil; peanut butter; pickles; powdered milk; processed nuts; refried beans; shortening; sour cream; tomato paste; tunafish; vegetable oil; vegetable oil cooking spray; whipped cream; dairy or non-dairy based whipped topping; yogurt; and meat, poultry and seafood.
LUCKY	2,334,825	Baking soda; barbecue sauce; bread crumbs; breakfast cereal; cheese; cocoa mix; coffee; cookies; flour; frozen novelties, namely ice cream bars, frozen confections, sandwiches and sundaes; frozen waffles; frozen yogurt; granola-based snack bars; honey; ice cream; ice cream cones; ketchup; macaroni and cheese; marshmallows and marshmallow cream; mayonnaise; mixes for baking goods; mustard; oatmeal; pancake and waffle mixes; pancake and waffle syrup; pasta; picante sauce and salsa; pie crusts; popped popcorn; pretzels; vanilla extract; refrigerated dough for making pie crusts, bread, biscuits and muffins; rice; salad dressings; seasoning mixes; seasoning mixes for chili, gravy, spaghetti sauce, and taco shells; sherbet; spaghetti and pasta sauces; spices and seasonings; stuffing mixes containing bread; sugar; tea and tea mixes; toaster pastries; and vinegar.
LUCKY	2,325,695	Raw nuts and unpopped popcorn.
LUCKY (Stylized)	2,633,764	Bottled drinking water; fruit and vegetable juices; powdered mixes for making lemonade; fruit punch and fruit flavored drinks containing water; and soft drinks, sold or distributed in supermarkets, convenience stores, drug stores, or combination supermarket/drug

MARK	REG. NO.	GOODS / SERVICES
		stores.
LUCKY MEANS LOW PRICES	2,193,052	Retail supermarket and general merchandise store services.
LUCKY PRODUCE 100% FRESH 100% GUARANTEED (Stylized)	1,469,513	Grocery store and supermarket services.
LUCKY REWARDS CARD SAV-ON	2,644,877	Electronic coupon cards for use in retail store promotional activities and discount services.
LUCKY SAV-ON AMERICAN REWARDS	2,309,841	Credit card services.
LUCKY SAV-ON FOOD (and DRUG STORE and design)	2,900,956	Retail supermarket and drug store services featuring food, drugs, household goods, automotive goods, and like general merchandise.
LUCKY VILLAGE MARKET	2,373,986	Meat and seafood sold in retail stores owned or operated by Registrant or an affiliate of Registrant.
3's A CROWD	1,446,938	IC 042. Supermarket and grocery store services.
THE CALIFORNIA COLLECTION OF FINE WINE (Stylized)	1,409,990	IC 033. Wines.

**Applications for Trademarks:**

- Save Mart Supermarkets

<b><u>Mark</u></b>	<b><u>Owner</u></b>	<b><u>Application No.</u></b>	<b><u>Goods/Services</u></b>
MAXX VALUE	Save Mart Supermarkets	78754399 filed with the U.S. Patent and Trademark Office	IC-003, IC-016, IC-021, IC 029, IC-030, IC-031 & IC-032
PACIFIC COAST CAFÉ	Save Mart Supermarkets	77493262 filed with the U.S. Patent and Trademark Office	IC-029 & IC-030