

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):

American Stores Company, LLC

- 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-udsalbany@wolterskluwer.com

6. Total number of applications and registrations involved:

19

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ **490.00**

- 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: _____

Kareem Ansley
Signature

October 26, 2012
Date

Kareem Ansley
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6985, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$490.00 8558101

SCHEDULE A

Mark	Owner	Status	Registration/ Application No.	Registration/File Date
ACME SUPERCARD	American Stores Company, LLC	Registered/Active	2193524	Oct 6 1998
FARM STAND	American Stores Company, LLC	Registered/Active	848743	May 7 1968
FARMSTAND	American Stores Company, LLC	Registered/Active	2499262	Oct 23 2001
Jewel	American Stores Company, LLC	Registered/Active	3381782	Feb 12 2008
Jewel	American Stores Company, LLC	Registered/Active	2119541	Dec 9 1997
Jewel (Stylized)	American Stores Company, LLC	Registered/Active	1219505	Dec 7 1982
Jewel Express	American Stores Company, LLC	Registered/Active	3384561	Feb 19 2008
Jewel-Osco	American Stores Company, LLC	Registered/Active	3282511	Aug 21 2007
Jewel-Osco	American Stores Company, LLC	Registered/Active	2128535	Jan 13 1998
JEWEL-OSCO CUSTOMER PREFERRED CARD	American Stores Company, LLC	Registered/Active	2247125	May 25 1999
JEWEL-OSCO CUSTOMER PREFERRED CARD	American Stores Company, LLC	Registered/Active	2122940	Dec 23 1997
Lucky Sav On Food & Drug Store & Design	American Stores Company, LLC	Registered/Active	2900956	Nov 9 2004
MY NEIGHBORHOOD. MY JEWEL-OSCO	American Stores Company, LLC	Pending	Serial No. 85581013	Pending
OSCO	American Stores Company, LLC	Registered/Active	1003861	Feb 4 1975
OSCO	American Stores Company, LLC	Registered/Active	3129940	Aug 15 2006
OSCO	American Stores Company, LLC	Registered/Active	3372329	Jan 22 2008
OscoDrug (Stylized)	American Stores Company, LLC	Registered/Active	2256751	Jun 29 1999
TOTAL PHOTO	American Stores Company, LLC	Registered/Active	3142104	Sep 12 2006
TOTAL PHOTO	American Stores Company, LLC	Registered/Active	2306627	Jan 4 2000

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, AMERICAN STORES COMPANY, LLC, a Delaware limited liability company (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.

AMERICAN STORES COMPANY, LLC

By: New Albertson's, Inc., its sole
member, as Grantor

By: 

Name: Sherry M. Smith

Title: Vice President

Grant of Security Interest (Trademarks) - American Stores Company, LLC

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee

By: 

Name: William Chan

Title: Director

Grant of Security Interest (Trademarks) - American Stores Company, LLC

RECORDED: 10/26/2012

TRADEMARK
REEL: 004893 FRAME: 0430