

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
New Seasons Market LLC		11/13/2013	LIMITED LIABILITY COMPANY: OREGON
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	10623 NE 68th St., Houghton Banking Center		
Internal Address:	Mail Code: WA3-132-01-01		
City:	Kirkland		
State/Country:	WASHINGTON		
Postal Code:	98033		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4004898	NEW SEASONS MARKET	
Registration Number:	4004897	NEW SEASONS MARKET	
Registration Number:	4106230	NEW SEASONS MARKET	
Registration Number:	2992210	PACIFIC VILLAGE	
Registration Number:	3112257	NEW SEASONS MARKET	
Registration Number:	3112256	NEW SEASONS	
CORRESPONDENCE DATA			
Fax Number:	9194168339		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	919 286-8049		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		

OP \$165.00 4004898

Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 327000-027228

NAME OF SUBMITTER: John E. Slaughter

Signature: /John E. Slaughter/

Date: 11/19/2013

Total Attachments: 4  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of November 13, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

*[signature pages follow]*

Very truly yours,

NEW SEASONS MARKET LLC,  
an Oregon limited liability company

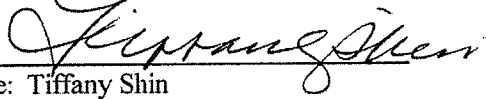
By: W.R. Collie  
Name: Wendy R. Collie  
Title: Chief Executive Officer

NEW SEASONS MARKET LLC  
TRADEMARK NOTICE

TRADEMARK  
REEL: 005157 FRAME: 0176

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name: Tiffany Shin

Title: Assistant Vice President

NEW SEASONS MARKET LLC  
TRADEMARK NOTICE

**TRADEMARK**  
**REEL: 005157 FRAME: 0177**

Schedule 1

New Seasons Market LLC  
(Oregon Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
NEW SEASONS MARKET and Design	4004898	08/02/11
NEW SEASONS MARKET	4004897	08/02/11
NEW SEASONS MARKET	4106230	02/28/12
PACIFIC VILLAGE	2992210	09/06/05
NEW SEASONS MARKET	3112257	07/04/06
NEW SEASONS	3112256	07/04/06

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