

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM345242

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Save Mart Supermarkets		06/18/2015	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wells Fargo Bank, National Association		
<b>Street Address:</b>	One Boston Place		
<b>Internal Address:</b>	19th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02108		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 11</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1740426	CHANGING THE WAY YOU FEEL ABOUT GOING TO	
<b>Registration Number:</b>	3624724	MAXX VALUE	
<b>Registration Number:</b>	3995158	MAXXVALUE FOODS	
<b>Registration Number:</b>	4035311	PACIFIC COAST CAFÉ	
<b>Registration Number:</b>	1038302	SAVE MART	
<b>Registration Number:</b>	1786279	SMART SAVER	
<b>Registration Number:</b>	1677028	SMART SHOPPER	
<b>Registration Number:</b>	3854518	SM QUALITY SMART CHARGE	
<b>Registration Number:</b>	4061252	PACIFIC COAST SELECTIONS	
<b>Serial Number:</b>	86459258	MARKET ESSENTIALS	
<b>Serial Number:</b>	86482251	SAVE SMART	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8004947512		
<i>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.</i>			
<b>Phone:</b>	202-370-4750		
<b>Email:</b>	ipteam@nationalcorp.com		
<b>Correspondent Name:</b>	Dwayne C. Houston		
<b>Address Line 1:</b>	1025 Vermont Avenue NW, Suite 1130		
<b>TRADEMARK</b>			

OP \$290.00 1740426

**Address Line 2:** National Corporate Research, Ltd.  
**Address Line 4:** Washington, D.C. 20005

**ATTORNEY DOCKET NUMBER:** F156589

**NAME OF SUBMITTER:** Andrew Nash

**SIGNATURE:** /Andrew Nash/

**DATE SIGNED:** 06/19/2015

**Total Attachments: 5**

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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

June 18, 2015

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SAVE MART SUPERMARKETS, a California corporation having an office at 1800 Standiford Avenue, Modesto, California 95350 (the “Grantor”), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, having an office at One Boston Place, 19<sup>th</sup> Floor, Boston, Massachusetts 02108 (the “Grantee”), a continuing security interest in the following: (i) all of the Grantor’s right, title and interest in, to and under the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications, and service mark applications (the foregoing, collectively, 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 OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (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, the other Grantors (as defined therein) from time to time party thereto and the Grantee, dated as of June 18, 2015 (as amended, modified, supplemented or restated hereafter, 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. Unless otherwise defined herein,

terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement. 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.

This Grant shall be governed by, and construed in accordance with, the laws of the State of New York.

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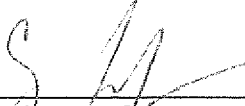
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

SAVE MART SUPERMARKETS, as  
Grantor

By:   
Name: Wes Hill  
Title: Co-President FCFD

ACKNOWLEDGED AND ACCEPTED:

WELLS FARGO BANK, NATIONAL ASSOCIATION,  
as Grantee

By:   
Name: Cory Loftus  
Title: Director

Signature Page to Grant of Security Interest in United States Trademarks  
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TRADEMARK  
REEL: 005556 FRAME: 0898

SCHEDULE A

U.S. Federal Trademarks

<u>U.S. Trademarks</u>	<u>Owner</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration/Serial No.</u>
CHANGING THE WAY YOU FEEL ABOUT GOING TO THE STORE	Save Mart Supermarkets	4/30/1992	Registered	1740426
MAXX VALUE	Save Mart Supermarkets	11/15/2002	Registered	3624724
MAXX VALUE FOODS	Save Mart Supermarkets	8/12/2010	Registered	3995158
PACIFIC COAST CAFÉ	Save Mart Supermarkets	10/4/2011	Registered	4035311
SAVE MART	Save Mart Supermarkets	5/27/1975	Registered	1038302
SMART SAVER	Save Mart Supermarkets	12/20/1991	Registered	1786279
SMART SHOPPER	Save Mart Supermarkets	3/8/1991	Registered	1677028
SM QUALITY SMART CHARGE	Save Mart Supermarkets	3/26/2009	Registered	3854518
PACIFIC COAST SELECTION	Save Mart Supermarkets	9/8/2010	Registered	4061252
MARKET ESSENTIALS	Save Mart Supermarkets	11/19/2014	Pending	86459258
SAVE SMART	Save Mart Supermarkets	12/16/2014	Pending	86482251

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