

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM369017

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST
RESUBMIT DOCUMENT ID:	900348112

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
U.S. Bank National Association		12/18/2013	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Roundy's Supermarkets, Inc.
Street Address:	875 East Wisconsin Ave.
Internal Address:	P.O. Box 473
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53201-0473
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	1964854	ADVANTAGE PLUS
Registration Number:	2213971	COPPS KEY SAVINGS CLUB
Registration Number:	3430520	CUT BACK
Registration Number:	4192268	MARIANO'S FRESH MARKET
Registration Number:	4237764	MARIANO'S FRESH MARKET
Registration Number:	1755950	
Registration Number:	1805581	MOR FOR LESS
Registration Number:	1443606	PICK 'N SAVE
Registration Number:	1459729	RAINBOW
Registration Number:	1304312	RAINBOW FOODS
Registration Number:	0937195	ROUNDY'S
Registration Number:	1187206	ROUNDY'S
Registration Number:	1254205	ROUNDY'S
Registration Number:	1388749	ROUNDY'S
Registration Number:	1412925	ROUNDY'S
Registration Number:	1626534	ROUNDY'S
Registration Number:	1703187	ROUNDYS

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1943818	ROUNDY'S
Registration Number:	1966793	ROUNDY'S
Registration Number:	3088671	SPEED ZONE
Registration Number:	3017766	SPEED ZONE SELF CHECKOUT
Registration Number:	3304665	SUNNY VALLEY

CORRESPONDENCE DATA

Fax Number: 3128622200

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.

Phone: 3128622000

Email: rob.soneson@kirkland.com

Correspondent Name: Rob Soneson

Address Line 1: 300 N LaSalle

Address Line 2: Kirkland & Ellis LLP

Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	40402-2-RFS
NAME OF SUBMITTER:	Rob Soneson
SIGNATURE:	/rsoneson/
DATE SIGNED:	01/13/2016

Total Attachments: 3

source=Roundy_s 2L Notes Trademark Release EXECUTED COPY (18 Dec 15)#page1.tif

source=Roundy_s 2L Notes Trademark Release EXECUTED COPY (18 Dec 15)#page2.tif

source=Roundy_s 2L Notes Trademark Release EXECUTED COPY (18 Dec 15)#page3.tif

TRADEMARKS RELEASE OF SECURITY INTEREST

THIS RELEASE dated as of December 18, 2015, by U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent (as defined below). Terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Security Agreement referred to below.

A. Reference is made to the Second Lien Security Agreement dated as of December 20, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "*Security Agreement*"), among ROUNDY'S SUPERMARKETS, INC., a Wisconsin corporation, as borrower (the "*Borrower*"), the other Grantors (as defined therein) party thereto and U.S. BANK NATIONAL ASSOCIATION, in its capacity as collateral agent pursuant to the Indenture (as defined therein) (in such capacity, the "*Collateral Agent*") for the Secured Parties.

B. Reference is made to the Trademark Security Agreement, dated as of December 20, 2013 (the "*Trademark Security Agreement*"), by the Grantor (as defined in the Trademark Security Agreement) in favor of the Collateral Agent, pursuant to which, among other things, the Grantor pledged and granted a security interest to the Collateral Agent, for the benefit of the Secured Parties, in, among other things, all right, title, and interest in or to the Trademarks of Grantor, including those set forth on Schedule A hereto, all goodwill associated with such Trademarks, and all Proceeds of such Trademarks (collectively, the "*Trademark Collateral*"), which security interest was recorded with the United States Patent & Trademark Office on December 13, 2013 on Reel 5180 Frame 0209.

C. In connection with the termination of the Security Agreement, the Borrower has informed the Collateral Agent of its desire to obtain the release of all right, title and interest of the Collateral Agent, the Secured Parties and each other grantee or beneficiary in and to the Trademark Collateral.

Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby terminates the Trademark Security Agreement and releases, and terminates all its right, title, and interest (including, without limitation, security interests) in and to the Trademark Collateral, including, without limitation, the Trademarks set forth on Schedule A attached hereto, the Collateral Agent acknowledging that the debt secured thereby has been paid and satisfied in full.

[Signature Page Follows]

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be duly executed by its duly authorized officer as of the day and year above written.

U.S. BANK NATIONAL ASSOCIATION,
as Collateral Agent,

By: Donald T. Hurrelbrink
Name: Donald T. Hurrelbrink
Title: Vice President

[Signature Page to Trademarks Release – 2nd Lien]

TRADEMARK
REEL: 005700 FRAME: 0526

Schedule A

U.S. Trademarks

MARK	REG. NO.	REG. DATE
ADVANTAGE PLUS	1,964,854	04/02/1996
COPPS KEY SAVING CLUB	2,213,971	12/29/1998
CUT BACK and Design	3,430,520	5/20/2008
MARIANO'S FRESH MARKET	4,192,268	08/04/12
MARIANO'S FRESH MARKET & DESIGN	4,237,764	11/06/12
Miscellaneous Design (Mor for Less logo)	1,755,950	03/02/1993
MOR FOR LESS	1,805,581	11/16/1993
PICK 'N SAVE	1,443,606	06/16/1987
RAINBOW	1,459,729	09/29/2007
RAINBOW	1,248,298	08/16/1983
RAINBOW FOODS & DESIGN	1,304,312	11/06/1984
ROUNDY'S	937,195	07/04/1972
ROUNDY'S	1,187,206	01/19/1982
ROUNDY'S	1,254,205	10/18/1983
ROUNDY'S	1,388,749	04/08/1986
ROUNDY'S	1,412,925	10/14/1986
ROUNDY'S	1,626,534	12/11/1990
ROUNDY'S	1,703,187	07/28/1992
ROUNDY'S	1,943,818	12/26/1995
ROUNDY'S	1,966,793	04/09/1996
SPEED ZONE	3,088,671	5/2/2006
SPEED ZONE SELF-CHECKOUT and Design	3,017,766	11/22/2005
SUNNY VALLEY	3,304,665	10/2/2007

del