

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM389406

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wilmington Trust, National Association		06/24/2016	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	New Albertson's, Inc.		
Street Address:	5918 Stoneridge Mall Rd.		
City:	Pleasanton		
State/Country:	CALIFORNIA		
Postal Code:	94588		
Entity Type:	Corporation: OHIO		
Name:	Acme Markets, Inc.		
Street Address:	5918 Stoneridge Mall Rd.		
City:	Pleasanton		
State/Country:	CALIFORNIA		
Postal Code:	94588		
Entity Type:	Corporation: DELAWARE		
Name:	American Stores Company, LLC		
Street Address:	5918 Stoneridge Mall Rd.		
City:	Pleasanton		
State/Country:	CALIFORNIA		
Postal Code:	94588		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	Shaw's Supermarkets, Inc.		
Street Address:	5918 Stoneridge Mall Rd.		
City:	Pleasanton		
State/Country:	CALIFORNIA		
Postal Code:	94588		
Entity Type:	Corporation: MASSACHUSETTS		
Name:	Star Markets Company, Inc.		
Street Address:	5918 Stoneridge Mall Rd.		
City:	Pleasanton		

CH \$1915.00 2041975

State/Country:	CALIFORNIA
Postal Code:	94588
Entity Type:	Corporation: MASSACHUSETTS
Name:	NAI Saturn Eastern LLC
Street Address:	5918 Stoneridge Mall Rd.
City:	Pleasanton
State/Country:	CALIFORNIA
Postal Code:	94588
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 76

Property Type	Number	Word Mark
Registration Number:	2041975	ACME
Registration Number:	2127394	ACME
Registration Number:	2152108	ACME
Registration Number:	2142414	ACME
Registration Number:	2123906	ACME
Registration Number:	2138677	ACME
Registration Number:	2135688	ACME
Registration Number:	2137116	ACME
Registration Number:	2152107	ACME
Registration Number:	1369567	ACME
Registration Number:	2275601	ACME
Registration Number:	2455780	ACME CARRY-OUT CUISINE
Registration Number:	2047800	ACME PHARMACY
Registration Number:	2193524	ACME SUPERCARD
Registration Number:	3092771	BUNCHES OF FUN
Registration Number:	2750012	CANTASTIC
Registration Number:	2082392	EXPRESS PRESCRIPTION REFILL SERVICE
Registration Number:	1170714	FISHERMAN'S NET
Registration Number:	2271955	FRESHNESS FIRST
Registration Number:	1674665	GOOD FOOD COSTS LESS AT SHAW'S
Registration Number:	1972790	INTERMOUNTAIN TELEPORT
Registration Number:	2323538	IVINS'
Registration Number:	0541264	IVINS'
Registration Number:	1219505	JEWEL
Registration Number:	2107247	JEWEL
Registration Number:	2114172	JEWEL
Registration Number:	2114038	JEWEL

Property Type	Number	Word Mark
Registration Number:	2138475	JEWEL
Registration Number:	2105514	JEWEL
Registration Number:	2112225	JEWEL
Registration Number:	2109071	JEWEL
Registration Number:	2114037	JEWEL
Registration Number:	2119541	JEWEL
Registration Number:	2109070	JEWEL
Registration Number:	3381782	JEWEL
Registration Number:	3384561	JEWEL EXPRESS
Registration Number:	3282511	JEWEL-OSCO
Registration Number:	2128535	JEWEL-OSCO
Registration Number:	2631241	MARKETFRESH LA CARTE
Registration Number:	2580815	MEMORIES ON CAKE
Registration Number:	4594281	MYRXCARE
Registration Number:	1003861	OSCO
Registration Number:	3129940	OSCO
Registration Number:	2256751	OSCODRUG
Registration Number:	2110139	PRODUCE PRO
Registration Number:	2683083	QUALITY BREAD VARIETY
Registration Number:	4114584	QUICK FIXIN' IDEAS
Registration Number:	1694655	S QUALITY SINCE 1860
Registration Number:	1997783	SAVE-ON-FOODS
Registration Number:	2660974	SAVE-ON-MORE
Registration Number:	2705627	SAVE-ON-MORE
Registration Number:	2878084	SAV-ON
Registration Number:	3668575	SHAW'S
Registration Number:	3697642	SHAW'S
Registration Number:	3401015	SHAW'S
Registration Number:	1228764	SHAW'S
Registration Number:	2959059	
Registration Number:	2638924	SHAW'S MARKETFRESH
Registration Number:	1187005	SHAW'S S
Registration Number:	1134792	SHOP & SHARE
Registration Number:	2539869	SHOP THE WORLD FOOD HALL
Registration Number:	2542891	SHOP THE WORLD FOOD HALL
Registration Number:	2544663	SHOP THE WORLD FOOD HALL
Registration Number:	2237766	SNACK CENTRAL
Registration Number:	1481140	STAR MARKET

Property Type	Number	Word Mark
Registration Number:	2044848	STEP SAVER
Registration Number:	3271360	TAKING KOSHER SHOPPING TO A WHOLE NEW LE
Registration Number:	4821780	THE FROSTED MUG
Registration Number:	1455761	U.S. SATELLITE CORPORATION
Registration Number:	4059794	U.S. SATELLITE CORPORATION
Registration Number:	3005346	GENUARDI'S SMART CHECK GENUARDI'S CLUB
Registration Number:	2337432	GENUARDI'S FAMILY MARKETS
Registration Number:	2320339	G GENUARDI'S FAMILY MARKETS COMMUNITY CA
Registration Number:	2062539	G GENUARDI'S
Registration Number:	2060357	GENUARDI'S
Registration Number:	2060358	G

CORRESPONDENCE DATA

Fax Number: 2125935955

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: 212-756-2132

Email: scott.kareff@srz.com

Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP

Address Line 1: 919 Third Avenue

Address Line 2: 25th Floor

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	014951-0667
NAME OF SUBMITTER:	Scott Kareff (014951-0667)
SIGNATURE:	/kc for sk/
DATE SIGNED:	06/27/2016

Total Attachments: 9

source=Trademark Release for New Albertson's and others - Wilmington Trust (2nd Lien)#page1.tif
source=Trademark Release for New Albertson's and others - Wilmington Trust (2nd Lien)#page2.tif
source=Trademark Release for New Albertson's and others - Wilmington Trust (2nd Lien)#page3.tif
source=Trademark Release for New Albertson's and others - Wilmington Trust (2nd Lien)#page4.tif
source=Trademark Release for New Albertson's and others - Wilmington Trust (2nd Lien)#page5.tif
source=Trademark Release for New Albertson's and others - Wilmington Trust (2nd Lien)#page6.tif
source=Trademark Release for New Albertson's and others - Wilmington Trust (2nd Lien)#page7.tif
source=Trademark Release for New Albertson's and others - Wilmington Trust (2nd Lien)#page8.tif
source=Trademark Release for New Albertson's and others - Wilmington Trust (2nd Lien)#page9.tif

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release"), dated as of June 24, 2016 (the "Effective Date"), is made by WILMINGTON TRUST, NATIONAL ASSOCIATION, in its capacity as notes collateral agent (the "Agent"), in favor of each grantor party identified on the signature pages hereto (each, a "Grantor" and collectively, the "Grantors").

WHEREAS, reference is made to that certain Security Agreement, dated as of January 30, 2015 (as supplemented, amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") by and among Albertsons Companies, LLC (as successor to Albertson's Holdings LLC) and Safeway (as the successor to Saturn Acquisition Merger Sub, Inc.), the guarantors from time to time party thereto and the Agent;

WHEREAS, pursuant to the Security Agreement, the Grantors executed and delivered a Trademark Security Agreement, dated as of February 11, 2016 (the "Trademark Security Agreement"), for recordal with the United States Patent and Trademark Office;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on February 16, 2016 at Reel/Frame 5729/0074;

WHEREAS, pursuant to the Trademark Security Agreement, the Grantors pledged and granted to the Agent a lien on and security interest in all of their rights, title and interest in and to certain collateral identified in said Trademark Security Agreement, including, without limitation the trademark registrations set forth on Schedule I hereto and the good will associated therewith (collectively, the "Released Trademark Collateral");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each of the Grantors and the Agent hereby agrees as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Security Agreement or the Trademark Security Agreement, as applicable.

2. Release of Collateral. The Agent, without representation or warranty of any kind, hereby releases, discharges, terminates and cancels all of its security interest in and to the Released Trademark Collateral, arising under the Security Agreement and the Trademark Security Agreement. If and to the extent that the Agent has acquired any right, title or interest in and to the Released Trademark Collateral under the Trademark Security Agreement, the Agent, without representation or warranty of any kind, hereby re-transfers, re-conveys and re-assigns such right, title or interest to the Grantors.

3. Further Assurances. The Agent agrees to take any necessary further actions, and provide to each Grantor and its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by each Grantor, at such Grantor's sole cost and expense, to more fully and effectively effectuate the purposes of this Release.

4. GOVERNING LAW. THIS RELEASE SHALL BE GOVERNED EXCLUSIVELY UNDER THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAW OR CHOICE OF LAW PRINCIPLES.

IN WITNESS WHEREOF, each of the Grantor and the Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date:

**WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Notes Collateral Agent**

By: 
Name: **Hallie E. Field**
Title: **Assistant Vice President**

GRANTORS:

NEW ALBERTSON'S, INC.



By: _____

Name: Robert Dimond

Title: Executive Vice President & Chief
Financial Officer

ACME MARKETS, INC.

AMERICAN STORES COMPANY, LLC

SHAW'S SUPERMARKETS, INC.

STAR MARKETS COMPANY, INC.

NAI SATURN EASTERN LLC

By: _____

Name: Gary Morton

Title: Vice President, Treasurer & Assistant
Secretary

GRANTORS:

NEW ALBERTSON'S, INC.

By: _____
Name: Robert Dimond
Title: Executive Vice President & Chief
Financial Officer

**ACME MARKETS, INC.
AMERICAN STORES COMPANY, LLC
SHAW'S SUPERMARKETS, INC.
STAR MARKETS COMPANY, INC.
NAI SATURN EASTERN LLC**

By: _____
Name: Gary Morton
Title: Vice President, Treasurer & Assistant
Secretary

SCHEDULE I

TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS


Trademark registrations:

TRADEMARK	OWNER	COUNTRY	App./Reg. No.
ACME	Acme Markets, Inc.	United States of America	2041975
ACME	American Stores Company, LLC	United States of America	2127394
ACME	American Stores Company, LLC	United States of America	2152108
ACME	American Stores Company, LLC	United States of America	2142414
ACME	American Stores Company, LLC	United States of America	2123906
ACME	American Stores Company, LLC	United States of America	2138677
ACME	American Stores Company, LLC	United States of America	2135688
ACME	American Stores Company, LLC	United States of America	2137116
ACME	American Stores Company, LLC	United States of America	2152107
ACME & OVAL Design	Acme Markets, Inc.	United States of America	1369567
ACME (Stylized)	Acme Markets, Inc.	United States of America	2275601
ACME CARRY-OUT CUISINE	American Stores Company, LLC	United States of America	2455780
ACME EXPRESS	Acme Markets, Inc.	United States of America	
ACME PHARMACY	Acme Markets, Inc.	United States of America	2047800
ACME SUPERCARD	American Stores Company, LLC	United States of America	2193524
BUNCHES OF FUN	Shaw's Supermarkets, Inc.	United States of America	3092771

CANTASTIC	Shaw's Supermarkets, Inc.	United States of America	2750012
EXPRESS PRESCRIPTION REFILL SERVICE	New Albertson's, Inc.	United States of America	2082392
FISHERMAN'S NET	Acme Markets, Inc.	United States of America	1170714
FRESHNESS FIRST	American Stores Company, LLC	United States of America	2271955
GOOD FOOD COSTS LESS AT SHAW'S	Shaw's Supermarkets, Inc.	United States of America	1674665
INTERMOUNTAIN TELEPORT	U.S. Satellite Corporation	United States of America	1972790
IVINS'	Acme Markets, Inc.	United States of America	2323538
IVINS'	Acme Markets, Inc.	United States of America	541264
JEWEL	American Stores Company, LLC	United States of America	1219505
JEWEL	American Stores Company, LLC	United States of America	2107247
JEWEL	American Stores Company, LLC	United States of America	2114172
JEWEL	American Stores Company, LLC	United States of America	2114038
JEWEL	American Stores Company, LLC	United States of America	2138475
JEWEL	American Stores Company, LLC	United States of America	2105514
JEWEL	American Stores Company, LLC	United States of America	2112225
JEWEL	American Stores Company, LLC	United States of America	2109071
JEWEL	American Stores Company, LLC	United States of America	2114037
JEWEL	American Stores Company, LLC	United States of America	2119541
JEWEL	American Stores Company, LLC	United States of America	2109070

JEWEL	American Stores Company, LLC	United States of America	3381782
JEWEL EXPRESS	American Stores Company, LLC	United States of America	3384561
JEWEL-OSCO	American Stores Company, LLC	United States of America	3282511
JEWEL-OSCO	American Stores Company, LLC	United States of America	2128535
MARKETFRESH LA CARTE	Shaw's Supermarkets, Inc.	United States of America	2631241
MEMORIES ON CAKE	Shaw's Supermarkets, Inc.	United States of America	2580815
MYRXCARE	New Albertson's, Inc.	United States of America	4594281
OSCO	American Stores Company, LLC	United States of America	1003861
OSCO	American Stores Company, LLC	United States of America	3129940
OSCODRUG	American Stores Company, LLC	United States of America	2256751
PRODUCE PRO	American Stores Company, LLC	United States of America	2110139
QUALITY BREAD VARIETY	Shaw's Supermarkets, Inc.	United States of America	2683083
QUICK FIXIN' IDEAS	New Albertson's, Inc.	United States of America	4114584
S QUALITY SINCE 1860	Shaw's Supermarkets, Inc.	United States of America	1694655
SAVE-ON-FOODS	New Albertson's, Inc.	United States of America	1997783
SAVE-ON-MORE	New Albertson's, Inc.	United States of America	2660974
SAVE-ON-MORE (Design)	New Albertson's, Inc.	United States of America	2705627
SAV-ON	New Albertson's, Inc.	United States of America	2878084
SAVON FOODS	New Albertson's, Inc.	United States of America	

SHAW'S	Shaw's Supermarkets, Inc.	United States of America	3668575
SHAW'S	Shaw's Supermarkets, Inc.	United States of America	3697642
SHAW'S	Shaw's Supermarkets, Inc.	United States of America	3401015
SHAW'S	Shaw's Supermarkets, Inc.	United States of America	1228764
SHAW'S (Stylized)	SHAW'S SUPERMARKETS, INC	Maine	19780044M
SHAW'S (Stylized)	SHAW'S SUPERMARKETS, INC	New Hampshire	2148
Shaw's Celebrating 150 Years As Your Neighborhood Grocer Logo	Shaw's Supermarkets, Inc.	United States of America	
SHAW'S LEAF DESIGN	Shaw's Supermarkets, Inc.	United States of America	2959059
SHAW'S MARKETFRESH	Shaw's Supermarkets, Inc.	United States of America	2638924
SHAW'S S	Shaw's Supermarkets, Inc.	United States of America	1187005
SHOP & SHARE	American Stores Company, LLC	United States of America	1134792
SHOP THE WORLD FOOD HALL	Shaw's Supermarkets, Inc.	United States of America	2539869
SHOP THE WORLD FOOD HALL	Shaw's Supermarkets, Inc.	United States of America	2542891
SHOP THE WORLD FOOD HALL	Shaw's Supermarkets, Inc.	United States of America	2544663

SNACK CENTRAL	New Albertson's, Inc.	United States of America	2237766
STAR MARKET	Star Markets Company, Inc.	United States of America	1481140
STEP SAVER	Shaw's Supermarkets, Inc.	United States of America	2044848
TAKING KOSHER SHOPPING TO A WHOLE NEW LEVEL	New Albertson's, Inc.	United States of America	3271360
The Frosted Mug	New Albertson's, Inc.	United States of America	4821780
U.S. SATELLITE CORPORATION	American Stores Company, LLC	United States of America	1455761
U.S. SATELLITE CORPORATION	American Stores Company, LLC	United States of America	4059794
GENUARDI'S SMART CHECK GENUARDI'S CLUB	NAI Saturn Eastern LLC	United States of America	3005346
GENUARDI'S FAMILY MARKETS	NAI Saturn Eastern LLC	United States of America	2337432
G GENUARDI'S FAMILY MARKETS COMMUNITY CASH BACK PROGRAM	NAI Saturn Eastern LLC	United States of America	2320339
G GENUARDI'S	NAI Saturn Eastern LLC	United States of America	2062539
GENUARDI'S	NAI Saturn Eastern LLC	United States of America	2060357
	NAI Saturn Eastern LLC	United States of America	2060358