

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM528604

| | | | |
|-----------------------------------|---|------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Smart & Final Stores LLC | | 06/20/2019 | Limited Liability Company: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | Deutsche Bank AG New York Branch, as Collateral Agent | | |
| Street Address: | 60 Wall Street | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10005 | | |
| Entity Type: | Bank: GERMANY | | |
| PROPERTY NUMBERS Total: 87 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3499771 | ALL-IN-ONE SUPER SYRUP | |
| Registration Number: | 3079086 | AMBIANCE | |
| Registration Number: | 2634835 | AMBIANCE | |
| Registration Number: | 2631245 | AMBIANCE | |
| Registration Number: | 4589694 | CULINARY CONCEPTS | |
| Registration Number: | 1809395 | DEC-O-TOPPES | |
| Registration Number: | 4507903 | DOWNTOWN GRIND | |
| Registration Number: | 4506375 | FIRST STREET | |
| Registration Number: | 4343950 | FIRST STREET | |
| Registration Number: | 3776720 | FIRST STREET | |
| Registration Number: | 3776723 | FIRST STREET | |
| Registration Number: | 3776722 | FIRST STREET | |
| Registration Number: | 3776721 | FIRST STREET | |
| Registration Number: | 3776719 | FIRST STREET | |
| Registration Number: | 3776718 | FIRST STREET | |
| Registration Number: | 3776717 | FIRST STREET | |
| Registration Number: | 3776716 | FIRST STREET | |
| Registration Number: | 3776727 | FIRST STREET | |
| Registration Number: | 3776726 | FIRST STREET | |
| TRADEMARK | | | |

OP \$2190.00 3499771

| Property Type | Number | Word Mark |
|----------------------|---------|--|
| Registration Number: | 3776724 | FIRST STREET |
| Registration Number: | 3776725 | FIRST STREET |
| Registration Number: | 5354636 | FIRST STREET |
| Registration Number: | 5647286 | FIRST STREET |
| Registration Number: | 5270638 | FIRST STREET FIRST PERCENT |
| Registration Number: | 5100437 | FIRST STREET QUALITY SINCE 1871 SPARKLIN |
| Registration Number: | 3794283 | GROCERY STORE CONVENIENCE...WAREHOUSE ST |
| Registration Number: | 3513829 | HOT PRICE |
| Registration Number: | 4889787 | IRIS |
| Registration Number: | 4454491 | IRIS |
| Registration Number: | 4345453 | IRIS |
| Registration Number: | 4451396 | IRIS |
| Registration Number: | 1232379 | IRIS |
| Registration Number: | 2712588 | LA ROMANELLA |
| Registration Number: | 2046604 | LA ROMANELLA |
| Registration Number: | 2597177 | MONTECITO |
| Registration Number: | 2611751 | MONTECITO |
| Registration Number: | 1596691 | MONTECITO |
| Registration Number: | 4877749 | NOTHING BUT NATURE INSIDE |
| Registration Number: | 3750504 | SAVING YOU TIME SAVING YOU MONEY QUALITY |
| Registration Number: | 4207378 | SHOP BIG. SHOP SMALL. SHOP FRESH. |
| Registration Number: | 4096312 | SHOP BIG. SHOP SMALL. SHOP SMART. |
| Registration Number: | 3768071 | SIMPLY VALUE |
| Registration Number: | 3768072 | SIMPLY VALUE |
| Registration Number: | 3596098 | SIMPLY VALUE |
| Registration Number: | 3596099 | SIMPLY VALUE |
| Registration Number: | 3596100 | SIMPLY VALUE |
| Registration Number: | 3596101 | SIMPLY VALUE |
| Registration Number: | 3596102 | SIMPLY VALUE |
| Registration Number: | 3596103 | SIMPLY VALUE |
| Registration Number: | 5701306 | SIMPLY VALUE |
| Registration Number: | 2069962 | SMART & FINAL |
| Registration Number: | 1260298 | SMART & FINAL |
| Registration Number: | 1797358 | SMART & FINAL |
| Registration Number: | 1797359 | SMART & FINAL |
| Registration Number: | 4936914 | SMART & FINAL |
| Registration Number: | 3690269 | SMART & FINAL EXTRA! |
| Registration Number: | 3579362 | SMART & FINAL EXTRA! |

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Registration Number: | 2327520 | SMARTADVANTAGE |
| Registration Number: | 2877183 | SMART ALLIANCE |
| Registration Number: | 1260297 | SMART & FINAL IRIS CO. |
| Registration Number: | 2743863 | SMART CASH |
| Registration Number: | 1811196 | SMART U |
| Registration Number: | 1811195 | SMART UNIVERSITY |
| Registration Number: | 3303539 | SMART VALUE |
| Registration Number: | 3850071 | SMARTADVANTAGE |
| Registration Number: | 2633979 | SNACK'RS |
| Registration Number: | 3967921 | SUN HARVEST |
| Registration Number: | 3816122 | SUN HARVEST |
| Registration Number: | 3861330 | SUN HARVEST |
| Registration Number: | 3861329 | SUN HARVEST |
| Registration Number: | 3861331 | SUN HARVEST |
| Registration Number: | 3768225 | SUN HARVEST |
| Registration Number: | 3803740 | SUN HARVEST |
| Registration Number: | 5049747 | THE VEG IS IN THE JUICE! |
| Registration Number: | 5657185 | THE LOVE IT! QUALITY GUARANTEE! TRY IT & |
| Registration Number: | 3721957 | THE SMALLER FASTER WAREHOUSE STORE |
| Registration Number: | 4348145 | THIRST PUNCHER |
| Registration Number: | 3827016 | TRUST SUN HARVEST FOR LIFE |
| Registration Number: | 5015941 | WAREHOUSE & MARKET. FRIEND & NEIGHBOR |
| Registration Number: | 4540792 | WAREHOUSE PRICES BIG & SMALL SIZES |
| Registration Number: | 4770370 | YOUR LIFE WELL SPENT |
| Serial Number: | 86638523 | & |
| Serial Number: | 86638519 | & |
| Serial Number: | 87889140 | FIRST STREET |
| Serial Number: | 86826549 | IRIS |
| Serial Number: | 88160982 | THE LOVE IT! QUALITY GUARANTEE! |
| Serial Number: | 88083396 | SMART & FINAL |

CORRESPONDENCE DATA

Fax Number: 3129939767

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: 312/876-7628

Email: linda.kastner@lw.com

Correspondent Name: Linda R. Kastner, c/o Latham & Watkins

Address Line 1: 330 N. Wabash Avenue

Address Line 2: Suite 2800

TRADEMARK

REEL: 006674 FRAME: 0987

Address Line 4: Chicago, ILLINOIS 60611

NAME OF SUBMITTER: Linda Kastner

SIGNATURE: /lk/

DATE SIGNED: 06/20/2019

Total Attachments: 7

source=Trademark Security Agreement - DB - Smart & Final Stores LLC (red)#page1.tif

source=Trademark Security Agreement - DB - Smart & Final Stores LLC (red)#page2.tif

source=Trademark Security Agreement - DB - Smart & Final Stores LLC (red)#page3.tif

source=Trademark Security Agreement - DB - Smart & Final Stores LLC (red)#page4.tif

source=Trademark Security Agreement - DB - Smart & Final Stores LLC (red)#page5.tif

source=Trademark Security Agreement - DB - Smart & Final Stores LLC (red)#page6.tif

source=Trademark Security Agreement - DB - Smart & Final Stores LLC (red)#page7.tif

Notice of Grant of Security Interest (Term Loan Facility) in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST (TERM LOAN FACILITY) IN TRADEMARKS dated as of June 20, 2019 (this “Notice”), made by Smart & Final Stores LLC, a California limited liability company (the “Pledgor”), in favor of DEUTSCHE BANK AG NEW YORK BRANCH, as Collateral Agent (as defined below).

Reference is made to the Collateral Agreement (Term Loan Facility), dated as of June 20, 2019 (as amended, restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among Saffron Borrowco, LLC (the “Borrower”), each subsidiary of the Borrower identified therein and Deutsche Bank AG New York Branch, as collateral agent (together with its successors and assigns in such capacity, the “Collateral Agent”) for the Secured Parties (as defined therein). The parties hereto agree as follows:

SECTION 1. ***Terms.*** Capitalized terms used in this Notice and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Notice.

SECTION 2. ***Grant of Security Interest.*** As security for the payment and performance, as applicable, in full of the Secured Obligations, the Pledgor pursuant to the Collateral Agreement did, and hereby does, assign and pledge to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a continuing security interest in all of the Pledgor’s right, title and interest in, to and under any and all of the following assets now owned or at any time hereafter acquired by the Pledgor or in which the Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, but excluding any Excluded Property, the “Trademark Collateral”):

all Trademarks of the United States of America, including those listed on Schedule I;

provided, however, that the foregoing pledge, assignment and grant of security interest will not cover any “intent-to-use” applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. §1051, unless and until an Amendment to Allege Use or a Statement of Use under Section 1(c) or 1(d) of the Lanham Act has been filed, to the extent, if any, that any assignment of an “intent-to-use” application prior to such filing would violate the Lanham Act.

SECTION 3. ***Collateral Agreement.*** The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. The Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of

which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Notice and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

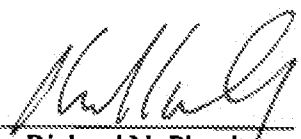
SECTION 4. ***Counterparts.*** This Notice may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

SECTION 5. ***Governing Law.*** THIS NOTICE AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSES OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS NOTICE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLE OF CONFLICTS OF LAW THAT COULD REQUIRE THE APPLICATION OF ANY OTHER LAW.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this
Notice as of the day and year first above written.

SMART & FINAL STORES LLC

By: 
Name: Richard N. Phegley
Title: Chief Financial Officer

[Signature Page to Notice of Grant of Security Interest in Trademarks (Term Loan Facility)]

TRADEMARK
REEL: 006674 FRAME: 0991

**DEUTSCHE BANK AG NEW YORK
BRANCH,**
as Collateral Agent

By: 
Name: Yumi Okabe
Title: Vice President

By: 
Name: Marguerite Sutton
Title: Vice President


Schedule I

to Notice of Grant of Security Interest (Term Loan Facility) in Trademarks

Trademarks Owned by Smart & Final Stores LLC


U.S. Trademark Registrations

| <u>Mark</u> | <u>Registration No.</u> | <u>Registration Date</u> |
|---|-------------------------|--------------------------|
| ALL-IN-ONE SUPER SYRUP | 3499771 | 9-SEP-2008 |
| AMBIANCE | 3079086 | 11-APR-2006 |
| AMBIANCE | 2634835 | 15-OCT-2002 |
| AMBIANCE (stylized) | 2631245 | 8-OCT-2002 |
| CULINARY CONCEPTS | 4589694 | 19-AUG-2014 |
| DEC-O-TOPPES | 1809395 | 7-DEC-1993 |
| DOWNTOWN GRIND | 4507903 | 1-APR-2014 |
| FIRST STREET | 4506375 | 1-APR-2014 |
| FIRST STREET | 4343950 | 28-MAY-2013 |
| FIRST STREET | 3776720 | 20-APR-2010 |
| FIRST STREET | 3776723 | 20-APR-2010 |
| FIRST STREET | 3776722 | 20-APR-2010 |
| FIRST STREET | 3776721 | 20-APR-2010 |
| FIRST STREET | 3776719 | 20-APR-2010 |
| FIRST STREET | 3776718 | 20-APR-2010 |
| FIRST STREET | 3776717 | 20-APR-2010 |
| FIRST STREET | 3776716 | 20-APR-2010 |
| FIRST STREET | 3776727 | 20-APR-2010 |
| FIRST STREET | 3776726 | 20-APR-2010 |
| FIRST STREET | 3776724 | 20-APR-2010 |
| FIRST STREET | 3776725 | 20-APR-2010 |
| FIRST STREET | 5354636 | 12-DEC-2017 |
| FIRST STREET | 5647286 | 8-JAN-2019 |
| FIRST STREET FIRST PERCENT | 5270638 | 22-AUG-2017 |
| FIRST STREET QUALITY SINCE 1871 SPARKLING GLACIER GROCERY STORE | 5100437 | 13-DEC-2016 |
| CONVENIENCE... WAREHOUSE STORE SAVINGS! | 3794283 | 25-MAY-2010 |
| HOT PRICE | 3513829 | 7-OCT-2008 |
| IRIS | 4889787 | 19-JAN-2016 |
| IRIS | 4454491 | 24-DEC-2013 |
| IRIS | 4345453 | 4-JUN-2013 |
| IRIS | 4451396 | 17-DEC-2013 |

| | | |
|--|---------|-------------|
| IRIS | 1232379 | 29-MAR-1983 |
| LA ROMANELLA | 2712588 | 6-MAY-2003 |
| LA ROMANELLA | 2046604 | 18-MAR-1997 |
| MONTECITO | 2597177 | 23-JUL-2002 |
| MONTECITO | 2611751 | 27-AUG-2002 |
| MONTECITO | 1596691 | 15-MAY-1990 |
| NOTHING BUT NATURE INSIDE | 4877749 | 29-DEC-2015 |
| SAVING YOU TIME - SAVING YOU MONEY - QUALITY GUARANTEED | 3750504 | 16-FEB-2010 |
| SHOP BIG. SHOP SMALL. SHOP FRESH. | 4207378 | 11-SEP-2012 |
| SHOP BIG. SHOP SMALL. SHOP SMART. | 4096312 | 7-FEB-2012 |
| SIMPLY VALUE | 3768071 | 30-MAR-2010 |
| SIMPLY VALUE | 3768072 | 30-MAR-2010 |
| SIMPLY VALUE | 3596098 | 24-MAR-2009 |
| SIMPLY VALUE | 3596099 | 24-MAR-2009 |
| SIMPLY VALUE | 3596100 | 24-MAR-2009 |
| SIMPLY VALUE | 3596101 | 24-MAR-2009 |
| SIMPLY VALUE | 3596102 | 24-MAR-2009 |
| SIMPLY VALUE | 3596103 | 24-MAR-2009 |
| SIMPLY VALUE | 5701306 | 19-MAR-2019 |
| SMART & FINAL | 2069962 | 10-JUN-1997 |
| SMART & FINAL | 1260298 | 06-DEC-1983 |
| SMART & FINAL (stylized) | 1797358 | 5-OCT-1993 |
| SMART & FINAL (stylized) | 1797359 | 5-OCT-1993 |
| SMART & FINAL (stylized w/ heart) | 4936914 | 12-APR-2016 |
| SMART & FINAL EXTRA! | 3690269 | 29-SEP-2009 |
| SMART & FINAL EXTRA! (stylized in color) | 3579362 | 24-FEB-2009 |
| SMART ADVANTAGE | 2327520 | 14-MAR-2000 |
| SMART ALLIANCE | 2877183 | 24-AUG-2004 |
| SMART AND FINAL IRIS CO. | 1260297 | 6-DEC-1983 |
| SMART CASH | 2743863 | 29-JUL-2003 |
| SMART U | 1811196 | 14-DEC-1993 |
| SMART UNIVERSITY | 1811195 | 14-DEC-1993 |
| SMART VALUE | 3303539 | 2-OCT-2007 |
| SMARTADVANTAGE | 3850071 | 21-SEP-2010 |
| SNACK'RS | 2633979 | 15-OCT-2002 |
| SUN HARVEST | 3967921 | 24-MAY-2011 |
| SUN HARVEST | 3816122 | 13-JUL-2010 |
| SUN HARVEST | 3861330 | 12-OCT-2010 |
| SUN HARVEST | 3861329 | 12-OCT-2010 |
| SUN HARVEST | 3861331 | 12-OCT-2010 |
| SUN HARVEST | 3768225 | 30-MAR-2010 |
| SUN HARVEST | 3803740 | 15-JUN-2010 |
| SUN HARVEST | 5049747 | 27-FEB-2016 |
| THE LOVE IT! QUALITY GUARANTEE! TRY IT & LOVE IT OR YOUR MONEY BACK  | 5657185 | 15-JAN-2019 |
| THE SMALLER FASTER WAREHOUSE STORE | 3721957 | 8-DEC-2009 |

| | | |
|---|---------|-------------|
| THIRST PUNCHER | 4348145 | 4-JUN-2013 |
| TRUST SUN HARVEST FOR LIFE | 3827016 | 3-AUG-2010 |
| WAREHOUSE & MARKET. FRIEND & NEIGHBOR | 5015941 | 9-AUG-2016 |
| WAREHOUSE PRICES BIG & SMALL SIZES | 4540792 | 27-MAY-2014 |
| YOUR LIFE WELL SPENT | 4770370 | 7-JUL-2015 |

U.S. Trademark Applications

| <u>Mark</u> | <u>Application No.</u> | <u>Filing Date</u> |
|--|------------------------|--------------------|
| "&" | 86/638523 | 21-MAY-2015 |
| "&" (stylized in red) | 86/638519 | 21-MAY-2015 |
| FIRST STREET | 87/889140 | 23-APR-2018 |
| IRIS | 86/826549 | 19-NOV-2015 |
| THE LOVE IT! QUALITY GUARANTEE  | 88/160982 | 18-OCT-2018 |
| SMART & FINAL | 88/083396 | 17-AUG-2018 |