

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM528629

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:	Bank of America, N.A., as Collateral Agent		
Street Address:	100 Federal Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Banking Association: UNITED STATES		
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

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: 006675 FRAME: 0109

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 - BofA - Smart & Final Stores LLC (red)#page1.tif source=Trademark Security Agreement - BofA - Smart & Final Stores LLC (red)#page2.tif source=Trademark Security Agreement - BofA - Smart & Final Stores LLC (red)#page3.tif source=Trademark Security Agreement - BofA - Smart & Final Stores LLC (red)#page4.tif source=Trademark Security Agreement - BofA - Smart & Final Stores LLC (red)#page5.tif source=Trademark Security Agreement - BofA - Smart & Final Stores LLC (red)#page6.tif source=Trademark Security Agreement - BofA - Smart & Final Stores LLC (red)#page7.tif	

Notice of Grant of Security Interest (ABL) in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST (ABL) 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 BANK OF AMERICA, N.A., as Collateral Agent (as defined below).

Reference is made to the Collateral Agreement (ABL), 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 party thereto and Bank of America, N.A., 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. Each 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.

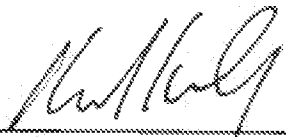
SECTION 4. *Counterparts*. This Notice may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission shall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

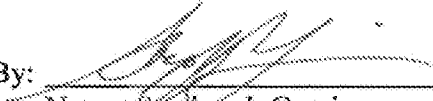
SMART & FINAL STORES LLC

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

[Signature Page to Notice of Grant of Security Interest in Trademarks (ABL)]

TRADEMARK
REEL: 006675 FRAME: 0113

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

By: 
Name: Stephen J. Garvin
Title: Managing Director

[Signature Page to Notice of Grant of Security Interest in Trademarks (ABL)]

TRADEMARK
REEL: 006675 FRAME: 0114

Schedule I
to Notice of Grant of Security Interest (ABL) 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 &	5015941	9-AUG-2016

MARKET. FRIEND & NEIGHBOR		
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