

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM554652

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ASSOCIATED SUPERMARKET GROUP, LLC		12/20/2019	Limited Liability Company: NEW YORK
RECEIVING PARTY DATA			
Name:	Israel Discount Bank of New York		
Street Address:	511 Fifth Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 23			
Property Type	Number	Word Mark	
Registration Number:	4284312	A ASSOCIATED	
Registration Number:	4970174	ASG	
Registration Number:	4790527	ASG ASSOCIATED SUPERMARKET GROUP	
Registration Number:	4908099	ASSOCIATED FRESH	
Registration Number:	4929321	ASSOCIATED SUPERMARKET GROUP	
Registration Number:	4284311	ASSOCIATED SUPERMARKETS	
Serial Number:	87207175	AVENUE A	
Registration Number:	5629589	AVENUE A	
Registration Number:	3953280	COMPARE FOODS	
Registration Number:	4967532	· COMPARE FOODS CALIDAD PRECIO SERVICIOQ	
Registration Number:	4851377	MET FOODMARKETS METFOODS.COM	
Registration Number:	4571108	MET FRESH SUPERMARKET	
Registration Number:	4571107	MET FRESH SUPERMARKET	
Registration Number:	4851378	PIONEER SUPERMARKETS PIONEERSUPERMARKETS	
Registration Number:	1858988	PIONEER	
Registration Number:	1009921	SUPER A	
Registration Number:	1009991	SUPER A	
Registration Number:	1019570	SUPER A	

OP \$590.00 4284312

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	976450	SUPER A
Registration Number:	1013931	SUPER A
Registration Number:	1019122	SUPER A
Registration Number:	841367	SUPER A
Registration Number:	1335795	SUPER A

CORRESPONDENCE DATA

Fax Number: 8009144240

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: 8007130755

Email: Ted.Mulligan@wolterskluwer.com

Correspondent Name: CT Corporation

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Syed Humza Moinuddin
SIGNATURE:	/Syed Humza Moinuddin/
DATE SIGNED:	12/23/2019

Total Attachments: 14

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (“Trademark Security Agreement”), dated as of December 20, 2019, is made by ASSOCIATED SUPERMARKET GROUP, LLC, a New York limited liability company (“Grantor”) in favor of Israel Discount Bank of New York (the “Agent”), located at 511 Fifth Avenue, New York, New York 10017, as agent for the secured parties under the Credit Agreement referred to below (the “Secured Parties”).

WHEREAS, Grantor, AFS CAPITAL, LLC, a New York limited liability company (“AFS Capital”; and together with Grantor, collectively, the “Borrowers”), and Associated Foods Holdings, LLC, a Delaware limited liability company, have entered into a Credit and Security Agreement, dated as of even date herewith (as the same may be further amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), with the Agent and the lenders (the “Lenders”) party thereto; and

WHEREAS, under the terms of the Credit Agreement, the Grantor has granted to the Agent, for the benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantor, and has agreed to execute and deliver this Trademark Security Agreement, for recording with national, federal and state government authorities, including, but not limited to, the United States Patent and Trademark Office;

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

1. Grant of Security. Grantor hereby pledges and grants to the Agent, for the ratable benefit of the Secured Parties, a security interest in and to all of the right, title and interest of Grantor in, to and under the following, wherever located, and whether now existing or hereafter arising or acquired from time to time (the “Trademark Collateral”):

(a) the trademark registrations and applications set forth in Schedule 1 hereto, together with the goodwill connected with the use of and symbolized thereby and all extensions and renewals thereof (collectively, the “Trademarks”), excluding ~~only~~ United States intent-to-use trademark applications to the extent that the grant of a security interest therein would impair the registrability of such applications or the validity or enforceability of registrations issuing from such applications;

(b) any and all royalties, fees, income, payments and other proceeds now or hereafter due or payable with respect to any and all of the foregoing; and

(c) any and all claims and causes of action, with respect to any of the foregoing, whether occurring before, on or after the date hereof, including all rights to and claims for damages, restitution and injunctive and other legal and equitable relief for past, present and future infringement, dilution, violation, misuse, breach or default, with the right but no obligation to sue for such legal and equitable relief and to collect, or otherwise recover, any such damages.

2. Recordation. Grantor authorizes the Commissioner for Trademarks at the United States Patent and Trademark Office and any other government officials to record and register this Trademark Security Agreement upon request by the Agent.

3. Loan Documents. This Trademark Security Agreement has been entered into pursuant to and in conjunction with the Credit Agreement, which is hereby incorporated by reference. The provisions of the Credit Agreement shall supersede and control over any conflicting or inconsistent provision herein. The rights and remedies of the Agent with respect to the Trademark Collateral are as provided by the Credit

Agreement and related documents, and nothing in this Trademark Security Agreement shall be deemed to limit such rights and remedies.

4. Execution in Counterparts. This Trademark Security Agreement may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page to this Trademark Security Agreement by facsimile or in electronic (i.e., “pdf” or “tif”) format shall be effective as delivery of a manually executed counterpart of this Trademark Security Agreement.

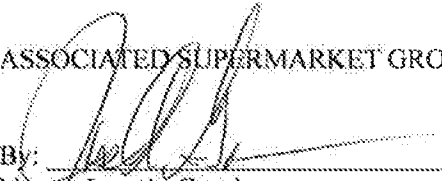
5. Successors and Assigns. This Trademark Security Agreement will be binding on and shall inure to the benefit of the parties hereto and their respective successors and permitted assigns.

6. Governing Law; Choice of Forum; Service of Process; Jury Trial Waiver. THIS AGREEMENT SHALL BE SUBJECT TO THE PROVISIONS REGARDING CHOICE OF LAW, CHOICE OF FORUM; SERVICE OF PROCESS; JURY TRIAL WAIVER SET FORTH IN SECTION 13.2 OF THE CREDIT AGREEMENT, AND SUCH PROVISIONS ARE INCORPORATED HEREIN BY THIS REFERENCE, *MUTATIS MUTANDIS*.

[Signature pages follow]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

ASSOCIATED SUPERMARKET GROUP, LLC

By: 
Name: Jose A. Garcia
Title: President and Chief Executive Officer

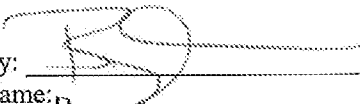
Trademark Security Agreement

TRADEMARK
REEL: 006824 FRAME: 0684

Agreed to and accepted:


ISRAEL DISCOUNT BANK OF NEW YORK,
as Agent

By: 
Name: _____
Title: *Richard Miller*
Senior Vice President

By: 
Name: *Barry Solomon*
Title: *First Vice President*

SCHEDULE 1

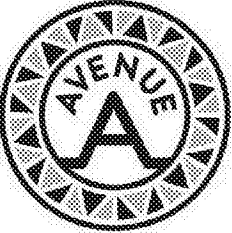
TRADEMARK REGISTRATIONS AND APPLICATIONS¹

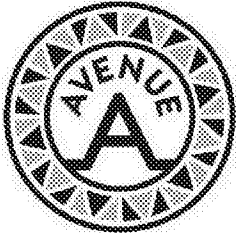
U.S. Trademark Registration No. Serial No. Disclaimer	Registration Date and Next Action Date(s)	Goods/Services	Owner
<p>A ASSOCIATED (Stylized)</p>  <p>SN:77-937976 RN:4284312 Disclaimer: "ASSOCIATED"</p>	<p>Registered February 5, 2013</p> <p>Renewal Due February 5, 2023</p>	<p>(Int'l Class: 35) Advertising and promotion services and related consulting; advertising, marketing and promotion services; assistance, advisory services and consultancy with regard to business planning, business analysis, business management, and business organization; business management consultancy and advisory services; business management consulting with relation to strategy, marketing, production, personnel and retail sale matters; customer service in the field of retail store services; general business merchandising services, namely, marketing; wholesale and retail store services featuring groceries and drugstore products</p>	<p>Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050</p>



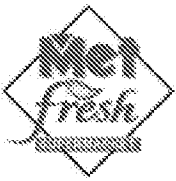
¹ To be completed and confirmed by Grantor


U.S. Trademark Registration No. Serial No. Disclaimer	Registration Date and Next Action Date(s)	Goods/Services	Owner
ASG RN: 4970174 SN: 86-575787	Registered May 31, 2016 8&15 Declaration Due May 31, 2022 Renewal Due May 31, 2026	(Int'l Class: 35) Business management services related to retail store operations; consulting and advisory services concerning retail store business management; wholesale distributorship in the fields of groceries and drugstore products; advertising, marketing and promotion services related to retail store operations; customer service in the field of retail store services (Int'l Class: 36) Financing services	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050
ASG (Associated Supermarket Group) RN: 4790527 AN: 86-496039	Registered August 11, 2015 8&15 Declaration Due August 11 2021, 2022 Renewal Due August 11, 2025	(Int'l Class: 35) Advertising and business management consultancy; Assistance, advisory services and consultancy with regard to business planning, business analysis, business management, business organization, marketing and customer analysis; Business management and consultation; Preparing promotional and merchandising material for others; Product merchandising; Retail grocery stores; Supermarkets; Wholesale and retail store services featuring groceries and drugstore products; Wholesale food distributorship services; Wholesale store services featuring supermarket products	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050

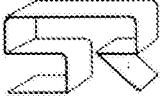



U.S. Trademark Registration No. Serial No. Disclaimer	Registration Date and Next Action Date(s)	Goods/Services	Owner
ASSOCIATED FRESH RN: 4908099 AN: 86-683763	Registered March 1, 2016 8&15 Declaration Due March 1, 2022 Renewal Due March 1, 2026	(Int'l Class: 35) Retail grocery store services	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050
ASSOCIATED SUPERMARKET GROUP RN: 4929321 SN: 86-575781	Registered December 29, 2015 8&15 Declaration Due December 29, 2021 Renewal Due December 29, 2025	(Int'l Class: 35) Business management services related to retail store operations; consulting and advisory services concerning retail store business management; wholesale distributorship in the fields of groceries and drugstore products; advertising, marketing and promotion services related to retail store operations; customer service in the field of retail store services (Int'l Class: 36) Financing services	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050



U.S. Trademark Registration No. Serial No. Disclaimer	Registration Date and Next Action Date(s)	Goods/Services	Owner
ASSOCIATED SUPERMARKETS SN:77-937909 RN:4284311 Disclaimer: "SUPERMARKETS"	Registered Principal Register - Sec. 2(F) February 5, 2013 Renewal due February 5, 2023	(Int'l Class: 35) Advertising and promotion services and related consulting; advertising, marketing and promotion services; assistance, advisory services and consultancy with regard to business planning, business analysis, business management, and business organization; business management consultancy and advisory services; business management consulting with relation to strategy, marketing, production, personnel and retail sale matters; customer service in the field of retail store services; general business merchandising services, namely, marketing; wholesale and retail store services featuring groceries and drugstore products	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050
AVENUE A Logo SN: 87/207175 (parent appln.) 	Allowed October 3, 2017 Statement of Use Due April 3, 2020	(Int'l Class: 8) Plastic cutlery, namely, forks, knives, and spoons (Int'l Class: 35) Supermarket and retail grocery store services	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050

U.S. Trademark Registration No. Serial No. Disclaimer	Registration Date and Next Action Date(s)	Goods/Services	Owner
<p>AVENUE A Logo</p> <p>SN: 87/978837 RN: 5629589</p> 	<p>Registered Principal Register - Sec. 2(F) December 11, 2018</p> <p>Statement of Use Due December 11, 2024</p> <p>Renewal Due December 11, 2028</p>	<p>(Int'l Class: 21) Paper plates, bowls, and cups; plastic plates, bowls, and cups</p>	<p>Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050</p>
<p>COMPARE FOODS</p> <p>SN:77-937875 RN:3953280 Disclaimer: "FOODS"</p>	<p>Registered Principal Register - Sec. 2(F) May 3, 2011</p> <p>Renewal Due May 3, 2021</p>	<p>(Int'l Class: 35) Advertising and promotion services and related consulting; advertising, marketing and promotion services; assistance, advisory services and consultancy with regard to business planning, business analysis, business management, and business organization; business management consultancy and advisory services; business management consulting with relation to strategy, marketing, production, personnel and retail sale matters; customer service in the field of retail store services; general business merchandising services, namely, marketing; wholesale and retail store services featuring groceries and drugstore products</p>	<p>Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050</p>

U.S. Trademark Registration No. Serial No. Disclaimer	Registration Date and Next Action Date(s)	Goods/Services	Owner
<p>COMPARE FOODS Banner Logo</p>  <p>RN: 4967532 SN: 86-615,083</p>	<p>Registered May 31, 2016</p> <p>8&15 Declaration of Use Due May 31, 2022</p> <p>Renewal due May 31, 2026</p>	<p>(Int'l Class: 35) Retail grocery store services</p>	<p>Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050</p>
<p>MET FOODMARKETS Banner Logo</p>  <p>RN: 4851377 SN: 86-615093</p>	<p>Registered November 11, 2015</p> <p>8&15 Declaration of Use Due November 11, 2021</p> <p>Renewal Due November 11, 2025</p>	<p>(Int'l Class: 35) Retail grocery store services</p>	<p>Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050</p>
<p>MET FRESH SUPERMARKET and Design</p>  <p>SN:86-054207 RN: 4571108 Disclaimer: "FRESH" AND "SUPERMARKET"</p>	<p>Registered July 22, 2014</p> <p>8&15 Declaration of Use Due July 22, 2020</p> <p>Renewal Due July 22, 2024</p>	<p>(Int'l Class: 35) Retail grocery stores</p>	<p>Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050</p>

U.S. Trademark Registration No. Serial No. Disclaimer	Registration Date and Next Action Date(s)	Goods/Services	Owner
<p>MET FRESH SUPERMARKET</p> <p>SN:86-054188 RN: 4571107 Disclaimer: "FRESH SUPERMARKET"</p>	<p>Registered July 22, 2014</p> <p>8&15 Declaration of Use Due July 22, 2020</p> <p>Renewal Due July 22, 2024</p>	<p>(Int'l Class: 35) Retail grocery stores</p>	<p>Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050</p>
<p>PIONEER SUPERMARKETS Banner Logo</p>  <p>RN: 4851378 SN: 86-615106</p>	<p>Registered November 10, 2015</p> <p>8&15 Declaration of Use Due November 10, 2021</p> <p>Renewal Due November 10, 2025</p>	<p>(Int'l Class: 35) Retail grocery store services</p>	<p>Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050</p>
<p>PIONEER</p> <p>SN:74-398706 RN:1858988</p>	<p>Registered October 18, 1994</p> <p>Renewal Due October 18, 2024</p>	<p>(Int'l Class: 42) Retail grocery store services, catering services and convenience store services</p>	<p>Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050</p>

U.S. Trademark Registration No. Serial No. Disclaimer	Registration Date and Next Action Date(s)	Goods/Services	Owner
SUPER A (Stylized)  RN: 1009921 SN: 73-020122	Registered May 6, 1975 Renewal Due May 6, 2025	(Int'l Class: 16) Facial tissue and bathroom tissue	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050
SUPER A (Stylized)  SN:73-015964 RN:1009991	Registered May 6, 1975 Renewal Due May 6, 2025	(Int'l Class: 29) [pet food,] vegetable oil, nuts, canned fruits, frozen shrimp, vegetable shortening and peanut butter	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050
SUPER A (Stylized)  SN:73-016420 RN:1019570	Registered September 2, 1975 Renewal Due September 2, 2025	(Int'l Class: 32) Soft drinks	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050
SUPER A and Design  SN:72-454991 RN:976450	Registered January 8, 1974 Renewal Due January 24, 2024	(Int'l Class: 1, 5, 29, 30, 31, 32) Canned fish, non-dairy coffee lightener, canned vegetables, cranberry sauce, tomato sauce, stewed tomatoes, [canned mushrooms,] cream style corn, mixed vegetables, sauerkraut, and fruit juice	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050

U.S. Trademark Registration No. Serial No. Disclaimer	Registration Date and Next Action Date(s)	Goods/Services	Owner
SUPER A and Design  SN:73-015963 RN:1013931	Registered June 24, 1975 Renewal Due June 24, 2025	(Int'l Class: 3) Bleach, ammonia, and toilet bowl cleaner	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050
SUPER A and Design  SN:73-020120 RN:1019122	Registered September 2, 1975 Renewal due September 2, 2025	(Int'l Class: 3) Fabric softener for home laundry use	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050
SUPER A SN:72-258880 RN:841367	Registered December 26, 1967 Renewal Due December 26, 2027	(Int'l Class: 42) Retail grocery store services	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050
SUPER A SN:73-462632 RN:1335795	Registered May 14, 1985 Renewal Due May 14, 2025	(Int'l Class: 31) Pet food	Associated Supermarket Group, LLC (New York Limited Liability Company) 99 Seaview Blvd. Suite 360 Port Washington, New York 11050