

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM572031

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Raley's		04/14/2020	Corporation: CALIFORNIA
Warehouse Concepts		04/14/2020	Corporation: CALIFORNIA
Market 5ONE5		04/14/2020	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	WELLS FARGO BANK, NATIONAL ASSOCIATION, as Agent		
Street Address:	125 High Street, Suite 1100		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	5217377	ECART	
Registration Number:	5127851	BEL AIR	
Registration Number:	5653546	NOB HILL TRADING CO.	
Registration Number:	2666362	VIP SELECT	
Registration Number:	2674868	WEB-FILL PRESCRIPTION REFILLS	
Registration Number:	2746934	SOMETHING EXTRA	
Registration Number:	4387270	SOMETHING EXTRA	
Registration Number:	2951042	RALEY'S ECART	
CORRESPONDENCE DATA			
Fax Number:	6179518736		
<i>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.</i>			
Phone:	6173417729		
Email:	katarzyna.gaysunas@morganlewis.com		
Correspondent Name:	Katarzyna Gaysunas		
Address Line 1:	1 Federal St		
Address Line 2:	c/o Morgan, Lewis & Bockius LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110-1726		

CH \$215.00 5217377

NAME OF SUBMITTER:	Katarzyna Gaysunas
SIGNATURE:	/Katarzyna Gaysunas/
DATE SIGNED:	04/15/2020
Total Attachments: 5 source=Raley's - Third Trademark Security Interest Notice Supplement (2020)#page1.tif source=Raley's - Third Trademark Security Interest Notice Supplement (2020)#page2.tif source=Raley's - Third Trademark Security Interest Notice Supplement (2020)#page3.tif source=Raley's - Third Trademark Security Interest Notice Supplement (2020)#page4.tif source=Raley's - Third Trademark Security Interest Notice Supplement (2020)#page5.tif	

THIRD SUPPLEMENT TO
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

This THIRD SUPPLEMENT TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (this “Supplement”) is made as of the 14th day of April, 2020 by and among Raley’s, a California corporation (“Raley’s”), Warehouse Concepts, a California corporation (“Warehouse”) and Market 5ONE5, a California corporation (each, individually, a “Grantor” and collectively, the “Grantors”) in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as Agent (the “Agent”).

WHEREAS, the Grantors, certain of their affiliates and the Agent are parties to that certain Security Agreement, dated as of July 9, 2019 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”)

WHEREAS, pursuant to the terms of the Security Agreement, certain of the Grantors executed and delivered a Notice of Grant of Security Interest in Trademarks dated July 9, 2012 and recorded on July 11, 2012 at Reel 4819, Frame 0692 (as amended of record from time to time, hereinafter, the “Existing Grant”), as supplemented pursuant to that certain First Supplement to Notice of Grant of Security Interest in Trademarks dated May 18, 2015 and recorded on May 18, 2015 at Reel 5518, Frame 0689 (the “First Supplement”) and as further supplemented pursuant to that Second Supplement to Notice of Grant of Security Interests in Trademarks dated November 1, 2017 and recorded on November 20, 2017 at Reel 6209, Frame 0587 (the “Second Supplement”, and together with the Existing Grant and the First Supplement, collectively, the “Original Grant”), in favor of Agent, pursuant to which the Grantors granted a continuing security interest in and continuing lien upon certain trademarks and trademark applications to the Agent for the ratable benefit of the holders of the Secured Obligations; and

WHEREAS, Raley’s desires to hereby confirm the grant of a continuing security interest in and continuing lien upon trademarks and trademark applications owned by Raley’s to the Agent for the ratable benefit of the holders of the Secured Obligations.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and benefits to be derived herefrom, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the Security Agreement.
2. Supplement to Schedule 1. Schedule 1 to the Original Grant is hereby supplemented, but not replaced, by Schedule 1-A annexed hereto. For the purposes of clarity, from and after the date hereof, such Schedule 1 shall be deemed to include (i) the trademarks and trademark applications referenced on Schedule 1 as such Schedule 1 exists immediately prior to the date hereof (including as supplemented pursuant to the First Supplement and the Second Supplement), and (ii) the trademarks referenced on Schedule 1-A annexed hereto.
3. Miscellaneous:

- a. Except as provided herein, all terms and conditions of the Original Grant remain in full force and effect. Each Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants contained therein.
- b. This Supplement and the Original Grant cover the entire understanding of the parties with respect to the matters set forth herein and supersede all prior discussions and negotiations hereon.

[signature pages follow]

IN WITNESS WHEREOF, the undersigned has executed this Supplement as of the date first written above.

RALEY'S, as a Grantor

By: Ken Mueller
Name: Ken Mueller
Title: CFO

WAREHOUSE CONCEPTS, as a Grantor

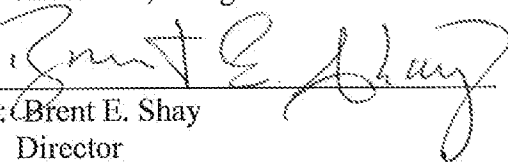
By: Ken Mueller
Name: Ken Mueller
Title: CFO

MARKET 5ONE5, as a Grantor



By: Ken Mueller
Name: Ken Mueller
Title: CFO

Acknowledged and Accepted:

**WELLS FARGO BANK, NATIONAL
ASSOCIATION**, as Agent

By: 
Name: Brent E. Shay
Title: Director

SCHEDULE 1-A

<u>Trademark</u>	<u>Owner</u>	<u>Registration Date</u>	<u>Status</u>	<u>Registration No.</u>
ECART	Raley's	06/06/2017	Active	5217377
BEL AIR	Raley's	01/24/2017	Active	5127851
NOB HILL TRADING CO.	Raley's	01/15/2019	Active	5653546
	Raley's	12/24/02	Active	2666362
	Raley's	01/14/03	Active	2674868
SOMETHING EXTRA	Raley's	08/05/03	Active	2746934
SOMETHING EXTRA (Service Mark)	Raley's	08/20/13	Active	4387270
"RALEY'S ECART"	Raley's	05/17/05	Active	2951042