

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Associated Food Stores, Inc.		12/28/2012	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Associated Food Stores, L.L.C.
<b>Street Address:</b>	1800 Rockaway Avenue
<b>City:</b>	Hewlett
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	11557
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEW YORK

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Serial Number:	77937976	A ASSOCIATED
Serial Number:	77937909	ASSOCIATED SUPERMARKETS
Registration Number:	3953280	COMPARE FOODS
Registration Number:	3693961	STEAM MAGIC
Registration Number:	1335795	SUPER A
Registration Number:	1009921	SUPER A
Registration Number:	1019122	SUPER A
Registration Number:	1019570	SUPER A
Registration Number:	1009991	SUPER A
Registration Number:	1013931	SUPER A
Registration Number:	0976450	SUPER A
Registration Number:	0841367	SUPER A

**CORRESPONDENCE DATA**

Fax Number: 2149813400  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 214-981-3483  
Email: dclark@sidley.com  
Correspondent Name: Dusan Clark, Esq.  
Address Line 1: Sidley Austin LLP  
Address Line 2: 717 N. Harwood St., Suite 3400  
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	36084-38900
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	01/03/2013

Total Attachments: 6  
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TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement ("Agreement") is effective December 28, 2012, ("Effective Date") by and between Associated Food Stores, Inc., a New York corporation ("Assignor") and Associated Food Stores, L.L.C., a New York limited liability company having an address of 1800 Rockaway Avenue, Hewlett, NY 11557 ("Assignee").

WHEREAS, Assignor is the owner of certain trademarks listed on the attached Schedule A (the "Trademarks");

WHEREAS, Assignor desires to assign, and Assignee desires to acquire all right, title and interest in and to the Trademarks, including any and all goodwill of the business associated with the use of, and symbolized by the trademarks, and the parties wish to record such assignment in the respective U.S. Patent and Trademark Office and/or appropriate office.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby transfers to Assignee, its successors, assigns, and legal representatives, all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized thereby; all renewals and extensions of any such application, registration and filing; all licenses for the use of the Trademarks; all rights to sue for past infringement of the Trademarks, and the right of recovery, including but not limited to damages for past infringement; and the right to assign the rights conveyed herein, the same to be held and enjoyed by Assignee for its own use and benefit, and for the benefit of its successors, assigns, and legal representatives.

Assignor will at any time, and from time to time after the Effective Date, upon request of the Assignee, execute, acknowledge, and deliver all such further deeds, assignments, transfers, conveyances, powers of attorney and assurances, and take out all such further action, as may be required to carry out the intent of this Agreement, and to transfer and vest title to any Trademarks being transferred hereunder, and to protect the right, title and interest in and enjoyment of the Asset assigned.

This Assignment may be executed in separate counterparts, each of which is deemed to be an original and all of which taken together constitute one and the same agreement.

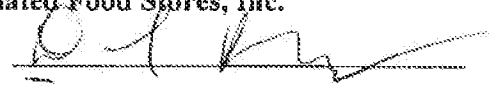
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WITNESS HEREOF the parties here to have duly executed this Agreement as of the Effective Date.

Assignor

Associated Food Stores, Inc.

By:



Its:

Treasurer

Date:

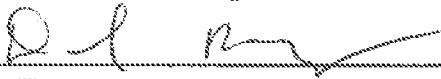
12/27/12

TRADEMARK ASSIGNMENT AGREEMENT

TRADEMARK  
REEL: 004935 FRAME: 0266

Assignee

**Associated Foods Holdings, LLC**


By: 



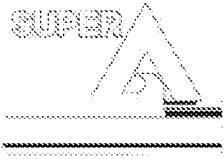


Its: Treasurer

Date: 12/27/12

**EXHIBIT A**

**U.S. Trademarks**

NO.	MARK	CLASSE S	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.
1.	A ASSOCIATED <i>Stylized Letters</i> 	35	77-937,976	02/17/201 0		
2.	ASSOCIATED SUPERMARKETS	35	77-937,909	02/17/201 0		
3.	COMPARE FOODS	35	77-937,875	02/17/201 0	3,953,28 0	05/03/2011
4.	STEAM MAGIC	29	77-594,379	10/16/200 8	3,693,96 1	10/06/2009
5.	SUPER A	31	73-462,632	01/26/198 4	1,335,79 5	05/14/1985
6.	SUPER A <i>Stylized Letters</i> 	16	73-020,122	04/29/197 4	1,009,92 1	05/06/1975
7.	SUPER A <i>and Design</i>	3	73-020,120	04/29/197 4	1,019,12 2	09/02/1975

NO.	MARK	CLASSE S	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.
						
8.	<p>SUPER A <i>Stylized Letters</i></p> 	32	73-016,420	03/20/197 4	1,019,57 0	09/02/1975
9.	<p>SUPER A <i>Stylized Letters</i></p> 	29	73-015,964	03/14/197 4	1,009,99 1	05/06/1975
10.	<p>SUPER A <i>and Design</i></p> 	3	73-015,963	03/14/197 4	1,013,93 1	06/24/1975
11.	<p>SUPER A <i>and Design</i></p> 	29, 30, 32	72-454,991	04/19/197 3	976,450	01/08/1974
12.	SUPER A	42	72-258,880	11/17/196	841,367	12/26/1967

NO.	MARK	CLASSE S	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.
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**State Trademarks**

NO.	MARK	STATE	CLASS ES	REG. NO.	DATE REG.
1.	COMPARE FOODS CALIDAD PRECIO SERVICIO QUALITY PRICE SERVICE <i>and Design</i>  [LOGO NOT AVAILABLE]	NEW YORK	35	S16,065	03/23/1998