

7-27-98

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To the Honorable Commissioner of

100781865

3 attached original documents or copy thereof.

1. Name of conveying party(ies):

BT Commercial Corporation, as Agent

See Exhibit A attached hereto for additional conveying parties

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Certified Grocers of California, Ltd.

Internal Address: Attn: Chief Financial Officer

Street Address: 2601 S. Eastern Ave.

City: Los Angeles State: CA ZIP: 90040

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

Execution Date: 04/14/98

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

0883486

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Sheppard, Mullin, Richter & Hampton
LLP

Internal Address: Attn: J. Cravitz

Street Address: 333 S. Hope St., 48th Floor

City: Los Angeles State: CA ZIP: 90071

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Julie Cravitz
Name of Person Signing

Julie Cravitz
Signature

7-24-98
Date

Total number of pages comprising cover sheet: 8

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

07/31/1998 SSMITH 00000069 08834486
01 FC:581 40.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

EXHIBIT A

TO RECORDATION FORM COVER SHEET TRADEMARKS

The Recordation Form Cover Sheet Trademarks is continued as follows for additional Conveying Parties (Item #1):

Union Bank of California, N.A. (successor to Union Bank), as Agent, a national banking association

First National Bank of Boston, National Association, a national banking association

RELEASE OF SECURITY INTEREST IN REGISTERED
TRADEMARKS AND TRADEMARK APPLICATIONS

WHEREAS, CERTIFIED GROCERS OF CALIFORNIA, LTD., a California corporation (the "Pledgor"), having a mailing address at 2601 South Eastern Avenue, Los Angeles, California 90051, executed a Security Agreement - Trademark Assignment in favor of BT COMMERCIAL CORPORATION, as Agent ("BTCC"), having a mailing address at 300 South Grand Avenue, 41th Floor, Los Angeles, California 90071, dated January 30, 1992, duly recorded on March 11, 1992, at Trademark Reel 0849, Frame 0428 in the United States Patent and Trademark Office, as amended by Amendment to Security Agreement - Trademark Assignment, dated March 17, 1994, duly recorded on March 31, 1994, at Trademark Reel 1129, Frame 0053 in the United States Patent and Trademark Office, and pursuant to which the Pledgor assigned and granted to BTCC a security interest in and to all of Pledgor's right, title and interest in and to certain trademarks, including those trademarks specifically listed on Schedule A attached hereto (the "Marks") and the goodwill associated therewith; and

WHEREAS, BTCC wishes to release, retransfer and reassign to Pledgor, without representation or warranty, all of BTCC's right, title and interest in and to the Marks and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, BTCC hereby releases, retransfers and reassigns to Pledgor, without representation or warranty, all of the BTCC's right, title and interest in and to the Marks and the goodwill associated therewith.

IN WITNESS WHEREOF, BTCC has executed this Release of Security Interest in Registered Trademarks and Trademark Applications as of this 19th day of April, 1998.

BT COMMERCIAL CORPORATION
("BTCC")

By: [Signature]
Title: [Title]

CERGRO.REL

TRADEMARK
REEL: 1762 FRAME: 0377

SCHEDULE A

TO RECORDATION FORM COVER SHEET TRADEMARKS

REGISTERED TRADEMARKS

CERTIFIED GROCERS OF CALIFORNIA, LTD.

<u>Trademark</u>	<u>Application No. or Registration No.</u>	<u>Filing Date or Registration Date</u>
Springfield	883,486	12/30/69

RELEASE OF SECURITY INTEREST IN REGISTERED
TRADEMARKS AND TRADEMARK APPLICATIONS

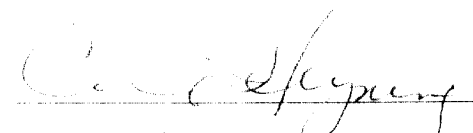
WHEREAS, CERTIFIED GROCERS OF CALIFORNIA, LTD., a California corporation (the "Pledgor"), having a mailing address at 2601 South Eastern Avenue, Los Angeles, California 90040, executed a Security Agreement - Trademark Assignment in favor of BT COMMERCIAL CORPORATION, as Agent ("BTCC") and UNION BANK, as Agent ("Union") dated January 30, 1992, duly recorded on March 11, 1992, at Trademark Reel 0849, Frame 0428 in the United States Patent and Trademark Office, as amended by an Amendment to Security Agreement - Trademark Assignment in favor of BTCC, Union and First National Bank of Boston, National Association, as Agent ("First Union") dated March 17, 1994, duly recorded on March 31, 1994, at Trademark Reel 1129, Frame 0053 in the United States Patent and Trademark Office (BTCC, Union and First Union, collectively, as Agents for the Lenders "Agents"), and pursuant to which the Pledgor assigned and granted to the Agents a security interest in and to all of Pledgor's right, title and interest in and to certain trademarks, including those trademarks specifically listed on Schedule A attached hereto (the "Marks") and the goodwill associated therewith; and

WHEREAS, the Agents wish to release, retransfer and reassign to Pledgor, without representation or warranty, all of the Agents' right, title and interest in and to the Marks and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each Agent hereby releases, retransfers and reassigns to Pledgor, without representation or warranty, all of each Agent's right, title and interest in and to the Marks and the goodwill associated therewith

IN WITNESS WHEREOF, each Agent has executed this Release of Security Interest in Registered Trademarks and Trademark Applications as of this 23rd day of April, 1998.

UNION BANK OF CALIFORNIA, N.A.
(successor to Union Bank)

By: 
Title: vice president

SCHEDULE A

TO RECORDATION FORM COVER SHEET TRADEMARKS

REGISTERED TRADEMARKS

CERTIFIED GROCERS OF CALIFORNIA, LTD.

<u>Trademark</u>	<u>Application No. or Registration No.</u>	<u>Filing Date or Registration Date</u>
Springfield	883,486	12/30/69

RELEASE OF SECURITY INTEREST IN REGISTERED
TRADEMARKS AND TRADEMARK APPLICATIONS

WHEREAS, CERTIFIED GROCERS OF CALIFORNIA, LTD., a California corporation (the "Pledgor"), having a mailing address at 2601 South Eastern Avenue, Los Angeles, California 90040, executed a Security Agreement - Trademark Assignment in favor of BT COMMERCIAL CORPORATION, as Agent ("BTCC") and UNION BANK, as Agent ("Union") dated January 30, 1992, duly recorded on March 11, 1992, at Trademark Reel 0849, Frame 0428 in the United States Patent and Trademark Office, as amended by an Amendment to Security Agreement - Trademark Assignment in favor of BTCC, Union and First National Bank of Boston, National Association, as Agent ("First Union") dated March 17, 1994, duly recorded on March 31, 1994, at Trademark Reel 1129, Frame 0053 in the United States Patent and Trademark Office (BTCC, Union and First Union, collectively, as Agents for the Lenders "Agents"), and pursuant to which the Pledgor assigned and granted to the Agents a security interest in and to all of Pledgor's right, title and interest in and to certain trademarks, including those trademarks specifically listed on Schedule A attached hereto (the "Marks") and the goodwill associated therewith; and

WHEREAS, the Agents wish to release, retransfer and reassign to Pledgor, without representation or warranty, all of the Agents' right, title and interest in and to the Marks and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each Agent hereby releases, retransfers and reassigns to Pledgor, without representation or warranty, all of each Agent's right, title and interest in and to the Marks and the goodwill associated therewith.

IN WITNESS WHEREOF, each Agent has executed this Release of Security Interest in Registered Trademarks and Trademark Applications as of this 17 day of April, 1998.

FIRST NATIONAL BANK OF BOSTON,
NATIONAL ASSOCIATION

By: 

Title: VP

SCHEDULE A

TO RECORDATION FORM COVER SHEET TRADEMARKS

REGISTERED TRADEMARKS

CERTIFIED GROCERS OF CALIFORNIA, LTD.

<u>Trademark</u>	<u>Application No. or Registration No.</u>	<u>Filing Date or Registration Date</u>
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