

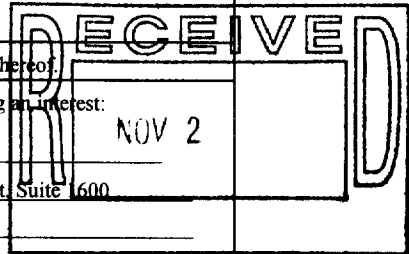
11-05-1998



10/28/98

100871924

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Canadian Imperial Bank of Commerce

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Canadian
 Other

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

2. Name and Address of Party(ies) receiving an interest:

Name: Great Pacific Industries Inc.
Street Address: 1055 West Hastings Street, Suite 1600
Internal Address: Vancouver
City: British Columbia State: Canada Zip: V6E 2H2

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation British Columbia
 Other _____

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest In Trademarks

Effective Date: October 20, 1998

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

A. Trademark Application No.(s): N/A

Additional numbers attached? Yes No

B. Trademark Registration No.(s): 1,330,844 1,329,057

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

Name: Mark H. Webbink, Esq.
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.4): \$ 65.00

Enclosed
 Authorized to be charged to deposit account (Any Deficiency) PA

8. Deposit account number: 13-4365
(Attach duplicate copy of this form 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.

Mark H. Webbink, Esq. [Signature] 10/28/98
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 33

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

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

11/04/1998 SBURNS 00900172 1330844
40.00 OP
25.00 OP

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

TIM KROLL
(Typed or printed name of person signing the certificate)

[Signature]
(Signature of the person signing the certificate)

10/28/98
(Date of Signature)

01 FC:481
02 FC:482

CANADA)
)
PROVINCE OF)
)
BRITISH COLUMBIA)

TO THOSE THAT THIS MAY CONCERN:

I, Irene Simons, a Notary Public in and for the Province of British Columbia, certify and attest that the paper writing hereto annexed is a true and correct copy of the Discharge of Trademarks Security Agreement signed on October 20, 1998, by a signing authority for the Canadian Imperial Bank of Commerce, releasing the trade mark security granted by Great Pacific Industries Inc. by a Trade Mark Security Agreement dated January 2, 1998.

This notarial certificate is signed by me at Vancouver, British Columbia on October 26, 1998.

(seal)



A Notary Public in and for the Province of British Columbia.

IRENE SIMONS
Barrister & Solicitor
2800 Park Place
666 Burrard Street
Vancouver, BC V6C 2Z7

DISCHARGE OF TRADEMARKS SECURITY AGREEMENT

BACKGROUND

A. By a trade mark security agreement dated January 2, 1992 ("Trade Mark Security Agreement") Great Pacific Industries Inc. ("Company") granted in favour of the undersigned a security interest in the trade marks ("Trade Marks") included in the description of Collateral in the Trade Mark Security Agreement and described in the Schedule A "Trademarks" attached to this discharge.

B. The undersigned has agreed to discharge the Trade Mark Security Agreement.

AGREEMENTS

For good and valuable consideration, the receipt and sufficiency of which the undersigned acknowledges, the undersigned:

1. certifies that it has not assigned the Trade Mark Security Agreement and that it is entitled to receive all amounts claimed due under the Trade Mark Security Agreement;
2. acknowledges satisfaction of all amounts payable to the undersigned by the Company and secured by the Trade Mark Security Agreement;
3. releases and discharges absolutely any and all security interest in the collateral created by the Trade Mark Security Agreement; and
4. appoints Davis & Company as its agent to execute on behalf of the undersigned all documents necessary to discharge and release the Trade Mark Security Agreement from the Company's files located in the Trade Marks Office, Ottawa, Ontario which relate to the specifically charged Trade Marks.

TO EVIDENCE THE AGREEMENT between the undersigned and the Company, the undersigned has executed this Discharge on the date appearing below.

CANADIAN IMPERIAL BANK OF
COMMERCE in its capacity as Lender

By:

Authorized Signatory

Date: October 20, 1998

SCHEDULE A
INTELLECTUAL PROPERTY

Canadian Trade-Marks:

Trademark	Registration Number
1ST CHOICE Design	271,641
ABSOLUTE MINIMUM PRICING & Design	347,028
BOOKS GALORE	325,261
B.C.'S VERY OWN FOOD PEOPLE	340,277
JADE LANTERN & Design	380,948
O-SO-GUD	53379
OSOGOOD	259,516
OVERWAITEA	172,385
OVERWAITEA FINEST	268,669
OVERWAITEA FOODS	229,281
SAVE-ON-BOOKS	319,208
SAVE-ON-CASELOTS	354,359
SAVE-ON-FOODS	304,504
SAVE-ON-FOODS Design	321,489
SAVE-ON-FOODS & Design	321,493
SAVE-ON-FOODS VIDEO & Design	371,985
THE BOOK EXPERTS	375,502
Triad Design	272,786
YOUR MARK-IT FOODS	232,165
ALL WEST	216,957
ALLWEST Design (b&w)	216,964

ALLWEST Design (colour)	216,965
ALLWEST SUPERMARKETS	216,958
ALLWEST SUPERMARKETS Design (b&w)	216,969
ALLWEST SUPERMARKETS Design (colour)	216,970

Pending Canadian Trade-Marks:

Trademark	Registration Number
APPEAL	
BACK TO COOL	
BE PART OF THE SOLUTION	
CHILDREN & Design	
HELP MOM	
HELP US, HELP MOM	
LONGFELLOW	
PREMIUM VALUE BULK EGGS & Design	
SANTA'S LITTLE HELPER	
SANTA'S LITTLE HELPER & Design	
SAVE-ON-OPTICAL	
THE BLUE SKY, MY-OH-MY SUNSHINE CATALOGUE	
THE RECYCLASAURUS	
WORMSWORTH	
WORMSWORTH FOR LITERACY Design	
WORMSWORTH THINKING CAP	
ZIPPIDY-DOO-DA	

United States Trade-Marks:

Trademark	Registration Number
OVERWAITEA	1330844
OVERWAITEA FOODS	1329057

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SCHEDULE "A"
 ASSOCIATED GROCERS LIMITED
 SCHEDULE OF TRADE MARKS IN CANADA

November 25, 1991
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TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USER(S)	WARES/SERVICES
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Registered Trade Marks

AG & Design (Black & White)	603,213 March 18, 1988	358,001 June 30, 1989	June 30, 2004	none	operation of a wholesale grocery distribution business; consulting services for the retail grocery business; distribution of store equipment to retail grocery store operators; provision of accounting services for retail grocery stores; provision of advertising services for retail grocery stores and grocery suppliers; the operation of retail grocery businesses
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AG & Design (white & blue)	603,214 March 18, 1988	358,002 June 30, 1989	June 30, 2004	none	operation of a wholesale grocery distribution business; consulting services for the retail grocery business; distribution of store equipment to retail grocery store operators; provision of accounting services for retail grocery stores; provision of advertising services for retail grocery stores and grocery suppliers; the operation of retail grocery businesses
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ASSOCIATED GROCERS LIMITED
 SCHEDULE OF TRADE MARKS IN CANADA



November 25, 1991
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TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USER(S)	WARES/SERVICES
AG ASSOCIATED GROCERS	603,208 March 18, 1988	358,089 July 7, 1989	July 7, 2004	none	operation of a wholesale grocery distribution business; consulting services for the retail grocery business; distribution of store equipment to retail grocery store operators; provision of accounting services for retail grocery stores; provision of advertising services for retail grocery stores and grocery suppliers; the operation of retail grocery businesses
AG ASSOCIATED GROCERS & Dea. #1 (black & white)	603,210 March 18, 1988	358,048 June 30, 1989	June 30, 2004	none	operation of a wholesale grocery distribution business; consulting services for the retail grocery business; distribution of store equipment to retail grocery store operators; provision of accounting services for retail grocery stores; provision of advertising services for retail grocery stores and grocery suppliers; the operation of retail grocery businesses



ASSOCIATED GROCERS LIMITED
 SCHEDULE OF TRADE MARKS IN CANADA

November 25, 1991
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TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USER(S)	WARES/SERVICES
AC ASSOCIATED GROCERS & Des. #2 (black & white)	603,209 March 18, 1988	358,047 June 30, 1989	June 30, 2004	none	operation of a wholesale grocery distribution business; consulting services for the retail grocery business; distribution of store equipment to retail grocery store operators; provision of accounting services for retail grocery stores; provision of advertising services for retail grocery stores and grocery suppliers; the operation of retail grocery businesses
 Associated Grocers					
AC ASSOCIATED GROCERS & Design (white & blue)	603,211 March 18, 1988	366,783 March 16, 1990	March 16, 2005	none	operation of a wholesale grocery distribution business; consulting services for the retail grocery business; distribution of store equipment to retail grocery store operators; provision of accounting services for retail grocery stores; provision of advertising services for retail grocery stores and grocery suppliers; the operation of retail grocery businesses
 Associated Grocers					

TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USERS(S)	WARES/SERVICES
AG ASSOCIATED GROCERS & Design (white, blue & black)	603,212 March 18, 1988	358,090 July 7, 1989	July 7, 2004	none	operation of a wholesale grocery distribution business; consulting services for the retail grocery business; distribution of store equipment to retail grocery store operators; provision of accounting services for retail grocery stores; provision of advertising services for retail grocery stores and grocery suppliers; the operation of retail grocery businesses
 Associated Grocers					
AG ASSOCIATED GROCERS LIMITED & Design	449,039 Jan. 22, 1980	268,250 April 16, 1982	April 16, 1997	none	operation of a wholesale grocery distribution business; consulting services for the retail grocery business; distribution of store equipment to retail grocery store operators; provision of accounting services for retail grocery stores; provision of advertising services for retail grocery stores and grocery suppliers

A. ~~ASSOCIATED GROCERS LIMITED~~

ASSOCIATED GROCERS LIMITED
 SCHEDULE OF TRADE MARKS IN CANADA



November 25, 1991
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TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USERS(S)	WARES/SERVICES
AG FOODS & Design #1 (black & white)	589,345 Aug. 7, 1987	354,375 April 7, 1989	April 7, 2004	Inland Acceptance Corporation Ltd. (expires May 25, 1993)	operation of grocery stores
AG FOODS & Design #1 (colour)	589,354 Aug. 7, 1987	358,078 July 7, 1989	July 7, 2004	Inland Acceptance Corporation Ltd. (expires May 25, 1993)	operation of grocery stores
AG FOODS & Design #2 (black & white)	589,344 Aug. 7, 1987	354,429 April 7, 1989	April 7, 2004	Inland Acceptance Corporation Ltd. (expires May 25, 1993)	operation of grocery stores
AG FOODS & Design #2 (colour)	589,353 Aug. 7, 1987	358,077 July 7, 1989	July 7, 2004	Inland Acceptance Corporation Ltd. (expires May 25, 1993)	operation of grocery stores



ASSOCIATED GROCERS LIMITED
 SCHEDULE OF TRADE MARKS IN CANADA

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TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USERS(S)	WARES/SERVICES
ALBERTA GOLD	412,020 June 15, 1977	237,078 Nov. 9, 1979	Nov. 9, 1994	Alberta Wholesale Grocers Ltd.	bread, cookies, flour, margarine, eggs, ice cream, frozen vegetables, frozen French-fried potatoes
 ALBERTA GOLD Design	412,021 June 15, 1977	237,079 Nov. 9, 1979	Nov. 9, 1994	Alberta Wholesale Grocers Ltd.	bread, cookies, flour, margarine, eggs, ice cream, frozen vegetables, frozen French-fried potatoes
 ALBERTA GOLD Design	308,471 Oct. 20, 1967	161,831 March 28, 1969	March 28, 1999	none	ice cream; flour
ALLWEST	390,096 Sept. 26, 1975	216,957 Nov. 5, 1976	Nov. 5, 2006	cancelled	the operation of retail grocery stores, including in house bakery services, the operation of snack bars; and the services of operating a wholesale meat establishment

TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USER(S)	WARE/SERVICES
ALLWEST Design (black & white)	390,498 Oct. 9, 1975	216,964 Nov. 5, 1976	Nov. 5, 2006	cancelled	the operation of retail grocery stores, including in house bakery services, the operation of snack bars; and the services of operating a wholesale meat establishment
ALLWEST					
ALLWEST Design (colour)	390,499 Oct. 9, 1975	216,965 Nov. 5, 1976	Nov. 5, 2006	cancelled	the operation of retail grocery stores, including in house bakery services, the operation of snack bars; and the services of operating a wholesale meat establishment
ALLWEST					
ALLWEST SUPERMARKET	390,334 Oct. 6, 1975	216,958 Nov. 5, 1976	Nov. 5, 2006	cancelled	the operation of retail grocery stores, including in house bakery services, the operation of snack bars; and the services of operating a wholesale meat establishment
ALLWEST					
ALLWEST SUPERMARKETS & Des. (black & white)	390,496 Oct. 9, 1975	216,969 Nov. 5, 1976	Nov. 5, 2006	cancelled	the operation of retail grocery stores, including in house bakery services, the operation of snack bars; and the services of operating a wholesale meat establishment

ALLWEST
SUPERMARKETS

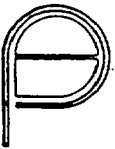
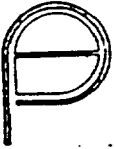
ASSOCIATED GROCERS LIMITED
 SCHEDULE OF TRADE MARKS IN CANADA

November 25, 1991
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TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USERS(S)	WARES/SERVICES
ALLWEST SUPERMARKETS & Design (colour) 	390,497 Oct. 9, 1975	216,970 Nov. 5, 1976	Nov. 5, 2006	cancelled	the operation of retail grocery stores, including in house bakery services, the operation of snack bars; and the services of operating a wholesale meat establishment
ASSOCIATED GROCERS & Design 	449,041 Jan. 22, 1980	267,008 March 5, 1982	March 5, 1997	none	operation of a wholesale grocery distribution business; consulting services for the retail grocery business; distribution of store equipment to retail grocery store operators; provision of accounting services for retail grocery stores; provision of advertising services for retail grocery stores and grocery suppliers
ASSOCIATED GROCERS & Design 	156,137 March 30, 1932	252/54252 May 6, 1932	May 6, 2002	none	the sale of vegetables, fruit, provisions, food stuffs and groceries of every description except alimentary pastes

ASSOCIATED GROCERS LIMITED
 SCHEDULE OF TRADE MARKS IN CANADA

November 25, 1991
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TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USER(S)	WARES/SERVICES
 C Design (black & white)	390,642 Oct. 15, 1975	219,919 April 7, 1977	April 7, 1992	cancelled	computer processing and data processing services including the services of consulting in relation to such services; systems investigation, analysis, design and implementation; management consulting; package computer systems and programs; customer computer services and programs; computer block time; data processing staff research, selection and training; keypunching and verification services; programming services; training of client personnel including providing facilities for modern educational training session and management seminars; computer time sharing services
 C Design (colour)	390,643 Oct. 15, 1975	219,920 April 7, 1977	April 7, 1992	cancelled	computer processing and data processing services including the services of consulting in relation to such services; systems investigation, analysis, design and implementation; management consulting; package computer systems and programs; customer computer services and programs; computer block time; data processing staff

TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USERS(S)	WARES/SERVICES
(cont'd)					
CANALTA	382,850 Feb. 11, 1975	214,034 May 28, 1976	May 28, 2006	Canalta Data Services Ltd.	<p>research, selection and training; keypunching and verification services; programming services; training of client personnel including providing facilities for modern educational training session and management seminars; computer time sharing services</p> <p>computer processing and data processing services including the services of consulting in relation to such services; systems investigation, analysis, design and implementation; management consulting; package computer systems and programs; customer computer services and programs; computer block time; data processing staff research, selection and training; keypunching and verification services; programming services; training of client personnel including providing facilities for modern educational training session and management seminars; computer time sharing services</p>

ASSOCIATED GROCERS LIMITED
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TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USER(S)	WARS/SERVICES
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C & CANALTA DATA SERVICES & Design (black & white)	390,644 Oct. 15, 1975	219,918 April 7, 1977	April 7, 1992	cancelled	computer processing and data processing services including the services of consulting in relation to such services; systems investigation, analysis, design and implementation; management consulting; package computer systems and programs; customer computer services and programs; computer block time; data processing staff research, selection and training; keypunching and verification services; programming services; training of client personnel including providing facilities for modern educational training session and management seminars; computer time sharing services
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computer services

C & CANALTA DATA SERVICES & Design (colour)	390,645 Oct. 15, 1975	219,921 April 7, 1977	April 7, 1992	cancelled	computer processing and data processing services including the services of consulting in relation to such services; systems investigation, analysis, design and implementation; management consulting; package computer systems and programs; customer computer services and programs; computer block time;
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computer services

TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USERS (S)	WARES/SERVICES
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(cont'd)

data processing staff
 research, selection and
 training; keypunching and
 verification services;
 programming services; training
 of client personnel including
 providing facilities for
 modern educational training
 session and management
 seminars; computer time
 sharing services



CHEF'S PANTRY
 & Design

286,547
 Dec. 30, 1964

142,229
 Oct. 8, 1965

Oct. 8, 1995

none

frozen fruits and vegetables,
 pie fillings, syrups,
 essences, relishes, jellies,
 dessert powders and toppings

Family Design
 (Man, Women,
 Children)

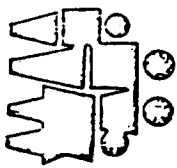
450,858
 March 5, 1980

252,117
 Nov. 4, 1980

Nov. 4, 1995




none

operation of retail grocery
 stores, including in house
 bakery services, the operation
 of snack bars; and the
 services of operating a
 wholesale meat establishment





ASSOCIATED GROCERS LIMITED
SCHEDULE OF TRADE MARKS IN CANADA

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TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USER(S)	WARES/SERVICES
 MR. SUPREMO & Design	603,215 March 18, 1988	366,784 March 16, 1990	March 16, 2005	none	CO2 atmosphere packaged foods ...
PLUS FOODS	569,475 Sept. 18, 1986	339,493 April 22, 1988	April 22, 2003	none	operation of convenience stores
 PLUS FOODS & Des. (black & white)	584,440 May 20, 1987	363,675 Nov. 17, 1989	Nov. 17, 2004	none	operation of convenience stores
 PLUS FOODS & Des. (colour)	584,439 May 20, 1987	368,746 May 18, 1990	May 18, 2005	none	operation of convenience stores
Q.U.F. COMPUTERS SYSTEMS	547,780 Aug. 16, 1985	324,458 March 6, 1987	March 6, 2002	none	services of listing on behalf of prospective vendors and purchasers computer products for sale or wanted in a monthly bulletin; brokerage services in connection with computer products

ASSOCIATED GROCERS LIMITED
 SCHEDULE OF TRADE MARKS IN CANADA

November 25, 1991
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TRADE MARK	S.N./F.D.	R.N./R.D.	RENEWAL	REGISTERED USERS(S)	WARES/SERVICES
	390,494 Oct. 9, 1975	222,188 July 29, 1977	July 29, 1992	cancelled	operation of retail grocery stores, including in house bakery services, the operation of snack bars; and the services of operating a wholesale meat establishment
	390,495 Oct. 9, 1975	222,189 July 29, 1977	July 29, 1992	cancelled	operation of retail grocery stores, including in house bakery services, the operation of snack bars; and the services of operating a wholesale meat establishment
SWIFTY'S	470,956 June 4, 1981	274,317 Nov. 26, 1982	Nov. 26, 1997	Ronald & Sandra Harder operating as Big Lake General Store (expires March 18/93) 380490 Alberta Ltd. (expires July 25/93)	operation of retail convenience stores
SWIFTY'S Design #1	470,957 June 4, 1981	274,318 Nov. 26, 1982	Nov. 26, 1997	none	operation of retail convenience stores



ASSOCIATED GROCERS LIMITED
 SCHEDULE OF TRADE MARKS IN CANADA

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TRADE MARK	S.N./P.D.	R.N./R.D.	RENEWAL	REGISTERED USERS(S)	WARES/SERVICES
SWIFTY'S Design #2 (black & white)	584,442 May 20, 1987	366,692 March 16, 1990	March 16, 2005	Ronald & Sandra Harder operating as Big Lake General Store (expires March 18/93) 380490 Alberta Ltd. (expires July 25/93)	operation of retail convenience stores
Swiftys					
SWIFTY'S Design #2 (colour)	584,441 May 20, 1987	361,482 Oct. 27, 1989	Oct. 27, 2004	Ronald & Sandra Harder operating as Big Lake General Store (expires March 18/93) 380490 Alberta Ltd. (expires July 25/93)	operation of retail convenience stores
Swiftys					
THRIFT WAY FOOD STORES Design	286,389 Dec. 18, 1964	155,472 Feb. 9, 1968	Feb. 9, 1998	Craig's Store (Olds) Ltd. Ranch Discount Foods Ltd.	the services connected with the operation of wholesale and retail general grocery stores
THRIFTWAY FOOD <i>Stores</i>					
WHERE YOU AND YOUR FAMILY COME FIRST	450,857 March 5, 1980	249,474 Aug. 15, 1980	Aug. 15, 1995	none	operation of retail grocery stores, including in house bakery services, the operation of snack bars; and the services of operating a wholesale meat establishment