Form **PTO-1594**



(Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002, 10201129	99 Y / U.S. Patent and Trademark Office		
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.			
1. Name of conveying party(ies): Smart & Final Inc. 3-14-02	2. Name and address of receiving party(ies) Name: BNP Paribas Internal Address:		
☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☐ Corporation-State ☐ Other	725 Figueroa Street, Suite 2090 Street Address: City: Los Angeles State: CA Zip: 90017 Individual(s) citizenship Association		
Additional name(s) of conveying party(ies) attached? 🍱 Yes 🖵 No	General Partnership		
3. Nature of conveyance: Assignment Security Agreement Other Execution Date: November 30, 2001	Corporation-State Other French Bank If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment Additional name(s) & address(es) attached? Yes No		
4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78046958 Additional number(s) attempts Additional number(s) attempts Additional number(s)	B. Trademark Registration No.(s) 1260297 Sached Yes No		
Name and address of party to whom correspondence concerning document should be mailed: Name: Elaine D. Ziff, Esq.	6. Total number of applications and registrations involved:		
Internal Address: Skadden, Arps, Slate,	7. Total fee (37 CFR 3.41)\$ 80.00		
Meagher & Flom LLP	Enclosed Authorized to be charged to deposit account		
Street Address:Four Times Square	8. Deposit account number: 19-2385 [Our Ref: 071610/91]		
10036 City: New York State: NY Zip: 6522	(Attach duplicate copy of this page if paying by deposit account)		
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TON11 00000202 192385 78046958 documents to be recorded with	required cover sheet information to:		

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(Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office		
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To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.	
Name of conveying party(ies):	Name and address of receiving party(ies) Name:	
American Foodservice Distributors	Internal Address:	
☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☐ Corporation-State ☐ Other	Street Address:	
Additional name(s) of conveying party(ies) attached? Yes No	General Partnership	
3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date:	Limited Partnership Corporation-State If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No	
4. Application number(s) or registration number(s): A. Trademark Application No.(s) Additional number(s) attemptions Additional number(s)	B. Trademark Registration No.(s) ached □ Yes □ No	
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:	
Name:	7. Total fee (37 CFR 3.41)\$ Enclosed Authorized to be charged to deposit account	
Street Address:	8. Deposit account number:	
City: State: Zip:	(Attach duplicate copy of this page if paying by deposit account)	
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To the Honorable Commissioner of Patents and Trademarks: F		
Name of conveying party(ies):	Name and address of receiving party(ies)	
Smart & Final Stores Corporation	Name: Internal Address:	
Individual(s) Association		
General Partnership Limited Partnership	Street Address:	
Corporation-State	City:State:Zip:	
Other	Individual(s) citizenship	
Additional name(s) of conveying party(ies) attached? 降 Yes 🖵 No	Association	
3. Nature of conveyance:	General Partnership	
Assignment Merger	Limited Partnership	
Security Agreement Change of Name	Corporation-State	
Other	Other If assignee is not domiciled in the United States, a domestic	
Execution Date:	representative designation is attached: 🏪 Yes 💂 No (Designations must be a separate document from assignment)	
	Additional name(s) & address(es) attached? 🕌 Yes 🕌 No	
Application number(s) or registration number(s):		
A. Trademark Application No.(s)	B. Trademark Registration No.(s)	
Additional number(s) att 5. Name and address of party to whom correspondence	ached Yes No	
concerning document should be mailed:	6. Total number of applications and registrations involved:	
Name:		
Internal Address	7. Total fee (37 CFR 3.41)\$	
Internal Address:	☐ Enclosed	
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	Authorized to be charged to deposit account	
Street Address:	8. Deposit account number:	
City: State: Zip:	(Attach duplicate copy of this page if paying by deposit account)	
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To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.	
Name of conveying party(ies):	2. Name and address of receiving party(ies)	
	Name:	
Smart & Final Oregon, Inc.	Internal Address:	
Individual(s) Association		
General Partnership Limited Partnership	Street Address:	
Corporation-State	City:State:Zip:	
Other	Individual(s) citizenship	
	Association	
Additional name(s) of conveying party(ies) attached? 🍒 Yes 🖵 No	General Partnership	
3. Nature of conveyance:	Limited Partnership	
Assignment	Corporation-State	
Security Agreement	Other	
☐ Other	If assignee is not domiciled in the United States, a domestic representative designation is attached: 📮 Yes 📮 No	
Execution Date:	(Designations must be a separate document from assignment) Additional name(s) & address(es) attached?	
4. Application number(s) or registration number(s):		
A. Trademark Application No.(s)	B. Trademark Registration No.(s)	
Additional number(s) att 5. Name and address of party to whom correspondence	ached 🖫 Yes 🖫 No 6. Total number of applications and	
concerning document should be mailed:	registrations involved:	
Name:		
Internal Address:	7. Total fee (37 CFR 3.41)\$	
	☐ Enclosed	
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Street Address:	8. Deposit account number:	
City: State: Zip:	(Attach duplicate copy of this page if paying by deposit account)	
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To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.	
Name of conveying party(ies):	Name and address of receiving party(ies)	
Port Stockton Food Distributors, Inc. Individual(s) General Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Assignment Merger	Name:	
Security Agreement Change of Name Other Execution Date:	Other	
 4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) Additional number(s) attached ☐ Yes ☐ No 		
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:	
Name:	7. Total fee (37 CFR 3.41)\$ Enclosed Authorized to be charged to deposit account	
Street Address:	8. Deposit account number:	
City: State: Zip:	(Attach duplicate copy of this page if paying by deposit account)	
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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.		
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Name of conveying party(ies):		2. Name and address of	
Henry Lee Company	Henry Lee Company		
Individual(s)	Association		
General Partnership Corporation-State	Limited Partnership		
Other			,
<u> </u>		1	ship
Additional name(s) of conveying party(ies)	attached? 🍒 Yes 🖵 N	Λ	P
3. Nature of conveyance:		·)
Assignment	☐ Merger		
Security Agreement	Change of Name		
Other		If assignee is not domiciled	in the United States, a domestic s attached: 📮 Yes 🖵 No
Execution Date:		(Designations must be a seg	parate document from assignment) ss(es) attached?
4. Application number(s) or registration	number(s):		
A. Trademark Application No.(s)		B. Trademark Registr	ration No.(s)
	Additional number(s)	ा attached 📮 Yes 📮 No	0
5. Name and address of party to whom concerning document should be mailed		Total number of applie registrations involved:	cations and
Name:			
Internal Address:		7. Total fee (37 CFR 3.4	1)
		Enclosed	
		Authorized to be	e charged to deposit account
Street Address:		Deposit account numb	ber:
City: State:	Zip:	(Au-1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1	44
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Name of conveying party(ies):	Name and address of receiving party(ies) Name:
Casino Frozen Foods, Inc. Individual(s) General Partnership Corporation-State Other	Internal Address: Street Address: City: Individual(s) citizenship Association
Additional name(s) of conveying party(ies) attached? Wayes I No	General Partnership
3. Nature of conveyance: Assignment Merger Security Agreement Other Execution Date:	Limited Partnership Corporation-State 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?
Application number(s) or registration number(s): A. Trademark Application No.(s)	B. Trademark Registration No.(s)
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and
	registrations involved:
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Additional name(s) & address(es) attached? Yes No Execution Date:_____ 4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) Additional number(s) attached Yes No 5. Name and address of party to whom correspondence 6. Total number of applications and concerning document should be mailed: registrations involved: 7. Total fee (37 CFR 3.41).....\$____ Internal Address:_____ Enclosed Authorized to be charged to deposit account 8. Deposit account number: Street Address:_____

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To the Honorable Commissioner of P	atents and Trademarks: F	Please record the at	ttached original docume	nts or copy thereof.
1. Name of conveying party(ies):			ddress of receiving pa	• , ,
	Association Limited Partnership	Internal Address: Street Addres	ss:	Zip:
Other				
Additional name(s) of conveying party(ies) a	attached? 🍒 Yes 🖵 No			
3. Nature of conveyance:				
Assignment [Merger			
Security Agreement [Other Execution Date:		Other If assignee is not representative de (Designations mu	domiciled in the United Statesignation is attached:	tes, a domestic Yes □ No fr <u>om</u> assignm <u>e</u> nt)
		Additional name(s	s) & address(es) attached?	Yes No
Application number(s) or registration r A. Trademark Application No.(s)	number(s): Additional number(s) att	_	k Registration No.(s)	
5. Name and address of party to whom concerning document should be mailed:	correspondence	6. Total number	of applications and nvolved:	
Name:Internal Address:		☐ Enclose	CFR 3.41)ed	
Street Address:		8. Deposit accou	unt number:	
City: State:	Zip:		e copy of this page if pay	ring by deposit account)
9. Statement and signature. To the best of my knowledge and belie copy of the original document.			correct and any attach	ned copy is a true
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Name of conveying party(ies):	2. Name and address of receiving party(ies)	
Okun Produce International, Inc. Individual(s) General Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Additional name(s) of conveying party(ies) attached? Assignment Security Agreement Other Execution Date:	General Partnership Limited Partnership Corporation-State 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)	
Execution Date:	Additional name(s) & address(es) attached? Yes No	
4. Application number(s) or registration number(s): A. Trademark Application No.(s) Additional number(s) a	B. Trademark Registration No.(s)	
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:	
Name:	7. Total fee (37 CFR 3.41)\$	
Internal Address:	☐ Enclosed ☐ Authorized to be charged to deposit account	
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H.L. Holding Corporation Individual(s) General Partnership Corporation-State Other	Name:Internal Address: Street Address: City:State:Zip: Individual(s) citizenship		
Additional name(s) of conveying party(ies) attached? 🎴 Yes 🍱 No	Association		
3. Nature of conveyance:	Limited Partnership		
Assignment	Corporation-State		
Security Agreement	Other		
☐ Other	If assignee is not domiciled in the United States, a domestic representative designation is attached: Ves No		
Execution Date:	(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No		
 4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) Additional number(s) attached ☐ Yes ☐ No 			
Name and address of party to whom correspondence concerning document should be mailed: Name:	6. Total number of applications and registrations involved:		
Internal Address:	7. Total fee (37 CFR 3.41)\$ Enclosed Authorized to be charged to deposit account		
Street Address:	8. Deposit account number:		
City: State: Zip:	(Attach duplicate copy of this page if paying by deposit account)		
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To the Honorable Commissioner of Patents and T	edemarks: Please record the ettached original documents or copy them	eof.
Name of conveying party(ies): Smart & Final Inc.	Name and address of receiving party(ies) Name: BNP Paribas Internal	
Individual(s)	Address:	
General Partnership Limited Pa Corporation-State Other	City: Los Angeles State: CA Zip:	90017
Additional name(s) of conveying party(les) attached?		
3, Nature of conveyance:	Limited Partnership	
Assignment	Corporation-State	
Security Agreement	If assignce is not domicilled in the United States, a domestic representative designation is attached:	
	Additional name(s) & address(as) attached? • Yes	NO
5. Name and address of party to whom correspond	1959 2327520 2070012 2069692 1260298 2128362 Imber(s) attached Yes L No	
concerning document should be mailed: Name: Elaine D. Ziff		
internal Address: Skadden, Arps, Slate	7. Total fee (37 CFR 3.41)\$ 1615	5.00
Meagher & Flom LLP	Enclosed Authorized to be charged to deposit account	rnt .
Street Address: Four Times Square	8. Deposit account number: 19-2385 [Our Ref: 071610/91]	4-44
City: New York State: NY Zip:		eccount)
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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.		
Elaine D. Ziff Variation Signature Date		
Name of Person Signing Signature Signature Total number of pages including sover sheet, edectments, and document		

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To the Honorable Commissioner of Patents and Trademarks:	Please record the attached original documents or copy thereof.	
1. Name of conveying party(ies): American Foodservice Distributors Individual(s) Association Corporation-State Other Additional name(s) of conveying party(ies) attached? Assignment Assignment Merger Security Agreement Change of Name	2. Name and address of receiving party(les) Name:	
☐ Other	If assignce is not demictled in the United States, a demostic	
Execution Date:	representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No	
4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75046958 78046955 78046954 76314099 76314098 76217999 76164822 76141669 76141668 78023061 Additional number(s) attached 8. Trademark Registration No.(s) 2130002 2038746 2045799 1982658 1927296 1840778 1811195 1811196 1797358 1809395 1596691 1393707 Additional number(s) attached Yes No		
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:	
Name:	7. Total fee (37 CFR 3.41)\$ Enclosed Authorized to be charged to deposit account	
Street Address:	8. Deposit account number:	
City: State: Zip:	(Attach duplicate copy of this page if paying by deposit account)	
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. Elaine D. Ziff		
Name of Person Signing St Table number of pages including com	gnature Date	

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To the Honorable Commissioner of Patenta and Trademarks:	Please record the attached original documents or copy thereof.
1. Name of conveying party(ies): Smart & Final Stores Corporation Individual(s)	2. Name and address of receiving party(iss) Name: Internal Address: Street Address: City: State: Zip: Individual(s) ditizenship Association General Partnership Limited Partnership Corporation-State Corporation-State If assignes is not domicited in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(e) attached? Yes No
 Application number(s) or registration number(s): A. Trademark Application No.(s) 76164959 78046957 Additional number(s) at 	B. Trademark Registration No.(s) 1348349 1260297 1260298 1232379 0949445 0553059 1138499 1797359 2134349 2030297 2092832 1626437 tached
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Internal Address:	7. Total fee (37 CFR 3.41)\$ Enclosed Authorized to be charged to deposit account
Street Address:	8. Deposit account number:
City: State: Zip:	(Attach duplicate copy of this page if paying by deposit account) THIS SPACE
9. Statement and signature. To the best of my knowledge and belief, the foregoing information copy of the original document. Output Description:	
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1. Name of conveying party(ies): Smart & Final Oregon, Inc. Individual(s) Association Car General Partnership	2. Name and address of receiving party(ies) Name: Internal Address: Street Address:
Corporation-State Other	Association
Additional name(s) of conveying party(ies) attached? Wayes L. N	General Partnership
3. Nature of conveyance: Assignment	If assignes is not domiciled in the United States, a domestic representative designation is attached: Let Yes Let No (Designations must be a separate document from easignment)
	Additional name(s) & address(es) attached? 🖳 Yes 🖳 No
4. Application number(s) or registration number(s): A. Trademark Application No.(s) Additional number(s) 4	B. Trademark Registration No.(s) 2046604 2490964 Mitached Ly Yes La No
Name and address of party to whom correspondence concerning document should be mailed:	Total number of applications and registrations involved:
Internal Address:	7, Total fee (37 CFR 3.41)
Street Address:	8. Deposit account number.
City: State: Zip:	(Attach duplicate copy of this page if paying by deposit account)
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To the Honorable Commissioner of	Patents and Trademarks:	Please record the attached or	riginal documents or copy thereof.
1. Name of conveying party(les): Port Stockton Food Distrib Individual(s) General Partnership Corporation-State Other	utors, Inc. Association Limited Partnership	2. Name and address of Name: Internal Address: Street Address: City: Individual(a) citizen	<u> </u>
Additional name(s) of conveying party(ies)	attached? Wes Wes Wo	General Partnershi	p
3. Nature of conveyance: Assignment Security Agreement Other Execution Date:		Corporation-State Other If assigned is not domiciled representative designation in (Designations must be a seg-	in the United States, a domestic a stached: Yes No serate document from #stachment) s(es) attached? Yes No
Application number(s) or registration A. Trademark Application No.(s)	••	B. Trademark Registr	
5. Name and address of party to whom concerning document should be mailed	l:	Total number of applications involved:	bations and
Internal Address:		Enclosed	1)\$e charged to deposit account
Street Address:		8. Deposit account numb	per:
City:State:	Zip:	,	this page if paying by deposit soccurit)
Statement and signature. To the best of my knowledge and becopy of the original document.	DO NOT USE		nd any attached copy is a true
Name of Person Signing		gnature or sheet, stackments, and document:	Date

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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To the Honorable Commissioner of Patents and Trademarks:	Please record the attached original documents or copy thereof.
To the Honorable Commissioner of Patents and Trademarks: H 1. Name of conveying party(les): Henry Lee Company Individual(s) General Partnership Corporation-State Other Additional name(s) of conveying party(les) attached? Yes \ No 3. Nature of conveyance:	2. Name and address of receiving party(les) Name: Internal Address: Street Address: City:State:Zip: Individual(s) citizenship Association General Partnership Limited Partnership
Assignment	Corporation-State
Security Agreement Change of Name Change of Name Execution Date:	Offinar If assigned in not domiciled in the United States, a domestic representative dosignation is attached: Yes No (Designations must be a soperate document from assignment) Additional name(s) & address(es) attached? Yes No
4. Application number(s) or registration number(s): A. Trademark Application No.(s) Additional number(s) att	B. Trademark Registration No.(s) ached □ Yes □ No
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name:	7. Total fee (37 CFR 3.41)\$\$ Enclosed Authorized to be charged to deposit account
Street Address:	8. Deposit account number:
City: State: Zip: DO NOT USE	(Attach duplicate copy of this page if paying by deposit account)
Statement and signature. To the best of my knowledge and belief, the foregoing inform copy of the original document.	
stantist At a manus - Same	gnature Date or short, strachments, and documents

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copy of the original document.

Name of Person Signing

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NO.477 P008

Form PTO-1594 RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office (Rev. 03/01) TRADEMARKS ONLY QMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇔⇔⇔ ▼ To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. Name and address of receiving party(les) Name of conveying party(ies): Name:_ Casino Frozen Foods, Inc. internal Address: Association individual(s) Street Address:__ General Partnership Limited Partnership State: Corporation-State ☐ Other_ individual(s) citizenship___ Association_ Additional name(s) of conveying party(ies) attached? Ke Yes 🕶 No General Partnership_ 3. Nature of conveyance: Limited Partnership _ Merger 🗎 Assignment Corporation-State_ Security Agreement Change of Name ☐ Other_ If assignee is not domicited in the United States, a domestic Other_ representative designation is ettached: Ver No (Designations must be a separate document from assignment)
Additional name(s) & address(ea) attached? Ver No No Execution Date: Application number(s) or registration number(s): B. Trademark Registration No.(s) A. Trademark Application No.(s) Additional number(s) attached 📮 Yes 📮 No 5. Name and address of party to whom correspondence 6. Total number of applications and registrations involved: concerning document should be mailed: Name: 7. Total fee (37 CFR 3.41).....\$_ Internal Address:_ ☐ Enclosed Authorized to be charged to deposit account 8. Deposit account number: Street Address: State: Zip:_ (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

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

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

Commissioner of Patent & Trademarks, Box Assignments

Weshington, D.C. 20231

Signature

Date

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Form PTO-1594 (Rev. 03/01) OMB No. 0851-0027 (exp. 5/31/2002)	RECORDATION FO	RM COVER SHEET	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
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To the Honorable Commissioner of F	etents and Trademarks:	Please record the attached or	iginal documents or copy thereof.
Name of conveying party(ies):		ř	receiving party(les)
Amerifoods Trading Compa Individual(s) General Partnership Corporation-State Other	Association Limited Partnership	Street Address:	State: Zip:
Additional name(s) of conveying party(ies) a	attached? 🛂 Yes 📮 No	l <u>—</u>	0
3. Nature of conveyance:		Limited Partnership	
Assignment	Merger	_	
Security Agreement Other	Change of Name	reprosentative designation is	n the United States, a domestic stateched:
Execution Date:	-	(Designations must be a sep	arate document from assignment) s(ps) attached?
A. Trademark Application No.(s)		B. Trademark Registro ached ☐ Yes ☐ No)
Name and address of party to whom concerning document should be mailed: Name:	·	6. Total number of applic registrations (nvolved:	ations and
Internal Address:		☐ Enclosed	charged to deposit account
Street Address:		8. Deposit account numb	er:
City:State:	Zjp:		nis page if paying by deposit account)
Statement and algneture. To the best of my knowledge and belie copy of the original document.	DO NOT USE		ed any attached copy is a true
Name of Person Signing	•	prature sheet, attechments, and documents	Date

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademerks, Box Assignments Washington, D.C. 20231

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Form PTO-1594 RECORDATION FO. (Rev. 03/01) TRADEMA	
QMB No. 0551-0027 (exp. 5/31/2002)	
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	Please record the attached original documents or copy thereof.
1. Name of conveying party(ies):	2. Name and address of receiving party(les)
Foodservice Specialists.com	Name:
☐ Individual(s) ☐ Association	Address:
General Partnership Limited Partnership	Street Address:
Corporation-State	City:Zip:Zip:
Other	Incividual(s) citizenship
	Association
Additional name(s) of conveying party(ies) attached? 🏧 Yea 🕎 No	General Partnership
3. Nature of conveyance:	☐ Umited Partnership
Assignment	Crporation-State
Security Agreement	Cther
Other	If assignee is not domicited in the United States, a domestic representative designation is attached: 🕒 Yes 🖳 No
Execution Date:	(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No
4. Application number(s) or registration number(s): A. Trademark Application No.(s) Additional number(s) at	B. Trademark Registration No.(s)
Name and address of party to whom correspondence concerning document should be mailed:	Total number of applications and registrations involved:
Name:	
Internal Address:	7. Total fee (37 GFR 3.41)\$
	📮 Enclosed
	Authorized to be charged to deposit account
Street Address:	8. Deposit account number:
City:State:Zip:	(Attach duplicate copy of this page if paying by deposit account)
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 Statement and signature. To the best of my knowledge and belief, the foregoing inform copy of the original document. 	nation is true and correct and any attached copy is a true
Name of Person Signing Si	gnature Date
	er sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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Form PTO-1594 RECORD	TION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE		
(Rav. 03/01) OMB No. 0851-0027 (exp. 6/31/2002) TRADEMARKS ONLY U.S. Patent and Trademark Office			
CMS No. UB31-UU27 (BXP. D/31/2UU2) Tab settings ⇔⇔⇔ ▼ ▼	* * * <u>* * * * * * * * * * * * * * * * </u>		
· · · · · · · · · · · · · · · · · · ·	rademarks: Please record the attached original documents or copy thereof.		
Name of conveying party(les):	2. Name and address of receiving party(les)		
	Name:		
Okun Produce International, Inc.	Internal Address:		
☐ Individual(s) ☐ Associatio	1		
General Partnership Limited Pa			
Corporation-State	City:State:Zip:		
Cther	Individual(s) citizenship		
10 - 10 - 10 - 10 - 10 - 10 - 10 - 10 -	Association		
Additional name(s) of conveying party(ies) attached?	Yes Lin No General Partnership		
3. Nature of conveyance:	Limited Pertnership		
Assignment Merge	CALL COMPONDING TO SERVICE COMPONDING TO SER		
Security Agreement	if assigned is not domicited in the United States, a domestic		
Cther	representative designation is attached: Yes No (Designations must be a secrete document from attachment)		
Execution Dates	Additional name(\$) & address(se) attached? Yes No		
4. Application number(s) or registration number(s)			
A. Trademark Application No.(\$)	B. Trademark Registration No.(s)		
Additional	number(s) attached 📮 Yes 📮 No		
Name and address of party to whom correspond concerning document should be malled:	ence 6. Total number of applications and registrations involved:		
Name:			
Internal Address:	7. Total fee (37 CFR 3.41)\$		
11 PAGE 1 148 1 14 14 14 14 14 14 14 14 14 14 14 14 1	Enclosed		
	Authorized to be charged to deposit account		
Street Address:	8. Deposit account number:		
City: State: Zip:	(Attach duplicate copy of this page if paying by deposit secount)		
D	NOT USE THIS SPACE		
 Statement and signature. To the best of my knowledge and belief, the forecopy of the original document. 	going information is true and correct and any attached copy is a true		
Name of Person Signing	Signature Date		
Total number of p	ges including cover sheet, gltachments, and document		

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Form PTO-1594 RECORDATION FOR (Rev. 03/01) OMB No. 0851-0027 (exp. 5/31/2002)					MENT OF COMMERCE at and Trademark Office
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To the Honorable Commissioner of	f Patents and T	Trademarks:	Please record the attached	original documents	or copy thereof.
1, Name of conveying party(ies):			2. Name and address Name:	_	/(ies)
H.L. Holding Corporation			Internal Address:		
Individual(s)	Associatio Limited Pa	• •	Street Address:		
Corporation-State		•			Zip:
Other			· • · · ·	-	
Additional name(a) of conveying party(iea	i) attached? 🕻	Yes 🛂 No	J		
3. Nature of conveyance:			Limited Partners	ship	
Assignment	Merge	г	Corporation-Sta	te	
Security Agreement	Change	e of Name	Other		
Other			Il assignee la not domici representativo designation	ed in the United Status on is attached: 🕒 Yo	s, a domestic es 🖳 No
Execution Date:			(Designations must be a Additional name(s) & add	separate document fro ress(as) attached?	m essignment) Yes No
	Additional		tached 🖵 Yes 🖫	No	
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Name and address of party to whor concerning document should be mails Name:	eď:		registrations involve	ed:	
concerning document should be maile	ed: 		7. Total fee (37 CFR	ed:	
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Mail documents to be recorded with required cover short information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of November 30, 2001, is made among Smart & Final Inc., a Delaware corporation (the "Borrower"), American Foodservice Distributors, a California corporation ("Foodservice"), Smart & Final Stores Corporation, a California corporation ("S&F Stores"), Smart & Final Oregon, Inc., an Oregon corporation ("Oregon"), Port Stockton Food Distributors, Inc., a California corporation ("Port Stockton"), Henry Lee Company, a Florida corporation ("Henry Lee"), Casino Frozen Foods, Inc., a California corporation ("Casino Foods"), Amerifoods Trading Company, a Florida corporation ("Amerifoods"), Foodservice Specialists.com, an Oregon corporation ("Foodservice Specialists"), Okun Produce International, Inc., a Florida corporation ("Okun"), and H.L. Holding Corporation, a Nevada corporation ("HL Holding") (collectively, the "Grantors"), and BNP PARIBAS, as Administrative Agent (the "Administrative Agent") for each of the Lender Parties;

WITNESSETH:

WHEREAS, pursuant to a Credit Agreement, dated as of November 30, 2001 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, the various financial institutions as are or may become parties thereto (the "Lenders") and the Administrative Agent, the Lender Parties have extended Commitments to make Advances to the Borrower;

WHEREAS, in connection with the Credit Agreement, the Grantors have executed and delivered a Security Agreement, dated as of November 30, 2001 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement");

WHEREAS, as a condition precedent to the making of the Advances (including the initial Advance) under the Credit Agreement, the Grantors are required to execute and deliver this Agreement; and

WHEREAS, the Grantors have duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration the receipt of which is hereby acknowledged, and in order to induce the Lender Parties to make

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Advances (including the initial Advance) to the Borrower pursuant to the Credit Agreement, each Grantor agrees, for the benefit of each Lender Party, as follows.

SECTION 1. <u>Definitions</u>. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided (or incorporated by reference) in the Security Agreement.

SECTION 2. Grant of Security Interest. For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, to secure all of the Secured Obligations, each Grantor does hereby mortgage, pledge and hypothecate to the Administrative Agent, and grant to the Administrative Agent a security interest in, for its benefit and the benefit of each Lender Party, all of the following property (the "Trademark Collateral"), whether now owned or hereafter acquired or existing by it:

- (a) all United States, state and foreign trademarks, trade names, corporate names, company names, business names, fictitious business names, internet domain names, trade styles, service marks, certification marks, collective marks, logos, other source or business identifiers, designs and general intangibles of a like nature, all registrations and applications for any of the foregoing, including, but not limited to the registrations and applications referred to in Item A of Attachment I hereto, all extensions or renewals of any of the foregoing, all of the goodwill of the business connected with the use of and symbolized by the foregoing, the right to sue for past, present and future infringement or dilution of any of the foregoing or for any injury to goodwill, and all proceeds of the foregoing, including, without limitation, licenses, royalties, income, payments, claims, damages, and proceeds of suit (all of the foregoing items in this clause (a) being collectively called a "<a href="Trademark"), now existing anywhere in the world or hereafter adopted or acquired, whether currently in use or not; and
- (b) all agreements providing for the granting of any right in or to Trademarks (whether such Grantor is licensee or licensor thereunder) including, without limitation, each agreement referred to in <u>Item B</u> of <u>Attachment 1</u> attached hereto.

SECTION 3. <u>Security Agreement</u>. This Agreement has been executed and delivered by the Grantors for the purpose of registering the security interest of the

2

Administrative Agent in the Trademark Collateral with the United States Patent and Trademark Office and corresponding offices in other countries of the world. The security interest granted hereby has been granted as a supplement to, and not in limitation of, the security interest granted to the Administrative Agent for its benefit and the benefit of each Lender Party under the Security Agreement. The Security Agreement (and all rights and remedies of the Administrative Agent and each Lender Party thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. <u>Acknowledgment</u>. Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. <u>Loan Document</u>, etc. This Agreement is a Loan Document executed pursuant to the Credit Agreement and shall (unless otherwise expressly indicated herein) be construed, administered and applied in accordance with the terms and provisions of the Credit Agreement.

SECTION 6. <u>Counterparts</u>. This Agreement may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

3

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

SMART & FINAL INC.

By: _

Name: Title: Richard N. Phegley Senior Vice President &

Chieff inalicial Officer

By:

Name:

Title:

DONALD G. AL WA内外科U Senior Vice Propingerin and Secretary

AMERICAN FOODSERVICE DISTRIBU-

TORS

By:

Name: Title:

Richard N. Phegley
Senior Vice President &
Chief Financial Officer

By:

Name:

Title:

DONALD G. ALYARADO Senior Vice President and Secretary

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SMART & F	TINAL STORES CORPORA-
By:	Multur
Name:	Richard N. Phegley
Title:	Senior Vice President &
	Chief Financial Officer
By:	May 11/1
Name:	DONALD G. ALVARADO
Title:	Senior Vice Preside of and Secretary
SMART & F	INAL OREGON/INC.
	111/1
	A I Wald
By:	Will berry
Name:	Richard N. Phegley
Title:	Senior Vice President &
	Chief Financial Officer
Ву:	my/16
Name:	DONALD G. ALVARIADO Senior Vice Prusident
Title:	and Secretary
DODE CEO	TOTAL BOOK DISTRIBUTE
	KTON FOOD DISTRIBU-
TORS, INC.	1 //////
By:	Mull out
Name:	Richard N. Phegley
Title:	Senior Vice President - Finance
_	2 11011
By:	hy/16
Name:	
Title:	©ONALD G. ALV*** Senior Vice f
	and Sec

HENRY LEE COMPANY By: Richard N. Phegley Name: Senior Vice President & Title: By: Name: Title: DONALD G. ALVARADO Senior Vice President CASINO FROZEN FOODS. By: Name: Richard N. Phegley Senior Vice President & Title: Chief Financial Officer By: Name: BONALD G. ALVARADO Title: Senior Vice President and Secretary AMERIFOODS TRADING COMPANY

By:

Name:

Title:

By: __ Name: Title:

Richard N. Phegley

Senior Vice President - Finance

263836

TRADEMARK REEL: 002461 FRAME: 0225

Richard N. Phegley

Senior Vice President &

Chief Financial Officer

Sanier Vice Preside :: and Secretar:

FOODSER	VICE SPECIALISTS.COM,
INC.	. 11 1
	// / //w/s
By:	mo
Name:	Richard N. Pnegley
Title:	Senjor Vice President &
	Chief Financial Officer
By:	That / land
Name:	
Title:	DONALD G. ALVALUA E Senior Vice President
	and Secretary
	DUCE INTERNATIONAL,
INC.	
	11 11/1 KM
_ //	an lar
By:	
Name:	Richard N. Phegley
Title:	Senio Vice President &
	Chastin acial Officer
By:	1404/1 (m.
Name:	DONALD G. ALVARADO
Title:	Senior Vice President
	and Sepretary
HL HOLDIN	IG CORPORATION
	Mus (Curt
By:	Dishard N. Phadlay
Name:	Richard N. Phegley Senior Vice President &
Title:	Chief Einancial Officer
	n 115/X
By:	144/10
Name:	• •
Title:	DONALD G. ALV
	Senior Vice Page 1988
	and Secretary

BNP PARIBAS, as the Administrative Agent

By:		 	
Name:			
Title:			

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BNP PARIBAS, as the Administrative Agent

By: _

Name:

Sean T. Conlon Managing Director

Title:

By: Lell.

Name:

Mitchell M. Ozawa

Title:

Director

Item A. <u>Trademarks</u>

Trademark Assets in the United States

<u>Trademark Asset</u>	Status of Asset		
Trademarks owned by Smart & Final Stores Corporation			
SMART & FINAL (Stylized)® (Reg. No. 2.232.366)	Registered 03/16/99 based on use beginning 1927. Expires 03/16/2009 unless renewed within last year of life.		
SMART & FINAL (Stylized)® (Reg. No. 2,199,487)	Registered 10/27/98 based on use beginning 1927. Expires 10/27/2008 unless renewed within last year of life		
SMART & FINAL (Stylized)® (Reg. No. 2,180,065)	Registered 08/11/98 based on use beginning 1927. Expires 08/11/2008 unless renewed within last year of life.		
SMART & FINAL (Stylized)® (Reg. No. 2,180,066)	Registered 08/11/98 based on use beginning 1927. Expires 08/11/2008 unless renewed within last year of life.		
SMART & FINAL (Stylized)® (Reg. No. 2,187,207)	Registered 09/08/98 based on use beginning 1927. Expires 09/08/98 unless renewed within last year of life.		
SMART & FINAL (Stylized)® (Reg. No. 2,130,164)	Registered 01/20/98 based on use beginning 1927. Expires 01/20/2008 unless renewed within last year of life.		
SMARTADVANTAGE® (Reg. No. 2,327,520)	Registered 03/14/2000 based on use beginning 9/16/96. Expires 03/14/2010 unless renewed within last year life.		
SMART & FINAL (Stylized)® (Reg. No. 2,070,012)	Registered 06/10/97 based on use beginning 1927. Expires 06/10/2007 unless renewed within last year of life.		
SMART & FINAL (Stylized)® (Reg. No. 2,069,692)	Registered 06/10/97 based on use beginning 1927. Expires 06/10/2007 unless renewed within last year of life.		

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SMART & FINAL	Registered 12/06/83 based on use beginning 1927. Expires
(Reg. No. 1,260,298)	12/06/2003 unless renewed within last year life.
SMART & FINAL (Stylized)®	Registered 01/13/98 based on use beginning 1927. Expires
1	01/13/2008 unless renewed within last year of life.
(Reg. No. 2,128,362)	01/13/2008 unless renewed within last year of file.
SMART & FINAL (Stylized)®	Registered 01/20/98 based on use beginning 1927. Expires
(Reg. No. 2,130,003)	01/20/2008 unless renewed within last year of life.
SMART & FINAL (Stylized)®	Registered 01/20/98 based on use beginning 1927. Expires
(Reg. No. 2,130,002)	01/20/2008 unless renewed within last year of life.
SMART ALLIANCE®	Registered 02/18/97 based on use beginning 02/26/96.
(Reg. No. 2,038,746)	Expires 02/18/2007 unless renewed within last year of life.
SMART & FINAL & DESIGN®	Registered 03/18/97 based on use beginning 05/15/95.
(Reg. No. 2,045,799)	Expires 03/18/2007 unless renewed within last year of life.
THE SMARTEST MAN IN THE	Registered 06/25/96 based on use beginning 08/17/94.
WORLDS®	Expires 06/25/2006 unless renewed within last year of life.
(Reg. No. 1,982,658)	
SMART PARTNERS®	Registered 10/17/95 based on use beginning 08/93. Expires
(Reg. No. 1,927,296)	10/17/2005 unless renewed within last year of life.
SMARTY®	Registered 06/21/94 based on use beginning 1980. Expires
(Reg. No. 1,840,778)	06/21/2004 unless renewed within last year of life.
SMART UNIVERSITY®	Registered 12/14/93 based on use beginning 08/91. Expires
(Reg. No. 1,811,195)	12/14/2003 unless renewed within last year of life.
SMART U & DESIGN®	Registered 12/14/93 based on use beginning 08/91. Expires
(Reg. No. 1,811,196)	12/14/2003 unless renewed within last year of life.
SMART & FINAL (Stylized)®	Registered 10/05/93 based on use beginning 10/88. Expires
(Reg. No. 1,797,358)	10/05/2003 unless renewed within last year of life.
DEC-O-TOPPERS®	Registered 12/07/93 based on use beginning 07/89. Expires
(Reg. No. 1,809,395)	12/07/2003 unless renewed within last year of life.
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MONTECITO®	Registered 05/15/90 based on use beginning 12/15/88.		
(Reg. No. 1,596,691)	Expires 05/15/2010 unless renewed within last year of life.		
SMART BUY®	Registered 05/20/86 based on use beginning 03/15/82.		
(Reg. No. 1,393,707)	Expires 05/20/2006 unless renewed within last year of life.		
TENDER-LEE®	Registered 07/09/85 based on use beginning 05/13/75.		
(Reg. No, 1,348,349)	Expires 07/09/2005 unless renewed within last year of life.		
SMART & FINAL IRIS CO.®	Registered 12/06/83 based on use beginning 1953. Expires		
(Reg. No. 1,260,297)	12/06/2003 unless renewed within last year of life.		
SMART & FINAL®	Registered 12/06/83 based on use beginning 1936. Expires		
(Reg. No. 1,260,298)	12/06/2003 unless renewed within last year of life.		
IRIS®	Registered 03/29/83 based on use beginning 04/01/73.		
(Reg. No. 1,232,379)	Expires 03/29/2003 unless renewed within last year of life.		
IRIS®	Registered 12/26/72 based on use beginning 01/1898.		
(Reg. No. 949,445)	Expires 12/26/2002 unless renewed within last year of life.		
IRIS®	Registered 01/08/52 based on use beginning 02/20/50.		
(Reg. No. 553,059)	Expires 01/08/2002 unless renewed within last year of life.		
IRIS®	Registered 08/06/80 based on use beginning 1927. Expires		
(Reg. No. 1,138,499)	08/06/2010 unless renewed within last year of life.		
SMART & FINAL	Registered 05/08/1997. Expires 01/29/2006 unless renewed		
(Puerto Rico Reg. No. 37799)	within last year of life.		
SMART & FINAL & DESIGN®	Registered 10/05/93 based on use beginning 10/88. Expires		
(Reg. No. 1,797,359)	10/05/2003 unless renewed within last year of life.		
RUSHING SPRING™	Pending application filed 08/25/2000 based on use beginning		
(Serial No. 78/023073)	03/01/01.		
SMART CASH TM	Pending application filed 08/10/2001 based on intent to use.		
(Serial No. 76/300244)			
SNACK'RS™	Pending application filed 04/25/2000 based on use beginning		
(Serial No. 76/034048)	08/23/99.		

S&F TM	Pending application filed 02/06/2001 based on intent to use.
(Serial No. 78046967)	
S&F TM	Pending application filed 02/06/2001 based on intent to use.
(Serial No. 78046965)	
S&F™	Pending application filed 02/06/2001 based on intent to use.
(Serial No. 78046964)	
S&F TM	Pending application filed 02/06/2001 based on intent to use.
(Serial No. 78046963)	
S&F™	Pending application filed 02/06/2001 based on intent to use.
(Serial No. 78046961)	
S&F TM	Pending application filed 02/06/2001 based on intent to use.
(Serial No. 78046960)	
S&F™	Pending application filed 02/06/2001 based on intent to use.
(Serial No. 78046959)	
S&F TM	Pending application filed 02/06/2001 based on intent to use.
(Serial No. 78046958)	
S&F TM	Pending application filed 02/06/2001 based on intent to use.
(Serial No. 78046957)	
S&F TM	Pending application filed 02/06/2001 based on intent to use.
(Serial No. 78046955)	
S&F TM	Pending application filed 02/06/2001 based on intent to use.
(Serial No. 78046954)	
AMBIANCE TM	Pending application filed 09/18/2001 based on anticipated use
(Serial No. 76314099)	beginning 12/01/01.
$AMBIANCE^{TM}$	Pending application filed 09/18/2001 based on anticipated use
(Serial No. 76314098)	beginning 12/01/01.
RUSHING WATERS™	Pending application filed 03/1/2001 based on use beginning
(Serial No. 76217999)	03/1/2001.

SMART PROTM	Pending application filed 11/14/2000 based on intent to use
	Pending application filed 11/14/2000 based on intent to use.
(Serial No. 76164822)	<u> </u>
MONTECITO TM	Pending application filed 10/05/2000 based on intent to use.
(Serial No. 76141669)	2 chang approach med 10/05/2000 based on mem to use.
MONTECITO TM	Pending application filed 10/05/2000 based on intent to use.
(Serial No. 76141668)	
Tra	demarks owned by Henry Lee Company
SMART TRACK®	Registered 02/03/98 based on use beginning 070/1/96.
(Reg. No. 2,134,349)	Expires 02/03/2008 unless renewed within last year of life.
HENRY LEE®	Registered 01/14/97 based on use beginning 06/46. Expires
(Reg. No. 2,030,297)	01/14/2007 unless renewed within last year of life.
Trademarks	owned by Port Stockton Food Distributors, Inc.
PORT STOCKTON®	Registered 09/02/97 based on use beginning 05/62. Expires
(Reg. No. 2,092,832)	09/02/2007 unless renewed within last year of life.
Trademarks	s owned by American Foodservice Distributors
DAVIS LAY™	
(Serial No. 78/023061)	Pending application filed 08/25/2000 based on use beginning 10/01/95.
DAVIS LAY®	
(Reg. No. 1,626,437)	Registered 12/04/90 based on first use 03/01/89. Expires 12/04/2010 unless renewed within last year of life.
LA ROMANELLA®	Registered 03/18/97 based on use beginning 10/01/95.
(Reg. No. 2,046,604)	Expires 3/18/2007 unless renewed within last year of life.
	
LA ROMANELLA™	Pending application filed 02/14/2000 based on use beginning

CRAIG & HAMILTON® (Reg. No. 2,490,964)

Registered 09/18/2001 based on use beginning 1946. Expires 09/18/2011 unless renewed within last year of life.

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Foreign Trademark Assets

Trademark Asset (Reg./Serial No.)	<u>Jurisdiction</u>	<u>Registrant</u>	<u>Status</u>
La Romanella™ (Serial No. 14145)	Bolivia	American Foodservice Distributors	Pending application filed 09/25/2000.
La Romanella™ (Serial No. 14147)	Bolivia	American Foodservice Distributors	Pending application filed 09/25/2000.
Montecito [™] (Serial No. 14146)	Bolivia	Smart & Final Stores Corporation	Pending application filed 09/25/2000.
Montecito [™] (Serial No. 17074)	Bolivia	Smart & Final Stores Corporation	Pending application filed 11/23/2000.
Smart & Final TM	Bolivia		Application mailed 02/06/2001.
Snack'rs [™] (Serial No. 14144)	Bolivia	Smart & Final Stores Corporation	Pending application filed 09/25/2000.
La Romanella [™] (Serial No. 85772)	Columbia	American Foodservice Distributors	Published 12/26/2000.
La Romanella™ (Serial No. 85771)	Columbia	American Foodservice Distributors	Published 12/26/2000.
Montecito [™] (Serial No. 97413)	Columbia	Smart & Final Stores Corporation	Pending application filed 12/22/2000.
Montecito [™] (Serial No. 1016911)	Columbia	Smart & Final Stores Corporation	Pending application filed 03/02/2001.
Smart & Final™	Columbia	Smart & Final Stores Corporation	Application mailed 02/06/2001
Snack'rs™	Columbia	Smart & Final Stores Corporation	Pending application filed 10/24/2000.
La Romanella™ (Serial No. 107769)	Ecuador	American Foodservice Distributors	Published 11/01/2000.
La Romanella TM (Serial No. 107768)	Ecuador	American Foodservice Distributors	Published 11/01/2000.

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Trademark Asset (Reg./Serial No.)	<u>Jurisdiction</u>	Registrant	<u>Status</u>
Montecito [™] (Serial No. 107770)	Ecuador	Smart & Final Stores Corporation	Pending application filed 09/25/2000.
Montecito [™] (Serial No. 108977)	Ecuador	Smart & Final Stores Corporation	Pending application filed 11/09/2000.
Smart & Final™	Ecuador	Smart & Final Stores Corporation	Application mailed 02/06/2001
Snack'rs TM	Ecuador	Smart & Final Stores Corporation	Published 12/01/2000.
Design (man with glasses) TM (Reg. No. 616740)	Mexico	Smart & Final Stores Corporation	Registered 01/28/1999. Expires 08/29/2006 unless renewed.
Smart & Final® (Reg. No. 457946)	Mexico	Smart & Final Stores Corporation	Registered 04/21/1994. Expires 04/28/2003 unless renewed.
Montecito® (Reg. No. 457945)	Mexico	Smart & Final Stores Corporation	Registered 04/21/1994. Expires 04/28/2003 unless renewed.
Iris® (Reg. No. 458966)	Mexico	Smart & Final Stores Corporation	Registered 05/02/1994. Expires 04/28/2003 unless renewed.
Iris® (Reg. No. 457944)	Mexico	Smart & Final Stores Corporation	Registered 04/21/1994. Expires 04/28/2003 unless renewed.
Iris® (Reg. No. 457943)	Mexico	Smart & Final Stores Corporation	Registered 04/21/1994. Expires 04/28/2003 unless renewed.
Iris® (Reg. No. 457942)	Mexico	Smart & Final Stores Corporation	Registered 04/21/1994. Expires 04/28/2003 unless renewed.
Iris® (Reg. No. 457941)	Mexico	Smart & Final Stores Corporation	Registered 04/21/1994. Expires 04/28/2003 unless renewed.

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Trademark Asset (Reg./Serial No.)	Jurisdiction	<u>Registrant</u>	<u>Status</u>
Iris® (Reg. No. 457940)	Mexico	Smart & Final Stores Corporation	Registered 04/21/1994. Expires 04/28/2003 unless renewed.
Iris® (457939)	Mexico	Smart & Final Stores Corporation	Registered 04/21/1994. Expires 04/28/2003 unless renewed.
La Romanella™ (Serial No. 114885)	Peru	American Foodservice Distributors	Published 12/04/2000.
La Romanella [™] (Serial No. 114886)	Peru	American Foodservice Distributors	Published 12/04/2000.
Montecito [™] (Serial No. 114663)	Peru	Smart & Final Stores Corporation	Published 01/03/2001.
Montecito [™] (Serial No. 1178389)	Peru	Smart & Final Stores Corporation	Published 01/03/2001.
Smart & Final™	Peru	Smart & Final Stores Corporation	Application mailed 02/06/2001
Snack'rs TM	Peru	Smart & Final Stores Corporation	Pending application filed 09/26/2000.
La Romanella™ (Serial No. 2000- 020127)	Venezuela	American Foodservice Distributors	Pending application file 10/31/2000
La Romanella™ (Serial No. 2000- 020124)	Venezuela	American Foodservice Distributors	Pending application filed 10/31/2000.
Montecito [™] (Serial No. 2001- 002403)	Venezuela	Smart & Final Stores Corporation	Pending application filed 02/13/2001.
Montecito [™] (Serial No. 2001- 002402)	Venezuela	Smart & Final Stores Corporation	Pending application filed 02/13/2001.
Smart & Final™	Venezuela	Smart & Final Stores Corporation	Application mailed 02/06/2001

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Trademark Asset (Reg./Serial No.)	<u>Jurisdiction</u>	<u>Registrant</u>	<u>Status</u>
Snack'rs TM	Venezuela	Smart & Final Stores Corporation	Pending application filed 10/24/2000.

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Item B. Trademark Licenses

- 1. The name "Smart & Final" and all trademarks owned by Smart & Final Inc. and Smart & Final Stores Corporation are licensed to Smart & Final del Noroeste, S.A.
- 2. The name "United Grocers Cash & Carry" is licensed to Smart & Final Inc. and Smart & Final Stores Corporation from United Grocers Inc.

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RECORDED: 03/14/2002