

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BNP Paribas		05/31/2007	French Bank: FRANCE

**RECEIVING PARTY DATA**

Name:	Smart & Final Stores Corporation
Street Address:	600 Citadel Drive
City:	Commerce
State/Country:	CALIFORNIA
Postal Code:	90040
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 20**

Property Type	Number	Word Mark
Registration Number:	2704013	BAY HARBOR
Registration Number:	2840102	PRO PRIDE
Registration Number:	2840101	PRO PRIDE
Registration Number:	2840103	PRO PRIDE
Registration Number:	2838632	PRO VALUE
Registration Number:	2877183	SMART ALLIANCE
Registration Number:	2834510	PRO VALUE
Serial Number:	78224385	PRO VALUE
Serial Number:	78266701	SEQUANA
Serial Number:	78332957	SMART CASH & CARRY
Serial Number:	78350892	SMART PRO CASH & CARRY
Serial Number:	78332954	CASH & CARRY UNITED GROCERS
Serial Number:	78351278	SMART & FINAL CHEF'S REVIEW
Serial Number:	78351266	SMART & FINAL CHEF'S REVIEW

**CH \$515.00 2704013**

Serial Number:	78333183	SMART & FINAL. CHEF'S REVIEW
Serial Number:	78333082	SMART & FINAL. CHEF'S REVIEW
Serial Number:	78332956	SMART & FINAL. CHEF'S REVIEW
Serial Number:	78332904	CHEF'S REVIEW SMART & FINAL.
Serial Number:	78332884	SMART & FINAL. CHEF'S REVIEW
Serial Number:	78332863	SMART & FINAL. CHEF'S REVIEW

**CORRESPONDENCE DATA**

Fax Number: (202)739-3001

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 202-739-5652

Email: chowell@morganlewis.com

Correspondent Name: Catherine R. Howell, Paralegal

Address Line 1: 1111 Pennsylvania Ave., N.W.

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	034664-01-0921
NAME OF SUBMITTER:	Catherine R. Howell, Paralegal
Signature:	/Catherine R. Howell/
Date:	06/04/2007

**Total Attachments: 8**

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**RELEASE OF SECURITY INTEREST  
IN TRADEMARK COLLATERAL**

This RELEASE, dated as of May 31, 2007, is made by BNP Paribas, as collateral agent (the "Collateral Agent"), in favor of Smart & Final Inc., American Foodservice Distributors, Smart & Final Stores Corporation, Smart & Final Oregon, Inc., Port Stockton Food Distributors, Inc., Casino Frozen Foods, Inc., Amerifoods Trading Company, Foodservice Specialists.com, Okun Produce International, Inc., and H.L. Holding Corporation (collectively, the "Grantors") as follows:

**W I T N E S S E T H**

WHEREAS, pursuant to the Security Agreement, dated November 30, 2001 ("Security Agreement"), and recorded with The United States Patent and Trademark Office on January 4, 2002 at Reel/Frame No. 2390/0576, the Grantors granted the Collateral Agent a security interest in and to all of their respective right, title and interest in their respective trademarks and all applications and registrations therefor, including goodwill (the "Trademark Collateral");

WHEREAS, the Collateral Agent acknowledges that full payment, complete performance and satisfaction of all obligations pursuant to the Security Agreement have been made;

WHEREAS, the Grantors have requested that the Collateral Agent release its security interest in and to the trademarks and all applications and registrations therefor, including goodwill, set forth in Schedule A.

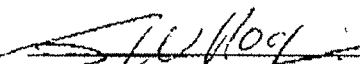
NOW, THEREFORE, the Collateral Agent, without recourse, representation or warranty and at the Grantors' sole cost and expense, hereby RELEASES all of its right, title and interest in and to the security interest granted to the Collateral Agent pursuant to the Security Interest in each of the trademarks set forth in Schedule A, attached hereto and incorporated herein by reference and any other collateral described in the Security Agreement.

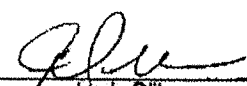
The Collateral Agent agrees to provide the Grantors with any information and additional authorization necessary to effect the release of the Collateral Agent's security interest in the Released Trademark Collateral.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be duly executed and delivered by its duly authorized officer as of the date first written above.

**BNP PARIBAS, as Collateral Agent**

By:   
Name: Pierre-Nicholas Rogers  
Title: Managing Director

By:   
Name: Jamie Dillon  
Title: Managing Director

**CERTIFICATION OF ACKNOWLEDGMENT**

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) :

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this \_\_\_\_\_ day of \_\_\_\_\_, 2007, personally appeared \_\_\_\_\_ who, being by me duly sworn, deposes and says that he/she is the \_\_\_\_\_ of BNP PARIBAS, and that he/she, as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained as his/her free act and deed and as the full act and deed of such corporation as such officer.

" See Attached CA Acknowledgement " \_\_\_\_\_  
Notary Public

My Commission Expires:  
\_\_\_\_\_

**SCHEDULE A  
TO  
RELEASE OF SECURITY INTEREST  
IN TRADEMARK COLLATERAL  
Reel/Frame: 2390/0576**

**Item A. Trademarks**

**Trademark Assets in the United States**

<u>Trademark Asset</u>	<u>Status of Asset</u>
<i>Trademarks owned by Smart &amp; Final Stores Corporation</i>	
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.

<u>Trademark Asset</u>	<u>Status of Asset</u>
<i>Trademarks owned by Smart &amp; Final Stores Corporation</i>	
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.
SMART & FINAL (Reg. No. 1,260,298)	Registered 12/06/83 based on use beginning 1927. Expires 12/06/2003 unless renewed within last year of life.
SMART & FINAL (Stylized)® (Reg. No. 2,128,362)	Registered 01/13/98 based on use beginning 1927. Expires 01/13/2008 unless renewed within last year of life.
SMART & FINAL (Stylized)® (Reg. No. 2,130,003)	Registered 01/20/98 based on use beginning 1927. Expires, 01/20/2008 unless renewed within last year of life.
SMART & FINAL (Stylized)® (Reg. No. 2,130,002)	Registered 01/20/98 based on use beginning 1927. Expires 01/20/2008 unless renewed within last year of life.
SMART ALLIANCE® (Reg. No. 2,038,746)	Registered 02/18/97 based on use beginning 02/26/96. Expires 02/18/2007 unless renewed within last year of life.
SMART & FINAL & DESIGN® (Reg. No. 2,045,799)	Registered 03/18/97 based on use beginning 05/15/95. Expires 03/18/2007 unless renewed within last year of life.
THE SMARTEST MAN IN THE WORLDS® (Reg. No. 1,982,658)	Registered 06/25/96 based on use beginning 08/17/94. Expires 06/25/2006 unless renewed within last year of life.
SMART PARTNERS® (Reg. No. 1,927,296)	Registered 10/17/95 based on use beginning 08/93. Expires 10/17/2005 unless renewed within last year of life.
SMARTY® (Reg. No. 1,840,778)	Registered 06/21/94 based on use beginning 1980. Expires 06/21/2004 unless renewed within last year of life.
SMART UNIVERSTTY® (Reg. No. 1,811,195)	Registered 12/14/93 based on use beginning 08/9 1. Expires 12/14/2003 unless renewed within last year of life.

<u>Trademark Asset</u>	<u>Status of Asset</u>
<i>Trademarks owned by Smart &amp; Final Stores Corporation</i>	
SMART U & DESIGN® (Reg. No. 1,811,196)	Registered 12/14/93 based on use beginning 08/9 1. Expires ' 12/14/2003 unless renewed within last year of life.
SMART & FINAL (Stylized)® (Reg. No. 1,797,358)	Registered 10/05/93 based on use beginning 10/88. Expires 10/05/2003 unless renewed within last year of life.
DEC-O-TOPPERS® (Reg. No. 1,809,395)	Registered 12/07/93 based on use beginning 07/89. Expires 12/07/2003 unless renewed within last year of life.
MONTECTTO® (Reg. No. 1,596,691)	Registered 05/15/90 based on use beginning 12/15/88. Expires 05/15/2010 unless renewed within last year of life.
SMART BUYS (Reg. No. 1,393,707)	Registered 05/20/86 based on use beginning 03/15/82. Expires 05/20/2006 unless renewed within last year of life.
TENDER-LEE® (Reg. No, 1,348,349)	Registered 07/09/85 based on use beginning 05/13/75. Expires 07/09/2005 unless renewed within last year of life.
SMART. & FINAL IRIS CO.® (Reg. No. 1,260,297)	Registered 12/06/83 based on use beginning 1953. Expires 12/06/2003 unless renewed within last year of life.
SMART & FINAL® (Reg. No. 1,260,298)	Registered 12/06/83 based on use beginning 1936. Expires 12/06/2003 unless renewed within last year of life.
IRIS® (Reg. No. 1,232,379)	Registered 03/29/83 based on use beginning 04/01/73. Expires 03/29/2003 unless renewed within last year of life.
IRIS® (Reg. No. 949,445)	Registered 12/26/72 based on use beginning 01/1898. Expires 12/26/2002 unless renewed within last year of life.

<u>Trademark Asset</u>	<u>Status of Asset</u>
<b>Trademarks owned by Smart &amp; Final Stores Corporation</b>	
IRIS® (Reg. No. 553,059)	Registered 01/08/52 based on use beginning 02/20/50. Expires 01/08/2002 unless renewed within last year of life.
IRIS® (Reg. No. 1,138,499)	Registered 08/06/80 based on use beginning 1927. Expires 08/06/2010 unless renewed within last year of life.
SMART & FINAL (Puerto Rico Reg. No. 37799) -	Registered 05/08/1997. Expires 01/29/2006 unless renewed within last year of life.
SMART & FINAL & DESIGN® (Reg. No. 1,797,359)	Registered 10/05/93 based on use beginning 10/88. Expires 10/05/2003 unless renewed within last year of life.
RUSHING SPRINGTM (Serial No. 78/023073)	Pending application filed 08/25/2000 based on use beginning 03/01/01.
SMART CASH m	Pending application filed 08/10/2001 based on intent to use. (Serial No. 76/300244)
SNACK'RSTM (Serial No. 76/034048)	Pending application filed 04/25/2000 based on use beginning 08/23/99.
S&FTM	Pending application filed 02/06/2001 based on intent to use. (Serial No. 78046967)
S&FTm	Pending application filed 02/06/2001 based on intent to use. (Serial No. 78046965)
S&FTm	Pending application filed 02/06/2001 based on intent to use. (Serial No. 78046964)
S&FT™	Pending application filed 02/06/2001 based on intent to use. (Serial No. 78046963)
S&FTM	Pending application filed 02/06/2001 based on intent to use. (Serial No. 78046961)
S&FTm	Pending application filed 02/06/2001 based on intent to use. (Serial No. 78046960)



<u>Trademark Asset</u>	<u>Status of Asset</u>
<b><i>Trademarks owned by Smart &amp; Final Stores Corporation</i></b>	
S&FTm	Pending application filed 02/06/2001 based on intent to use. (Serial No. 78046959)
S&FTm	Pending application filed 02/06/2001 based on intent to use. . (Serial No. 78046958)
S&FTm	Pending application filed 02/06/2001 based on intent to use. (Serial No. 78046957)
S&FTm	Pending application filed 02/06/2001 based on intent to use. (Serial No. 78046955)
S&FTm	Pending application filed 02/06/2001 based on intent to use. (Serial No. 78046954)
AMBIANCETM (Serial No. 76314099)	Pending application filed 09/18/2001 based on anticipated use beginning 12/01/01.
AMBIANCETM (Serial No. 76314098)	Pending application filed 09/18/2001 based on anticipated use beginning 12/01/01.
RUSHING WATERST™ (Serial No. 76217999)	Pending application filed 03/1/2001 based on use beginning 03/1/2001.
SMART PROTM	Pending application filed 11/14/2000 based on intent to use. (Serial No. 76164822)
MONTECITO	Pending application filed 10/05/2000 based on intent to use. (Serial No. 76141668)
<b><i>Trademarks owned by Port Stockton Food Distributors, Ina</i></b>	
PORT STOCKTON® (Reg. No. 2,092,832)	Registered 09/02/97 based on use beginning 05/62. Expires 09/02/2007 unless renewed within last year of life.
<b><i>Trademarks owned by American Foodservice Distributors</i></b>	
DAVIS LAY™ (Serial No. 78/023061)	Pending application filed 08/25/2000 based on use beginning 10/01/95.

<u>Trademark Asset</u>	<u>Status of Asset</u>
<i>Trademarks owned by Smart &amp; Final Stores Corporation</i>	
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® (Reg. No. 2,046,604)	Registered 03/18/97 based on use beginning 10/01/95. Expires 3/18/2007 unless renewed within last year of life.
LA ROMANELLA™ (Serial No. 76/164959)	Pending application filed 02/14/2000 based on use beginning 10/01/95.
CRAIG & HAML.TON® (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.

**Foreign Trademark Assets**

<u>Trademark Asset</u> <u>(Reg./Serial No.)</u>	<u>Jurisdiction</u>	<u>Registrant/Applicant</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™	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