

FORM PTO-1595
1-31-92

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09-28-2000

J.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101474062

of.

To the Director of Patents and Trademarks. Please record

1. Name of Conveying Party(ies):
UNITED GROCERS, INC.

- Individual(s)
- Association
- General partnership
- Limited Partnership
- Corporation- Oregon
- Other

Additional name(s) of conveying party(ies) attached? YES
 NO

3. Nature of Conveyance:

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

Effective Date: September 27, 1999

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

Name: UNIFIED WESTERN GROCERS, INC.

Internal Address:

Street Address: 5200 Sheila Street

City Commerce State CA ZIP 90040

Individual(s)

Citizenship

- Association
- General Partnership
- Limited Partnership

Corporation-State California

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation 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)

See Exhibit A

Additional numbers attached? Yes No

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

Name: David P. Petersen

Klarquist Sparkman Campbell Leigh & Whinston, LLP

Internal Address:

One World Trade Center, Suite 1600

Street Address:

121 S.W. Salmon Street

City: Portland State: Oregon ZIP: 97204-2988

6. Total number of applications and registrations involved: 8

7. Total fee (37 C.F.R. § 3.41): \$215.00

- Enclosed
- Any deficiency/overpayment is authorized to be charged to deposit account. A copy of this sheet is enclosed.

8. Deposit account number: 02-4550

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.

David P. Petersen, Esq.

8/15/00

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 5

09/27/2000 DNGUYEN 00000349 1616987

01 FC:481

40.00 DP

02 FC:482

175.00 DP

TRADEMARK
REEL: 002149 FRAME: 0720

EXHIBIT A

Mark	Registration No.
SELECT MARKETS	1,616,987
BUTTER CUP	1,810,962
FOOD OUTLET & Design	1,889,488
READY PAY & Design	1,894,302
READY PAY & Design	1,931,839
TEAM WORK	1,998,621
COMMISSARY CASH & CARRY	2,025,140
TEAM WORK	2,073,622

ASSIGNMENT

WHEREAS, United Grocers, Inc., an Oregon corporation, having its principal place of business at 6433 S.E. Lake Road, Portland, Oregon 97222, is the owner of rights in the Marks and is the registered owner of the United States Trademark/Service Mark Registrations for such marks set forth in the following table:

Mark	Registration No.
SELECT MARKETS	1,616,987
BUTTER CUP	1,810,962
FOOD OUTLET & Design	1,889,488
READY PAY & Design	1,894,302
READY PAY & Design	1,931,839
TEAM WORK	1,998,621
COMMISSARY CASH & CARRY	2,025,140
TEAM WORK	2,073,622

and

WHEREAS, Unified Western Grocers, Inc., a California corporation, having offices at 5200 Sheila Street, Commerce, California 90040, is desirous of acquiring said marks and the registrations therefor;

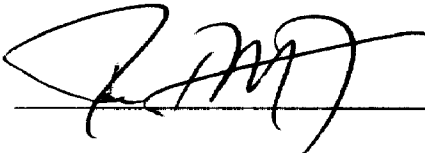
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said United Grocers, Inc. does hereby sell, assign, transfer and set over unto the said Unified Western Grocers, Inc. all rights, title and interest in and to the

said service marks, together with the good will of the business symbolized by the marks and the registrations therefor, *nunc pro tunc*, effective as of September 27, 1999.

THIS ASSIGNMENT dated AUGUST 10, 2000.

UNITED GROCERS, INC.

Date: AUGUST 10, 2000

By 

Name: Robert M. Ling, Jr.

Title: Executive Vice President and General Counsel

STATE OF OREGON)
) ss.
COUNTY OF)

On this ___ day of _____, 200___, before me personally came the above-named _____, who executed the foregoing instrument in my presence, and who acknowledged to me that he executed the same of his own free will for the purposes set forth.

Notary Public for Oregon
My Commission expires:

[SEAL]

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

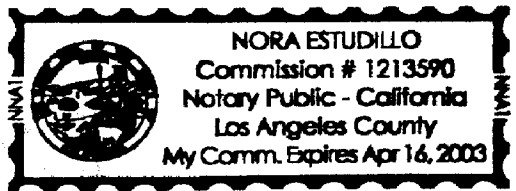
County of LOS ANGELES } ss.

On AUGUST 10, 2000, before me, NORA ESTUDILLO, Notary Public,
Date Name and Title of Officer (e.g., Jane Doe, Notary Public)

personally appeared ROBERT LINKS,
Name(s) of Signer(s)

- personally known to me
- ~~proved to me on the basis of satisfactory evidence~~

to be the person(s) whose name(s) ~~is/are~~ subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.
Nora Estudillo
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

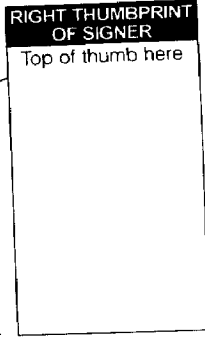
Title or Type of Document: ASSIGNMENT

Document Date: AUGUST 10, 2000 Number of Pages: 2

Signer(s) Other Than Named Above: N/A

Capacity(ies) Claimed by Signer

- Signer's Name: ROBERT LINKS
- Individual
 - Corporate Officer — Title(s): EXEC. V.P. & GENERAL COUNSEL
 - Partner — Limited General
 - Attorney in Fact
 - Trustee
 - Guardian or Conservator
 - Other: _____



Signer Is Representing: UNITED WESTERN PRODUCTS