

Form PTO-1594 (Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Credit Lyonnais Los Angeles Branch

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Release of Liens in Trademarks

Execution Date: November 30, 2001

2. Name and address of receiving party(ies)

Name: Smart & Final Inc. Internal Address: 600 Citadel Drive Street Address: 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 (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) 2232366 2199487 2180065 2180066 2187207 2130164 2327520 2070012 2069962 1260298 2128362 2130003

Additional number(s) attached Yes No

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

Name: Elaine D. Ziff Internal Address: Skadden, Arps, Slate Meagher & Flom LLP Street Address: Four Times Square City: New York State: NY Zip: 10036 6522

6. Total number of applications and registrations involved: 37

7. Total fee (37 CFR 3.41): \$ 940.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 19-2385 [Our Ref: 071610/5]

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

DO NOT USE THIS SPACE

9. Statement and signature.

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

Elaine D. Ziff

Elaine D Ziff

12/14/01

Name of Person Signing

Signature

Date

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 Washington, D.C. 20231

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U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

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

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

3. Nature of conveyance:

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

Execution Date: \_\_\_\_\_

2. Name and address of receiving party(ies)

Name: **Smart & Final Stores Corporation**

Internal Address: \_\_\_\_\_

Address: \_\_\_\_\_

Street Address: **600 Citadel Drive**

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  
(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)

1393707 1348349 1260297 1232379 0949445 0553059  
1138499 037799 1797359 2134349 2030297 2092832

Additional number(s) attached  Yes  No

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

Name: \_\_\_\_\_

Internal Address: \_\_\_\_\_

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

6. Total number of applications and registrations involved: \_\_\_\_\_

7. Total fee (37 CFR 3.41).....\$ \_\_\_\_\_

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Name of Person Signing

\_\_\_\_\_  
Signature

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- Corporation-State
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: \_\_\_\_\_

2. Name and address of receiving party(ies)

Name: American Foodservice Distributors  
 Internal Address: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Street Address: 600 Citadel Drive  
 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  
 (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)  
213002 2038746 2045799 1982658 1927296 1840778  
1811195 1811196 1797358 1809395 1637960 1596691

Additional number(s) attached  Yes  No

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

Name: \_\_\_\_\_  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: \_\_\_\_\_  
 \_\_\_\_\_  
 City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

6. Total number of applications and registrations involved: \_\_\_\_\_

7. Total fee (37 CFR 3.41).....\$ \_\_\_\_\_  
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- Individual(s)
- General Partnership
- Corporation-State
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: \_\_\_\_\_

2. Name and address of receiving party(ies)

Name: Smart & Final Oregon, Inc.

Internal Address: \_\_\_\_\_

Street Address: 600 Citadel Drive

City: Commerce State: CA Zip: 90040

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Oregon
- Other \_\_\_\_\_

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2046604

Additional number(s) attached  Yes  No

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

Name: \_\_\_\_\_

Internal Address: \_\_\_\_\_

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

6. Total number of applications and registrations involved: .....

7. Total fee (37 CFR 3.41).....\$ \_\_\_\_\_

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\_\_\_\_\_  
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1. Name of conveying party(ies):

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date:

2. Name and address of receiving party(ies)

Name: Amerifoods Trading Company Internal Address:

Street Address: 600 Citadel Drive City: Commerce State: CA Zip: 90040

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

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

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:

Name:

Internal Address:

Street Address:

City: State: Zip:

6. Total number of applications and registrations involved:

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

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1. Name of conveying party(ies):
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Henry Lee Company
Internal Address:
Street Address: 3301 NW 125th Street
City: Miami State: FL Zip: 33167
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Florida
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date:

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name:
Internal Address:
Street Address:
City: State: Zip:

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$
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Washington, D.C. 20231





### **RELEASE OF LIENS IN TRADEMARKS**

**THIS RELEASE OF LIENS IN TRADEMARKS** (this "Release") is given this 30<sup>th</sup> day of November, 2001 by **CREDIT LYONNAIS LOS ANGELES BRANCH**, a California banking corporation with an office at 515 South Flower Street, Suite 2200, Los Angeles, California 90071 ("Assignor"), as Administrative Agent for (i) the Lender Parties and (ii) the Tranche A Lenders, under and as defined in the Credit Agreement dated as of November 13, 1998 among First Security Bank, National Association as the Owner Trustee and the Assignor, in favor of **SMART & FINAL INC.**, a Delaware corporation with an office at 600 Citadel Drive, Commerce, California 90040, **AMERICAN FOODSERVICE DISTRIBUTORS**, a California corporation with an office at 600 Citadel Drive, Commerce, California 90040, **SMART & FINAL STORES CORPORATION**, a California corporation with an office at 600 Citadel Drive, Commerce, California 90040, **SMART & FINAL OREGON, INC.**, an Oregon corporation with an office at 600 Citadel Drive, Commerce, California 90040, **PORT STOCKTON FOOD DISTRIBUTORS, INC.**, a California corporation with an office at 600 Citadel Drive, Commerce, California 90040, **HENRY LEE COMPANY**, a Florida corporation with an office at 3301 NW 125<sup>th</sup> Street, Miami, Florida 33167, **CASINO FROZEN FOODS, INC.**, a California corporation with an office at 600 Citadel Drive, Commerce, California 90040, and **AMERIFOODS TRADING COMPANY**, a Florida corporation with an office at 600 Citadel Drive, Commerce, California 90040 ("Assignees");

WHEREAS, Assignor and Assignees entered into a Security Agreement dated as of November 13, 1998 (the "Security Agreement"), which was recorded in the United States Patent and Trademark Office on November 17, 1998 at Reel 1816, Frame 0659, pursuant to which Assignees assigned to Assignor, for the ratable benefit of the Assignor and the other Secured Parties, and granted to Assignor for the ratable benefit of the Assignor and the other Secured Parties, a continuing and first priority security interest in all Assignees' right, title, and interest in and to the Trademarks (as defined in the Security Agreement) including those identified in Exhibit A to this Release, as security for the payment of the Secured Obligations (as defined in the Security Agreement);

WHEREAS, Assignees have fully paid all of the Secured Obligations, as that term is defined in the Security Agreement, under the Security Agreement, and Assignor desires to release its security interests in and liens upon the Collateral (as defined in the Security Agreement) assigned and granted pursuant to said Security Agreement, including, but not limited to, the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby releases its security interest in and lien upon the Trademarks, including but not limited to those Trademarks on Exhibit A hereto, and reassigns any and all interest it may have in such Trademarks to Assignees.

IN WITNESS WHEREOF, Assignor has caused this RELEASE to be duly executed and delivered by its officer thereunto duly authorized as of the date here above first written.

**CREDIT LYONNAIS  
LOS ANGELES BRANCH**

By *Dianne M. Scott*

Name: *Dianne M. Scott*

Title: *Senior Vice President and Manager*

**EXHIBIT A**  
**TRADEMARKS**

<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 3/16/99 based on use beginning 1927.
SMART & FINAL (Stylized) (Reg. No. 2,199,487)	Registered 10/27/98 based on use beginning 1927.
SMART & FINAL (Stylized) (Reg. No. 2,180,065)	Registered 8/11/98 based on use beginning 1927.
SMART & FINAL (Stylized) (Reg. No. 2,180,066)	Registered 8/11/98 based on use beginning 1927.
SMART & FINAL (Stylized) (Reg. No. 2,187,207)	Registered 9/8/98 based on use beginning 1927.
SMART & FINAL (Stylized) (Reg. No. 2,130,164)	Registered 1/20/98 based on use beginning 1927.
SMARTADVANTAGE (Reg. No. 2,327,520)	Registered 3/14/00 based on use beginning 1996.
SMART & FINAL (Stylized) (Reg. No. 2,070,012)	Registered 6/10/97 based on use beginning 1927.
SMART & FINAL (Stylized) (Reg. No. 2,069,962)	Registered 6/10/97 based on use beginning 1927.

<u>Trademark Asset</u>	<u>Status of Asset</u>
SMART & FINAL (Reg. No. 1,260,298)	Registered 12/6/83 based on use beginning 1927.
SMART & FINAL (Stylized) (Reg. No. 2,128,362)	Registered 1/13/98 based on use beginning 1927.
SMART & FINAL (Stylized) (Reg. No. 2,130,003)	Registered 1/20/98 based on use beginning 1927.
SMART & FINAL (Stylized) (Reg. No. 2,130,002)	Registered 1/20/98 based on use beginning 1927.
SMART ALLIANCE (Reg. No. 2,038,746)	Registered 2/18/97 based on use beginning 2/26/96.
SMART & FINAL & DESIGN (Reg. No. 2,045,799)	Registered 3/18/97 based on use beginning 5/15/95.
THE SMARTEST MAN IN THE WORLDS (Reg. No. 1,982,658)	Registered 6/25/96 based on use beginning 8/17/94.
SMART PARTNERS (Reg. No. 1,927,296)	Registered 10/17/95 based on use beginning 8/93.
SMARTY (Reg. No. 1,840,778)	Registered 6/21/94 based on use beginning 1980.
SMART UNIVERSITY (Reg. No. 1,811,195)	Registered 12/14/93 based on use beginning 8/91.
SMART U & DESIGN (Reg. No. 1,811,196)	Registered 12/14/93 based on use beginning 8/91.

<u>Trademark Asset</u>	<u>Status of Asset</u>
SMART & FINAL (Stylized) (Reg. No. 1,797,358)	Registered 10/5/93 based on use beginning 10/88.
DEC-O-TOPPERS (Reg. No. 1,809,395)	Registered 12/7/93 based on use beginning 7/89.
WHERE SMALL BUSINESS SHOPS & SAVES (Reg. No. 1,637,960)	Registered 3/12/91 based on use beginning 1/89.
MONTECITO (Reg. No. 1,596,691)	Registered 5/15/90 based on use beginning 12/15/88.
SMART BUY (Reg. No. 1,393,707)	Registered 5/20/86 based on use beginning 3/15/82.
TENDER-LEE (Reg. No. 1,348,349)	Registered 7/9/85 based on use beginning 5/13/75.
SMART & FINAL IRIS CO. (Reg. No. 1,260,297)	Registered 12/6/83 based on use beginning 1953.
IRIS (Reg. No. 1,232,379)	Registered 3/29/83 based on use beginning 4/1/73.
IRIS (Reg. No. 949,445)	Registered 12/26/72 based on use beginning 1/1898.
IRIS (Reg. No. 553,059)	Registered 1/8/52 based on use beginning 2/20/50.

<u><i>Trademark Asset</i></u>	<u><i>Status of Asset</i></u>
IRIS (Reg. No. 1,138,499)	Registered 8/6/80 based on use beginning 1927.
SMART & FINAL (Puerto Rico Reg. No. 37799)	Registered 1/96.
SMART & FINAL & DESIGN (Reg. No. 1,797,359)	Registered 10/5/93 based on use beginning 10/88.
<i>Trademarks owned by Henry Lee Company</i>	
SMART TRACK (Reg. No. 2,134,349)	Registered 2/3/98 based on use beginning 7/1/96.
HENRY LEE (Reg. No. 2,030,297)	Registered 1/14/97 based on use beginning 6/46.
<i>Trademarks owned by Port Stockton Food Distributors, Inc.</i>	
PORT STOCKTON (Reg. No. 2,092,832)	Registered 9/2/97 based on use beginning 5/62.
<i>Trademarks owned by American Foodservice Distributors</i>	
LA ROMANELLA (Reg. No. 2,046,604)	Registered 3/18/97 based on use beginning 10/1/95.