

03-26-2002

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



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

Tab settings

102030744

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

1. Name of conveying party(ies): Union Bank 3.11.02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other a California Banking Corporation
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Union Bank of California, N.A.
Internal Address:
Street Address: 350 California Street
City: San Francisco State: CA Zip: 94104
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other National banking association
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 Correction to Reel/Frame No. 1472/0247 - Assignment of a previously released Security Interest (not an assignment of entire interest and goodwill).
Execution Date: May 31, 1996

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1,073,408; 1,277,215; 1,179,593
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1,073,408; 1,277,215; 1,179,593
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name J. Matthew Gowdy
Internal Address Calendar/Docketing Department
P.O. Box 7880
Street Address: 50 Fremont Street
City: San Francisco State: CA Zip: 94120-7880

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41) \$90.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
(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.
J. Matthew Gowdy Signature Date 2/25/02
Name of Person Signing

03/25/2002 DBYRNE 00000023 1073408 40.00 OP 50.00 OP 01 FC:481 02 FC:482 10585921V1

TRADEMARK REEL: 2468 FRAME: 0837

OFFICE OF PATENT RECORDS 2002 MAR 11 AM 9:45 FINANCE SECTION

481/1

06-19-1996



100215188

RECEIVED TRADEMARKS

JUN 10 1996

TO THE HONORABLE CC  
Please record the a

TRADEMARKS:  
or copy thereof

RECEIPT AGCTG DIV

MAD 6-10-96

Name of Party conveying  
an interest:

UNION BANK

Entity: California Corporation

Interest Conveyed:

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

Name and Address of  
an interest:

UNION BANK OF CALIFORNIA, N.A.  
350 California Street  
San Francisco, CA 94104

Entity: National Banking Association

If not domiciled in the United  
States, a domestic representative  
designation is attached:

Yes  No

Application/registration number(s). Additional sheet attached?  Yes  No

Trademark Application No(s).

74/404,462 SPRINGFIELD FARMS

74/452,859 GOLDEN CREME

Trademark Registration No(s).

See Attached List of Registrations

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

Gregory N. Owen, Esq.  
Owen, Wickersham & Erickson, P.C.  
455 Market Street, 19th Floor  
San Francisco, CA 94105

Number of Applic./Regist. involved:

2 applications/110 registrations

Amount of fee enclosed or authorized  
to be charged:

\$2,815.00

Deposit Acct. No. (Attach dup. copy  
of this form if using Deposit Acct.)

No. 15-0800

Ref. our File No. UNION 90031

040 WT 06/17/96 74404462

(DO NOT USE THIS SPACE)

040 WT 06/17/96 74404462

0 482 2,775.00 Ch

Date of execution of attached document

May 31, 1996

I DECLARE under penalty of perjury under the laws of the United States of  
America that the foregoing information is true and correct and any attached  
copy is a true and correct copy of the original document.

Executed on 6/6/96

Gregory N. Owen  
TRADEMARK

REEL: 1472 FRAME: 0247

## REGISTRATIONS

<u>REG. NO.</u>	<u>REG. DATE</u>	<u>MARK</u>
92,532	07/15/1913	DESIGN of Anchor
122,063	06/25/1918	PEACOCK & Design
123,687	12/03/1918	BLUE ANCHOR (stylized)
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222,774	01/11/1927	BLUE ANCHOR & Design
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300,681	01/31/1933	BLUE ANCHOR FRUIT EXCHANGE & Design
340,147	11/03/1936	SMILING THRU & Design
433,767	10/28/1947	MAGIC LAKE
531,402	10/03/1950	ELMWOOD
535,532	01/02/1951	OWL & Design
739,109	10/09/1962	SUTTER-BUTTES (stylized)
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952,767	02/06/1973	VALLEY SKY (stylized)
952,768	02/06/1973	WESTERN SKY (stylized)
1,019,555	09/02/1975	PRIZE WILD BIRD FOOD & Design
1,037,618	04/06/1976	PEACOCK & Design

<u>REG. NO.</u>	<u>REG. DATE</u>	<u>MARK</u>
1,046,187	8/10/1976	SPECIAL VALUE & Design
1,047,317	08/31/1976	BOBBLE HEAD
1,051,031	10/19/1976	SPECIAL VALUE & Design
1,067,042	06/07/1977	SPRINGFIELD
1,073,408	09/13/1977	FOOD 4 LESS
1,136,749	06/10/1980	SCHAFFER & SONS
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1,179,593	11/24/1981	FOOD 4 LESS
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1,301,801	10/23/1984	THE PRO & Design
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1,326,695	03/26/1985	FILESAFE
1,332,346	04/23/1985	PRO KENNEX (stylized)
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1,408,958	09/09/1986	PROTECT-A-KID & Design
1,440,678	05/26/1987	SPORT SPECIALTIES
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1,446,512	07/07/1987	THE YOUTH SPORTS SPECIALTIES & Design
1,446,513	07/07/1987	THE TWILL SPORTS SPECIALTIES & Design
1,465,470	11/17/1987	DESIGN of Blue/Red Letter
1,481,804	03/22/1988	BLUE ANCHOR CALIFORNIA FRUIT EXCHANGE & Design
1,482,725	03/29/1988	PROTECT-A-KID & Design
1,498,612	08/02/1988	DESIGN of Oil Wells
1,503,438	09/06/1988	RUBIO'S (stylized)
1,507,647	10/11/88	BLUESCRIPT
1,507,648	10/11/88	EPICURIAN COLI
1,508,695	10/18/88	LAMBDA ZAP
1,516,756	12/13/1988	STUDIO 6 PRODUCTIONS
1,538,706	05/16/89	GIGAPACK
1,541,056	05/23/89	STRATAGENE & Design
1,543,137	06/13/89	STRATAGENE & Design

<u>REG. NO.</u>	<u>REG. DATE</u>	<u>MARK</u>
1,548,990	07/25/89	STRATACOOLES
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1,565,659	11/14/1989	CURLY NEAL'S BASKETBALL CAMP
1,568,137	11/28/1989	CURLY'S CAMP
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1,579,516	01/23/1990	MOVIELOT MAGAZINE
1,579,612	01/09/1990	MAIN STREET DAIRY, INC. & Design
1,579,889	01/30/1990	DESIGN of Outline Mtns.
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1,598,016	05/29/90	ZAP CDNA
1,602,041	06/19/1990	FILETALK (stylized)
1,662,138	10/29/91	STRATACYTE & Design
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1,667,253	03/03/92	IMMUNOZAP
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1,684,960	05/05/92	LAMBDA DASH
1,685,891	05/12/92	LAMBDA FIX
1,691,268	06/09/92	POLY(A)QUIK
1,692,845	06/09/1992	ALTA RACER (stylized)
1,692,846	06/09/1992	OSPREY (stylized)

<u>REG. NO.</u>	<u>REG. DATE</u>	<u>MARK</u>
1,712,873	09/08/92	PRIME-IT
1,715,136	09/15/92	NUCTRAP
1,715,382	09/15/92	PRIMEERASE
1,719,708	09/29/92	FLASH
1,724,834	10/20/92	SURE
1,725,354	10/20/92	PLASMID QUIK
1,745,078	01/05/1993	MOUNTAIN & Design
1,746,669	01/19/93	TRANSPACK
1,748,004	01/26/93	TAGTEAM
1,748,005	01/26/93	BIG BLUE
1,765,608	04/20/93	POSIBLOT
1,769,263	05/04/1993	SECURA
1,777,563	06/22/93	QUIKHYB
1,778,694	06/29/93	PICOFUGE
1,778,796	06/29/93	BASEFACE
1,778,797	06/29/93	FEATHERVOLT
1,778,798	06/29/93	STRATATHERM
1,778,799	06/29/93	STRATATIPS
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1,791,350	09/07/1993	NETWORK BACKUP THAT WORKS
1,791,351	09/07/1993	BACKUP THAT WORKS

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1,791,352	09/07/1993	TAPE BACKUP THAT WORKS
1,800,274	10/19/1993	CRASH COURSE
1,816,544	01/18/94	TOPP
1,817,631	01/25/94	PBLUESCRIPT
1,829,282	04/05/94	ROBOCYCLER
1,852,068	08/30/1994	VICTIMS
1,854,786	09/20/1994	COTTAGE HEARTH
1,859,367	10/25/94	STRATAGENE
1,859,368	10/25/94	STRATAGENE



ASSIGNMENT OF INTEREST FOR COLLATERAL SECURITY IN  
UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS  
NUNC PRO TUNC

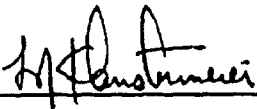
Whereas, UNION BANK, a California state-chartered banking corporation (Assignor), maintaining its principal place of business at 350 California Street, San Francisco, California 94104, has an interest for collateral security in the marks identified in the attached Schedules A and B;

Whereas, UNION BANK OF CALIFORNIA, N.A., a national banking association organized under the laws of the United States of America (formerly known as The Bank of California, N.A.)(Assignee), maintaining its principal place of business at 350 California Street, San Francisco, California 94104, purchased substantially all of Assignor's banking and trust business and assets April 1, 1996, including the indebtedness secured in part by the marks identified in the attached Schedules A and B;

Now, therefore, be it known that for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor did sell, assign and transfer unto said Assignee, all right, title and interest in and to the interests for collateral security that Assignor holds in the marks identified in the attached Schedules A and B.

UNION BANK

Dated: May 31, 1996

By 

Name: Larry Klaustermeier

Title: Senior Vice President

TRADEMARK  
REEL: 1472 FRAME: 0254

TRADEMARK  
REEL: 2468 FRAME: 0845

## SCHEDULE A

### REGISTRATIONS

<u>REG. NO.</u>	<u>REG. DATE</u>	<u>MARK</u>
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1,360,943	09/17/1985	SAINTSBURY & Design

2

TRADEMARK  
REEL: 1472 FRAME: 0256

TRADEMARK  
REEL: 2468 FRAME: 0847

<u>REG. NO.</u>	<u>REG. DATE</u>	<u>MARK</u>
1,386,736	03/18/1986	HOMASTER
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**SCHEDULE B**

**PENDING APPLICATIONS**

<b><u>APP. NO.</u></b>	<b><u>APP. DATE</u></b>	<b><u>TRADEMARK</u></b>
74/404462	06/21/1993	SPRINGFIELD FARMS
74/452859	11/01/1993	GOLDEN CREME

s:\clients\union\ubtrmscdl.att



# SHEARMAN & STERLING

725 SOUTH FIGUEROA STREET  
21ST FLOOR  
LOS ANGELES, CALIFORNIA 90017-5421  
213 239 0300

FAX: 213 239-  
213 614 0936

WRITER'S DIRECT DIAL NUMBER

NEW YORK  
SAN FRANCISCO  
WASHINGTON, D.C.  
PARIS  
LONDON  
TOKYO  
HONG KONG  
ABU DHABI

213 239-0376

November 21, 1989

VIA FEDERAL EXPRESS

Honorable Commissioner  
of Patents and Trademarks  
U.S. Patent and Trademark Office  
Crystal Plaza 3  
2021 Jefferson Davis Highway  
Arlington, Virginia 20231

Attention: Trademark Assignment Branch

Citicorp North America, Inc.  
Food 4 Less Supermarkets, Inc.

Sir:

Enclosed, please find the following documents for  
filing and recordation, in the order listed, in the United  
States Patent and Trademark Office:

1. Release of Collateral Assignment of Patents and Trademarks dated June 23, 1989 executed by Union Bank with respect to the trademarks of Food 4 Less, Inc. recorded in the United States Patent and Trademark Office on July 6, 1987 on Reel 570, Frame 487, under Registration Nos. 1277215, 1179593, and 1073408;
2. Assignment of Registered Service Marks and Trademarks dated June 23, 1989 executed by Food 4 Less Inc., a Delaware corporation, in favor of Food 4 Less Supermarkets, Inc., a Delaware corporation, with respect to the Food 4 Less trademarks and service marks registered in the United States Patent and Trademark Office under Registration Nos. 1179593, 1073408 and 1277215;

TRADE-MARK

FILE 0681 1011045

( 2 )

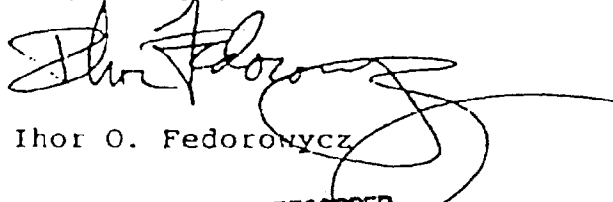
November 21, 1989

- 3. Trademark Collateral Security Agreement dated June 23, 1989 executed by Food 4 Less Supermarkets, Inc., a Delaware corporation, in favor of Citibank, N.A., as Agent, with respect to the Food 4 Less trademarks and service marks listed on Schedule A thereto and registered in the United States Patent and Trademark Office under Registration Nos. 1277215, 1179593, and 1073408; and
- 4. Trademark Collateral Security Agreement dated June 23, 1989 executed by Viva Supermarkets, Inc., a California corporation, in favor of Citibank, N.A., as Agent, with respect to the Viva Mart service mark listed on Schedule A thereto and registered in the United States Patent and Trademark Office under Registration No. 1526244.

Also enclosed, please find a Shearman & Sterling check in the amount of \$80.00 (i.e., \$8.00 per each of the ten cumulative references to trademarks or service marks in the four documents listed above) to cover the costs of filing and recordation.

Please address any inquiries concerning this matter or requests for any additional fees to my attention at the above address. Thank you.

Very truly yours,

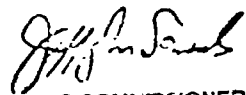


Ihor O. Fedoronycz

IOF:dc  
cc: Lucille E. Reymann (encl.)

RECORDED  
PATENT & TRADEMARK OFFICE

NOV 22 1989



ACTING COMMISSIONER, OF  
PATENTS AND TRADEMARK OFFICE

Stamp

TRADE-MARK  
FIL 0681 FRAM 046

Acknowledgment

STATE OF CALIFORNIA )  
 ) SS.  
COUNTY OF SAN FRANCISCO )

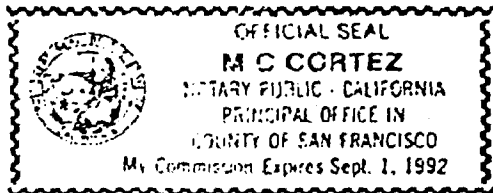
On this 13TH day of NOVEMBER, in the year 1989, before me, a Notary Public, in and for said county and state, personally appeared WILLIAM CARLIVE, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as SENIOR VICE PRESIDENT or on behalf of the corporation therein named and acknowledged to me that the corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

W. Cortez  
Signature

My Commission Expires: 9-1-92

[Notarial Seal]



TRADE-MARK

NOV 06 3 1 1989

Acknowledgment

STATE OF CALIFORNIA )  
 ) SS.  
COUNTY OF SAN FRANCISCO )

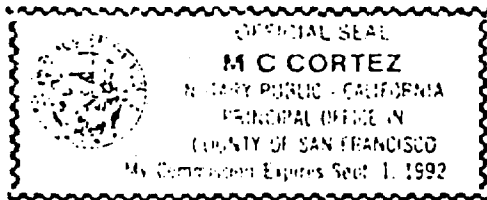
On this 13th day of NOVEMBER, in the year 1989, before me, a Notary Public, in and for said county and state, personally appeared ROGER HARTLEY, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as VICE PRESIDENT or on behalf of the corporation therein named and acknowledged to me that the corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

M. Cortez  
Signature

My Commission Expires: 9-1-92

[Notarial Seal]



TRADEMARK

REEL 0691 FRAME 044



WITNESSETH THAT THE FOREGOING RELEASE AND DISCHARGE WAS READ AND UNDERSTOOD BY THE SIGNER AND HE KNOWS THE CONTENTS AND EFFECTS THEREOF.

Release of Collateral Assignment of Patents and Trademarks

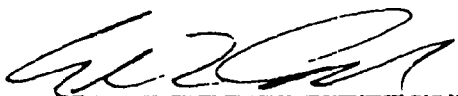
FOR VALUE RECEIVED, Union Bank ("Bank") hereby RELEASES and DISCHARGES all liens, security interests, assignments, and other rights, titles and interests held by Bank under that certain Collateral Assignment of Patents and Trademarks dated May 22, 1987, executed by F4L Kansas and assumed and confirmed by Food 4 Less, Inc. ("F4L") as evidenced by that certain Collateral Assignment of Patents and Trademarks dated June 10, 1988, executed by F4L as assignor thereunder, and Bank, as assignee thereunder, covering the trademarks, licenses and goodwill of F4L's business connected with and symbolized by the trademarks, and recorded in the U.S. Patent and Trademark Office on July 6, 1987 on Reel 570, Frame 487 of the U.S. Patent and Trademark Office records.

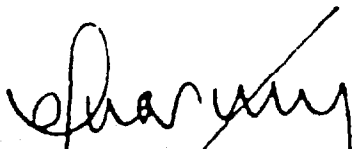
IN WITNESS WHEREOF, Bank has caused this Release to be executed as of the 23rd day of June, 1989.

UNION BANK

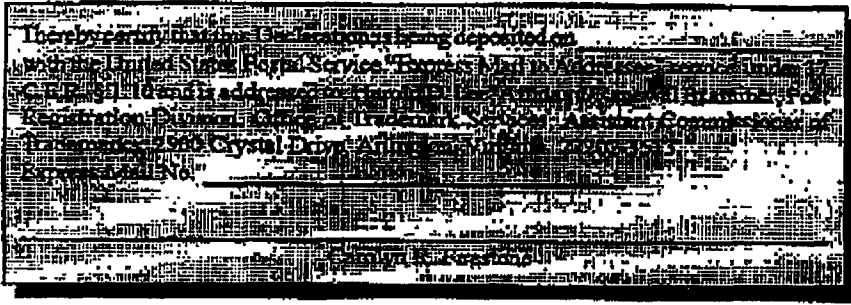
TRADE MARK

FILE 0681 101012

By:   
Title SENIOR VICE PRESIDENT

By:   
Title VICE PRESIDENT

TRADEMARK  
Docket No. 2060-180



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Registration Renewal Of: )  
 )  
 RALPHS GROCERY COMPANY )  
 )  
 Registration No. 1,073,408 )  
 )  
 Registration Date: September 13, 1977 )  
 )  
 Mark: FOOD 4 LESS )  
 )  
 Class: 42 )

Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-2313

**Declaration Of Wayne Bell In Response To Withholding Application  
For Renewal Under The Provisions Of Section 9 Of Trademark  
Registration No. 1073408 For Food 4 Less**

Sir:

I, WAYNE BELL, hereby declares as follows:

1. That I am employed by Ralphs Grocery Company as in-house counsel and have been so employed since 1989.

TRADEMARK  
Docket No.2060-180

2. That in my capacity as in-house counsel, I have the responsibility of oversight with regard to the trademarks of Ralphs Grocery Company.

3. That I was advised that the application for renewal of Trademark Registration No. 1073408 for the mark FOOD 4 LESS was withheld on the grounds that "the records of the Assignment Branch of the Patent and Trademark Office do not show a clear chain of title. There is no record on file to show ownership of the registration being transferred from FOOD 4 LESS SUPERMARKETS to UNION BANK, which then assigned the registration to UNION BANK OF CALIFORNIA. And there is another break in chain of title from UNION BANK OF CALIFORNIA to RALPHS GROCERY COMPANY which then assigned the mark to the present claimant."

4. That I have checked the records regarding the above-identified trademark and I am aware that Food 4 Less, Inc. assigned a security interest in said mark to Union Bank by a document recorded July 6, 1987, at Reel 0570, Frame 0487, and that Union Bank released its interest in that security agreement to Food 4 Less, Inc. by a document recorded November 22, 1989, at Reel 0681, Frame 0042.

5. That as evidenced by the merger agreement recorded June 29, 1995, at Reel 1369, Frame 0713, Food 4 Less Supermarkets, Inc. was merged with and into Ralphs Supermarkets, Inc. and as a result thereof, the above-identified trademark became the property of Ralphs Supermarkets, Inc. As evidenced by the document recorded August 8, 1997, at Reel 1697, Frame 0651, Ralphs Supermarkets, Inc. merged into Ralphs Grocery Company with the surviving company being Ralphs Grocery Company and as a result, the above-identified trademark became the property of Ralphs Grocery Company, the applicant in the above-referenced application for renewal.

6. That in my capacity as in-house counsel for Ralphs Grocery Company, I would have knowledge of any Assignments of any type regarding the above-identified trademark to Union Bank and/or Union Bank of California, N.A.

7. That since the release of the security interest by Union Bank as recorded November 22, 1989, as above-referenced, Ralphs Grocery Company nor any of its predecessors have obtained any loans or other credit of any type from Union Bank and/or Union Bank of California, N.A. which would require an assignment of a security interest or an assignment of the entire interest and good will of the above-identified mark as collateral.

- 2 -

R-99X

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TRADEMARK  
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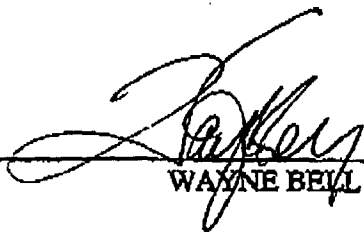
TRADEMARK  
Docket No. 2060-180

8. That I have diligently searched the records at Ralphs Grocery Company and find no evidence of any type of any assignment by Food 4 Less, Inc., Food 4 Less Supermarkets, Inc., Ralphs Supermarkets, Inc. or Ralphs Grocery Company to Union Bank or Union Bank of California, N.A. of any interest whatsoever in Trademark Registration No. 1073408 for the mark FOOD 4 LESS.

9. That it is noted from the record that the assignment recorded June 10, 1996, at Reel 1472, Frame 0247 which evidences the alleged assignment from Union Bank to Union Bank of California, N.A. purportedly assigns the entire interest and good will in Trademark Registration No. 1073408 for the mark FOOD 4 LESS. Neither Ralphs Grocery Company, Food 4 Less, Inc., Food 4 Less Supermarkets, Inc., or Ralphs Supermarkets, Inc. has, to my knowledge, ever assigned "the entire interest and good will" in any of its trademarks to a bank. The most that has ever occurred is the assignment of a security interest in trademarks as collateral for a loan.

I, Wayne Bell, being hereby warned that willful false statements and the like are punishable by fine or imprisonment, or both, under Section 1001 of the United States Code and that such willful false statements may jeopardize the validity of this document, declare that all statements made in this document of my own knowledge are true and all statements made on information and belief are believed to be true.

Executed this 11<sup>th</sup> day of May, 1998, at Compton  
California.

  
\_\_\_\_\_  
WAYNE BELL

BAR5014471