

02-27-2003

Docket No. 30.7-1/DAP/S655
(S655:Various)

FORM PTO-1594

RECOI



102374996

MRD 2.24.03

Box Assignment
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Post Office Box 7068
Pasadena, CA 91109-7068

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

<p>1. Name of conveying party(ies): Credit Lyonnais Los Angeles Branch Execution Date: November 30, 2001</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other Banking Corporation <input checked="" type="checkbox"/> Exists Under Laws of California</p> <p>Additional name(s) of conveying party(ies) attached: NO</p>	<p>2. Name and address of receiving party(ies): Name: Smart & Final Stores Corporation Street Address: 600 Citadel Drive Commerce, California 90040</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Exists Under Laws of California</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached?</p>
<p>3. Name of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Recording to correct the receiving party's name in a release of a security agreement previously recorded at Reel 2383, Frame 0769</p>	
<p>4. A. Trademark Application No.(s)</p>	<p>4. B. Trademark Registration No.(s)</p> <p>SEE ATTACHED</p>
Additional numbers attached? YES	
<p>5. Please return the recorded document and address all correspondence to: CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: David A. Plumley</p>	<p>6. Total number of applications or registrations involved..... 28</p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 715.00 715E</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>10. <input checked="" type="checkbox"/> Explanatory letter is enclosed.</p>	
<p>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.</p> <p>Date: July 17, 2003</p> <p style="text-align: right;">By <u>David A. Plumley</u> Name: David A. Plumley 626/795-9900</p> <p>I hereby certify that this correspondence is being facsimile transmitted to the United States Patent and Trademark Office on July 17, 2003.</p> <p><u>David A. Plumley</u> Signature</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 18</p>	

TRADEMARK REGISTRATIONS

LISTED IN ALPHABETICAL ORDER

MARK	SERIAL NO. REG. NO.	FILED ISSUED	CPH Docket
DEC-O-TOPPES	74/056158 1809395	05/07/1990 12/07/1993	S655:30856
Design (caricature)	75/065063 2045799	02/29/1996 03/18/1997	S655:28792
IRIS	268609 1232379	07/01/1980 03/29/1983	S655:30841
IRIS	596917 553059	05/05/1950 01/08/1952	S655:30842
IRIS	949445 949445	08/13/1971 12/26/1972	S655:30849
MONTECITO	73/777077 1596691	01/27/1989 05/15/1990	S655:30840
SMART & FINAL	396652 1260298	09/30/1982 12/06/1983	S655:28814
SMART & FINAL (stylized)	75/228178 2180065	01/21/1997 08/11/1998	S655:28998
SMART & FINAL (stylized)	75/147695 2128362	08/09/1996 01/13/1998	S655:28999
SMART & FINAL (stylized)	75/156279 2070012	08/26/1996 06/10/1997	S655:29000
SMART & FINAL (stylized)	75/191220 2130164	11/01/1996 01/20/1998	S655:29001
SMART & FINAL (stylized)	75/228186 2180066	01/21/1997 08/11/1998	S655:29002
SMART & FINAL (stylized)	75/147698 2130003	08/09/1996 01/20/1998	S655:29003
SMART & FINAL (stylized)	75/281472 2199487	04/25/1997 10/27/1998	S655:29004
SMART & FINAL (stylized)	75/147697 2130002	08/09/1996 01/20/1998	S655:29005
SMART & FINAL (stylized)	75/228185 2187207	01/21/1997 09/08/1998	S655:29006
SMART & FINAL (stylized)	75/481270 2232366	05/07/1998 03/16/1999	S655:29007
SMART & FINAL (stylized)	75/147696 2069962	08/09/1996 06/10/1997	S655:29008
SMART & FINAL (stylized)	74/290045 1797358	06/30/1992 10/05/1993	S655:30858

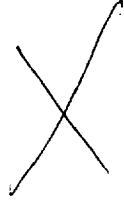
TRADEMARK REGISTRATIONS

LISTED IN ALPHABETICAL ORDER

MARK	SERIAL NO. REG. NO.	FILED ISSUED	CPH Docket
SMART ADVANTAGE	75/191219 2327520	11/01/1996 03/14/2000	S655:29752
SMART ALLIANCE	75/067459 2038746	03/04/1996 02/18/1997	S655:28776
SMART AND FINAL IRIS CO.	396650 1260297	09/30/1982 12/06/1983	S655:30852
SMART BUY	535967 1393707	05/06/1985 05/20/1986	S655:30854
SMART PARTNERS	74/513818 1927296	04/18/1994 10/17/1995	S655:26588
SMART U	74/371407 1811196	03/24/1993 12/14/1993	S655:30860
SMART UNIVERSITY	74/371244 1811195	03/24/1993 12/14/1993	S655:30859
SMARTY	74/430367 1840778	08/27/1996 06/21/1994	S655:30861
TENDER-LEE	515539 1348349	12/28/1984 07/09/1985	S655:30855

RECORDED

2-24-03



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<p>4. A. Trademark Application No.(s)</p>	<p>6. Total number of applications or registrations involved..... 28</p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 715.00</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>5. Please return the recorded document and address all correspondence to: CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: David A. Plumley</p> <p>10. <input checked="" type="checkbox"/> Explanatory letter is enclosed.</p> <p>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. Date: February 18, 2003</p> <p><i>I hereby certify that this correspondence is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to Commissioner of Patents and Trademarks, Washington, D.C. 20231 on February 18, 2003.</i></p> <p><i>David A. Plumley</i> Signature</p>	<p>By <u>David A. Plumley</u> Name: David A. Plumley 626/795-9900</p> <p>Total number of pages including cover sheet, attachments, and document: 18</p>

FINANCE SECTION
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FEB 21 2003
626-795-9900

TRADEMARK REGISTRATIONS

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SMART & FINAL (stylized)	75/147697 2130002	08/09/1996 01/20/1998	S655:29005
SMART & FINAL (stylized)	75/228185 2187207	01/21/1997 09/08/1998	S655:29006
SMART & FINAL (stylized)	75/481270 2232366	05/07/1998 03/16/1999	S655:29007
SMART & FINAL (stylized)	75/147696 2069962	08/09/1996 06/10/1997	S655:29008
SMART & FINAL (stylized)	74/290045 1797358	06/30/1992 10/05/1993	S655:30858

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SMART BUY	535967 1393707	05/06/1985 05/20/1986	S655:30854
SMART PARTNERS	74/513818 1927296	04/18/1994 10/17/1995	S655:26588
SMART U	74/371407 1811196	03/24/1993 12/14/1993	S655:30860
SMART UNIVERSITY	74/371244 1811195	03/24/1993 12/14/1993	S655:30859
SMARTY	74/430367 1840778	08/27/1996 06/21/1994	S655:30861
TENDER-LEE	515539 1348349	12/28/1984 07/09/1985	S655:30855

RELEASE OF LIENS IN TRADEMARKS

THIS RELEASE OF LIENS IN TRADEMARKS (this "Release") is given this 30th 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 125th 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;

562186.01-New York 57A

TRADEMARK
REEL: 002383 FRAME: 0777

TRADEMARK
REEL: 002685 FRAME: 0007

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

TRADEMARK
REEL: 002383 FRAME: 0778

TRADEMARK
REEL: 002685 FRAME: 0008

EXHIBIT A
TRADEMARKS

<u>Trademark Asset</u>	<u>Status of Asset</u>
<i>Trademarks owned by Smart & 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.

562186 01-New York 57A

TRADEMARK
REEL: 002383 FRAME: 0779

TRADEMARK
REEL: 002685 FRAME: 0009

<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.

562186 01-New York STA

TRADEMARK
REEL: 002383 FRAME: 0780

TRADEMARK
REEL: 002685 FRAME: 0010

<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.

562186 01 New York 57A

TRADEMARK
REEL: 002383 FRAME: 0781

TRADEMARK
REEL: 002685 FRAME: 0011

<u>Trademark Asset</u>	<u>Status of Asset</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.

562186.01-New York S/A

RECORDED: 12/17/2001

TRADEMARK
REEL: 002383 FRAME: 0782

RECORDED: 02/24/2003

TRADEMARK
REEL: 002685 FRAME: 0012