

01-15-2004



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TRADEMARK

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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 <i>1-13-04</i></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: Port Stockton Food Distributors, Inc.</p> <p>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>Execution Date: November 30, 2001</p>	<p>4. B. Trademark Registration No.(s) 2,092,832</p>
<p>4. A. Trademark Application No.(s)</p>	<p>Additional numbers attached? NO</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>6. Total number of applications or registrations involved..... 1</p>
<p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p>	<p>7. <input type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees in an amount no greater than \$40.00 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>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: January 9, 2004 By <u><i>David A. Plumley</i></u> Name: David A. Plumley 626/795-9900</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 U.S. Patent and Trademark Office, Assignment Division, Box Assignments, CG-4, 1213 Jefferson Davis Highway, Suite 320, Washington, D.C. 20231 on January 9, 2004.</i></p> <p>Signature <u><i>Carol J. Stearns</i></u></p> <p>Total number of pages including cover sheet, attachments, and document: 15</p>	

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06-04-2003

Docket No. 28784/DAP/S655
S655:30.7-1



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

<p>1. Name of conveying party(ies): 62.03 Credit Lyonnais Los Angeles Branch</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: Port Stockton Food Distributors, Inc. Street Address: 600 Citidel 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>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: Error Correction (see explanatory letter)</p> <p>Execution Date: November 30, 2001</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>4. A. Trademark Application No.(s)</p>	<p>4. B. Trademark Registration No.(s) 2,092,832</p> <p>Additional numbers attached? NO</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>6. Total number of applications or registrations involved..... 1</p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 40.00</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>10. <input checked="" type="checkbox"/> Explanatory letter is enclosed. 06/03/2003 DBYRNE 00000116 2092832</p> <p>9. Statement and signature. 40.00 DP 01 6:521 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: May 28, 2003</p> <p>By David A. Plumley Name: David A. Plumley 626/795-9900</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 Director of the United States Patent and Trademark Office, Alexandria, Virginia 22313-1450 on May 28, 2003.</i></p> <p>Signature David A. Plumley</p> <p>Total number of pages including cover sheet, attachments, and document: 17</p>	

FINANCE SECTION
JUN 11 2 41:10:00
OFFICE OF PUBLIC RECORDS

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;

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REEL: 002906 FRAME: 0787

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

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TRADEMARK
REEL: 002906 FRAME: 0788

EXHIBIT A
TRADEMARKS

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

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TRADEMARK
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TRADEMARK
REEL: 002906 FRAME: 0789

<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.

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TRADEMARK
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TRADEMARK
REEL: 002906 FRAME: 0790

<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.

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TRADEMARK
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TRADEMARK
REEL: 002906 FRAME: 0791

<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.

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RECORDED: 12/17/2001

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RECORDED: 01/09/2004

TRADEMARK
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