

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Associated Grocers, Incorporated		09/30/2007	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Unified Western Grocers, Inc.
Street Address:	5200 Sheila Street
City:	Commerce
State/Country:	CALIFORNIA
Postal Code:	90040
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2262063	AG THE FOOD PEOPLE
Registration Number:	2367184	GRAND REWARDS
Registration Number:	2250110	GROWERS PRIDE U.S. NO. 1 POTATOES
Registration Number:	2480442	JAVAWORKS
Registration Number:	2688110	NATURAL DIRECTIONS
Registration Number:	2206081	NEIGHBORHOOD MARKET FAST FRESH FRIENDLY
Registration Number:	1768232	PACIFIC GROCERS EMPLOYEE BENEFITS TRUST
Registration Number:	1952158	PAY NET
Registration Number:	2652278	PET KINGDOM ALL THE NUTRITION ALL THE VALUE ALL RIGHT HERE!
Registration Number:	1617161	SAVINGS PLUS CLUB
Registration Number:	3122251	THRIFTWAY
Registration Number:	2233266	THRIFTY FOODS

CORRESPONDENCE DATA

CH \$315.00 2262063

Fax Number: (626)577-8800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (626) 795-9900
Email: pto@cph.com
Correspondent Name: Christie, Parker & Hale, LLP
Address Line 1: P.O. Box 7068
Address Line 4: Pasadena, CALIFORNIA 91109-7068

ATTORNEY DOCKET NUMBER:	40.6*1/U356
NAME OF SUBMITTER:	Michael J. MacDermott
Signature:	/Michael J. MacDermott/
Date:	10/03/2007

Total Attachments: 5
source=U356 Assignment#page1.tif
source=U356 Assignment#page2.tif
source=U356 Assignment#page3.tif
source=U356 Assignment#page4.tif
source=U356 Assignment#page5.tif

TRADEMARK

TRADEMARK ASSIGNMENT

WHEREAS, Associated Grocers, Incorporated, a Washington corporation, of 3301 South Norfolk, Seattle, Washington 98118, is the owner of various trademarks which are the subject of federal and state registrations in the United States of America and in other countries around the world, as set forth on Schedule A hereto;

WHEREAS, Unified Western Grocers, Inc., a California corporation, of 5200 Sheila Street, Commerce, California 90040, is desirous of acquiring said marks;

NOW, THEREFORE, in connection with that certain Asset Purchase Agreement, dated as of August 2, 2007, by and among Associated Grocers, Incorporated, its subsidiaries and Unified Western Grocers, Inc. and for other good and valuable consideration, receipt of which is hereby acknowledged, said Associated Grocers, Incorporated does hereby assign unto said Unified Western Grocers, Inc. all right, title and interest in and to said marks, together with the goodwill of the business symbolized by the marks and the registrations thereof identified on Schedule A hereto, and all claims and causes of action for infringement thereof, as well as all common law and other use rights in said marks around the world. In the event of a conflict between the terms and conditions of this Trademark Assignment and the terms and conditions of the Purchase Agreement, the terms and conditions of the Purchase Agreement shall govern, supersede and prevail. Notwithstanding anything to the contrary, nothing herein is intended to, nor shall it, extend, amplify or otherwise alter the representations, warranties, covenants and obligations of the parties contained in the Purchase Agreement or the survival thereof.

ASSOCIATED GROCERS, INCORPORATED

Date: September 30, 2007

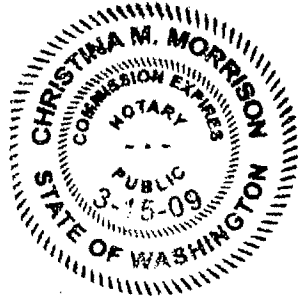
By 

John S. Runyan
President and Chief Executive Officer

TRADEMARK ASSIGNMENT
Docket No. 40.6*1/U356

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On September 30, 2007, before me Christina M. Morrison, Notary Public, personally appeared John S. Runyan, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal.

Christina M. Morrison
Signature of Notary

TRADEMARK ASSIGNMENT
Docket No. 40.6*1/U356

SCHEDULE A

Trademarks

Mark/ Owner	Country/ Intl Class	Appl. No./ Date Filed	Reg. No./ Reg. Date
AG Associated Grocers, Incorporated	USA WA IC35		18,062 05/03/1988
AG THE FOOD PEOPLE Associated Grocers, Inc.	USA IC35	75/341,361 08/07/1997	2,262,063 07/20/1999
	IC39		
COUNTRY GRAIN Associated Grocers, Incorporated	USA WA IC46		18866 04/14/1989
DISCOVER NEW SAVINGS – EVERY DAY	USA WA IC35	04/30/2004	032249 05/03/2004
FAMILY GROCER Associated Grocers, Incorporated	USA WA IC35		19942 07/16/1990
GRAND REWARDS Associated Grocers, Incorporated	USA IC35	75/472,280 04/22/1998	2,367,184 07/11/2000
GROWERS PRIDE & Design Associated Grocers, Incorporated	USA IC31	75/238,200 02/07/1997	2,250,110 06/01/1999
JAVAWORKS Associated Grocers, Incorporated	USA IC30	74/619,572 01/12/1999	2,480,442 08/21/2001
	IC42		
MARKETPLACE Associated Grocers, Incorporated	USA, WA IC42		26,170 06/05/1997

TRADEMARK ASSIGNMENT
Docket No. 40.6*1/U356

Mark/ Owner	Country/ Intl Class	Appl. No./ Date Filed	Reg. No./ Reg. Date
MEGA FOODS	USA WA IC35		31,576 5/21/2003
Associated Grocers, Incorporated			
NATURAL DIRECTIONS	USA	76/298,876	2,688,110 02/18/2003
Associated Grocers, Incorporated	IC30	08/14/2001	
	IC32		
	IC35		
NEIGHBORHOOD MARKET – FAST – FRESH – FRIENDLY and Design	USA	75/175,703	2,206,081 11/24/1998
	IC35	10/02/1996	
Associated Grocers, Incorporated			
PACIFIC GROCERS EMPLOYEE BENEFITS TRUST	USA	74/239,246	1,768,232 04/27/1993
Associated Grocers, Incorporated	IC36	01/17/1992	
PAY NET	USA	74/411,533	1,952,158 01/30/1996
Associated Grocers, Incorporated	IC36	09/09/1993	
PET KINGDOM – ALL THE NUTRITION – ALL THE VALUE – ALL RIGHT HERE and Design	USA	75/828,138	2,652,278 11/19/2002
	IC35	10/22/1999	
Associated Grocers, Incorporated			
RAINIER VALLEY FARMS	Malaysia	2000/03473	00003473 04/11/2003
	IC29	03/27/2000	
RAINIER VALLEY FARMS	Malaysia	2000/03472	00003472 02/07/2003
	IC30	03/27/2000	
RAINIER VALLEY FARMS	Singapore	T00/044471	T00/044471 03/21/2000
	IC30	03/21/2000	
RAINIER VALLEY FARMS	Singapore	T00/04446J	T00/04446J 02/10/2000
	IC29	02/10/2000	
RAINIER VALLEY FARMS	Taiwan	89016541 03/28/2000	951871 08/16/2001
	IC30		
RAINIER VALLEY FARMS	Thailand	422766 06/13/2000	Kor137,415 06/18/2001
	IC30		
RAINIER VALLEY FARMS	Thailand	422765 06/13/2000	Kor157823 05/01/2002
	IC29		

TRADEMARK ASSIGNMENT
Docket No. 40.6*1/U356

Mark/ Owner	Country/ Intl Class	Appl. No./ Date Filed	Reg. No./ Reg. Date
RAINIER VALLEY FARMS & Design	Taiwan	89016542 03/28/2000	01008440 07/16/2002
RED APPLE MARKET Associated Grocers, Incorporated	USA WA IC42		27073 06/12/1998
RED APPLE MARKET Associated Grocers, Incorporated	USA AK IC42		3024 06/16/1998
RED APPLE MARKET Associated Grocers, Incorporated	USA OR IC142		S32469 05/07/1998
SAVE U MORE	USA WA IC35		32,220 04/20/2004
SAVINGS PLUS CLUB Associated Grocers, Incorporated	USA IC42	807,444 06/19/1989	1,617,161 10/09/1990
SPARKLE Associated Grocers, Incorporated	USA MT tt30		T220-28-22691 04/28/2003
SPARKLE Associated Grocers, Incorporated	USA OR IC30		T36723 04/28/2003
SPARKLE Associated Grocers, Incorporated	USA WA IC30		31,534 04/28/2003
SPARKLE and Design Associated Grocers, Incorporated	USA WA IC30		3446 02/16/1959
SPARKLE ICE CREAM Associated Grocers, Incorporated	USA HI IC30		4009565 04/28/2003
THRIFTWAY Associated Grocers, Incorporated	USA WA		1,870 06/22/1976
THRIFTWAY Associated Grocers, Incorporated	USA IC35	75/669,221 03/29/1999	3,122,251 08/01/2006
THRIFTY FOODS Associated Grocers, Inc. by assignment from Brown & Cole, Inc.	USA IC35	75/242,397 02/13/1997	2,233,266 03/23/1999
YOUR FIRST STOP FOR SAVINGS	USA WA IC35	04/30/2004	032250 05/03/2004