

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the recordation by removing Trademark Registration No. 2,688,110 from Assignment previously recorded on Reel 003633 Frame 0383. Assignor(s) hereby confirms the assignment of 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**

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

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2262063	AG THE FOOD PEOPLE

**CORRESPONDENCE DATA**

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: Michael J. MacDermott  
 Address Line 1: P.O. Box 7068  
 Address Line 4: Pasadena, CALIFORNIA 91109-7068

<b>ATTORNEY DOCKET NUMBER:</b>	U356:40.6-1
<b>NAME OF SUBMITTER:</b>	Michael J. MacDermott
<b>Signature:</b>	/Michael J. MacDermott/

Date:

10/15/2007

**Total Attachments: 7**

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TO:CHRISTIE, PARKER & HALE, LLP COMPANY:P.O. BOX 7068

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

**10/03/2007**  
**900088483**

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	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**

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

CH \$315.00 2262063

**CORRESPONDENCE DATA**

TO: CHRISTIE, PARKER &amp; HALE, LLP COMPANY: P.O. BOX 7068

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 &amp; 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

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**TRADEMARK ASSIGNMENT**

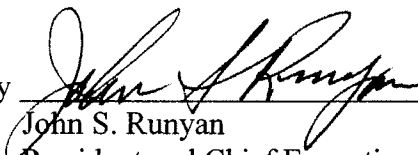
**WHEREAS**, Associated Grocers, Incorporated, a Washington corporation, of 3301 South Norfolk, Seattle, Washington 98118, is the owner of various trademarks which are the subject of federal and state registrations in the United States of America and in other countries around the world, as set forth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

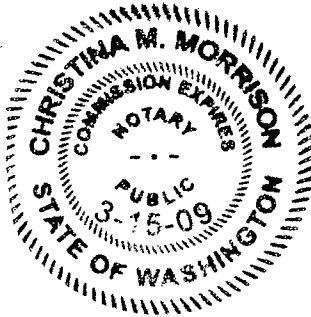
Date: September 30, 2007

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

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**Docket No. 40.6\*1/U356**

**SCHEDULE A**

**Trademarks**

<b>Mark/ Owner</b>	<b>Country/ Intl Class</b>	<b>Appl. No./ Date Filed</b>	<b>Reg. No./ Reg. Date</b>
AG Associated Grocers, Incorporated	USA WA IC35		18,062 05/03/1988
AG THE FOOD PEOPLE Associated Grocers, Inc.	USA IC35 IC39	75/341,361 08/07/1997	2,262,063 07/20/1999
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 IC42	74/619,572 01/12/1999	2,480,442 08/21/2001
MARKETPLACE Associated Grocers, Incorporated	USA, WA IC42		26,170 06/05/1997

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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			
<del>NATURAL DIRECTIONS</del>	<del>USA</del>	<del>76/298,876</del>	<del>2,688,110 02/18/2003</del>
<del>Associated Grocers, Incorporated</del>	<del>IC30</del>	<del>08/14/2001</del>	<del>Remove from Assignment</del>
	<del>IC32</del>		
	<del>IC35</del>		<del>10/15/07</del>
NEIGHBORHOOD MARKET – FAST – FRESH – FRIENDLY and Design	USA IC35	75/175,703 10/02/1996	2,206,081 11/24/1998
Associated Grocers, Incorporated			
PACIFIC GROCERS EMPLOYEE BENEFITS TRUST	USA IC36	74/239,246 01/17/1992	1,768,232 04/27/1993
Associated Grocers, Incorporated			
PAY NET	USA IC36	74/411,533 09/09/1993	1,952,158 01/30/1996
Associated Grocers, Incorporated			
PET KINGDOM – ALL THE NUTRITION – ALL THE VALUE – ALL RIGHT HERE and Design	USA IC35	75/828,138 10/22/1999	2,652,278 11/19/2002
Associated Grocers, Incorporated			
RAINIER VALLEY FARMS	Malaysia IC29	2000/03473 03/27/2000	00003473 04/11/2003
RAINIER VALLEY FARMS	Malaysia IC30	2000/03472 03/27/2000	00003472 02/07/2003
RAINIER VALLEY FARMS	Singapore IC30	T00/044471 03/21/2000	T00/044471 03/21/2000
RAINIER VALLEY FARMS	Singapore IC29	T00/04446J 02/10/2000	T00/04446J 02/10/2000
RAINIER VALLEY FARMS	Taiwan IC30	89016541 03/28/2000	951871 08/16/2001
RAINIER VALLEY FARMS	Thailand IC30	422766 06/13/2000	Kor137,415 06/18/2001
RAINIER VALLEY FARMS	Thailand IC29	422765 06/13/2000	Kor157823 05/01/2002



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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