

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Smart & Final Stores Corporation		05/29/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Smart & Final Stores LLC
Street Address:	600 Citadel Drive
City:	Commerce
State/Country:	CALIFORNIA
Postal Code:	90040
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Registration Number:	2634835	AMBIANCE
Registration Number:	3079086	AMBIANCE
Registration Number:	2631245	AMBIANCE
Registration Number:	2704013	BAY HARBOR
Registration Number:	3121923	CASH & CARRY SMART FOODSERVICE
Registration Number:	3135169	CASH & CARRY SMART FOODSERVICE
Registration Number:	2970108	CASH & CARRY UNITED GROCERS
Registration Number:	3171199	CULINARY CONCEPTS
Registration Number:	2684702	DAVIS LAY
Registration Number:	1626437	DAVIS LAY
Registration Number:	1809395	DEC-O-TOPPEs
Registration Number:	1232379	IRIS
Registration Number:	0553059	IRIS
Registration Number:	0949445	IRIS

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Registration Number:	1138499	IRIS
Registration Number:	2046604	LA ROMANELLA
Registration Number:	2712588	LA ROMANELLA
Registration Number:	1596691	MONTECITO
Registration Number:	2611751	MONTECITO
Registration Number:	2597177	MONTECITO
Registration Number:	2840101	PRO PRIDE
Registration Number:	2840102	PRO PRIDE
Registration Number:	2840103	PRO PRIDE
Registration Number:	2838632	PRO VALUE
Registration Number:	2834510	PRO VALUE
Registration Number:	2668095	RUSHING WATERS
Registration Number:	2908397	SEQUANA
Registration Number:	1260298	SMART & FINAL
Registration Number:	2180065	SMART & FINAL
Registration Number:	2128362	SMART & FINAL
Registration Number:	2070012	SMART & FINAL
Registration Number:	2130164	SMART & FINAL
Registration Number:	2130003	SMART & FINAL
Registration Number:	2199487	SMART&FINAL
Registration Number:	2130002	SMART & FINAL
Registration Number:	2187207	SMART & FINAL
Registration Number:	2180066	SMART & FINAL
Registration Number:	2232366	SMART & FINAL
Registration Number:	2069962	SMART & FINAL
Registration Number:	1797359	SMART & FINAL
Registration Number:	2327520	SMARTADVANTAGE
Registration Number:	2038746	SMART ALLIANCE
Registration Number:	2877183	SMART ALLIANCE
Registration Number:	1260297	SMART & FINAL IRIS CO.
Registration Number:	1393707	SMART BUY
Registration Number:	2743863	SMART CASH
Registration Number:	3121943	SMART FOODSERVICE
Registration Number:	2618821	SMART PRO
Registration Number:	1811196	SMART U

Registration Number:	1811195	SMART UNIVERSITY
Registration Number:	3303539	SMART VALUE
Registration Number:	1840778	SMARTY
Registration Number:	2633979	SNACK'RS
Registration Number:	1348349	"TENDER-LEE"
Serial Number:	77182997	ALL-IN-ONE SUPER SYRUP
Serial Number:	77296737	HOT PRICE
Serial Number:	78660295	SMART BOGO
Serial Number:	78332957	SMART CASH & CARRY
Serial Number:	78517234	SMART FOODSERVICE CASH & CARRY
Serial Number:	78350892	SMART PRO CASH & CARRY
Registration Number:	1797358	SMART & FINAL

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: Christie, Parker & Hale, LLP
Address Line 1: P.O. Box 7068
Address Line 4: Pasadena, CALIFORNIA 91109-7068

ATTORNEY DOCKET NUMBER:	S655:30.7*5
NAME OF SUBMITTER:	David A. Plumley
Signature:	/David A. Plumley/
Date:	11/15/2007

Total Attachments: 1
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File # 200714910157



State of California Secretary of State

LLC-1A

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION - CONVERSION

ENDORSED - FILED In the office of the Secretary of State of the State of California MAY 29 2007

IMPORTANT - Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Lid." and "Co.," respectively.)

Smart & Final Stores LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)

ONE MANAGER

MORE THAN ONE MANAGER

ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE

600 Citadel Drive

CITY AND STATE

Commerce, CA

ZIP CODE

90040

5. NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both items 5 and 6 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and item 5 must be completed (leave item 6 blank).)

CT CORPORATION SYSTEM

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA

CITY

STATE

ZIP CODE

CA

CONVERTING ENTITY INFORMATION

7. NAME OF CONVERTING ENTITY

Smart & Final Stores Corporation

8. FORM OF ENTITY

Corporation

9. JURISDICTION

California

10. CA SECRETARY OF STATE FILE NUMBER, IF ANY

C1488830

11. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

10,000 shares of common stock

Majority

ADDITIONAL INFORMATION

12. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

13. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED

DATE May 29, 2007

SIGNATURE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON



Richard N. Phegley, Senior Vice President and CFO TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

LLC-1A (REV 04/2007)

APPROVED BY SECRETARY OF STATE