

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: 15

Property Type	Number	Word Mark
Registration Number:	2927915	SMART & FINAL CHEF'S REVIEW
Registration Number:	2927914	SMART & FINAL CHEF'S REVIEW
Registration Number:	2943744	SMART & FINAL. CHEF'S REVIEW
Registration Number:	2927878	SMART & FINAL. CHEF'S REVIEW
Registration Number:	2927877	SMART & FINAL. CHEF'S REVIEW
Registration Number:	2954882	CHEF'S REVIEW SMART & FINAL.
Registration Number:	2927876	SMART & FINAL. CHEF'S REVIEW
Registration Number:	2927875	SMART & FINAL. CHEF'S REVIEW
Registration Number:	3052873	CHEF'S REVIEW
Registration Number:	3052732	CHEF'S REVIEW
Registration Number:	3052675	CHEF'S REVIEW
Registration Number:	3052674	CHEF'S REVIEW
Registration Number:	3052673	CHEF'S REVIEW
Registration Number:	3052672	CHEF'S REVIEW

CH \$390.00 2927915

Registration Number:	3052671	CHEF'S REVIEW
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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:	02/12/2010

Total Attachments: 2
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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 "Ltd." 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

[x] 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



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 29 2007

Debra Bowen

DEBRA BOWEN
Secretary of State