

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks (the original Trademark Security Supplement was recorded on 11/14/2007 at Reel/Frame: 003660/0670).

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Collateral Agent		04/18/2011	National Banking Association:

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

Name:	Henry's Holdings LLC
Street Address:	600 Citadel Drive
City:	Commerce
State/Country:	CALIFORNIA
Postal Code:	90040
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	78814838	HENRY'S ALL NATURAL
Registration Number:	3023486	HENRY'S FARMERS MARKET
Registration Number:	2784309	HENRY'S MARKETPLACE
Registration Number:	2610002	HENRY'S MARKETPLACE
Registration Number:	2659763	HENRY'S MARKETPLACE
Registration Number:	2601345	HENRY'S MARKETPLACE
Registration Number:	2543183	HENRY'S MARKETPLACE

900191142

**TRADEMARK
 REEL: 004535 FRAME: 0103**

CH \$365.00 78814838

Registration Number:	2433795	HENRY'S MARKETPLACE
Registration Number:	2621619	HENRY'S MARKETPLACE
Registration Number:	1226340	
Registration Number:	3125951	SUN HARVEST FARMS
Serial Number:	78558157	SUN HARVEST MARKET
Serial Number:	77012069	TRUST HENRY'S FOR LIFE
Registration Number:	2794653	TRUST HENRY'S MARKETPLACE FOR LIFE

CORRESPONDENCE DATA

Fax Number: (213)430-6407
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: gdurham@omm.com
Correspondent Name: Gina M. Durham, Esq.
Address Line 1: 400 South Hope Street
Address Line 2: O'Melveny & Myers LLP
Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	SPROUTS (028,287-361)
NAME OF SUBMITTER:	Gina M. Durham
Signature:	/Gina M. Durham/
Date:	05/05/2011

Total Attachments: 3
source=Sprouts (TM-Release - BofA)#page1.tif
source=Sprouts (TM-Release - BofA)#page2.tif
source=Sprouts (TM-Release - BofA)#page3.tif

RELEASE OF SECURITY INTEREST IN TRADEMARKS

April 18, 2011

WHEREAS, **HENRY'S HOLDINGS LLC**, a Delaware limited liability company (the "**Grantor**"), among others, granted a security interest in and lien upon certain trademarks and related rights to **BANK OF AMERICA, N.A.**, as collateral agent ("**Secured Party**"), as set forth in that certain Supplement No. 1 to ABL Trademark Security Agreement dated as of October 26, 2007, by, among others, Grantor in favor of Secured Party (the "**Trademark Security Supplement**");

WHEREAS, an executed copy of the Trademark Security Supplement was recorded in the United States Patent and Trademark Office on November 14, 2007 at Reel 003660 Frame 0670;

WHEREAS, Grantor has requested that Secured Party release and reassign to Grantor its interest in the trademarks identified in Schedule I-A annexed hereto and made a part hereof; and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Secured Party hereby:

1. releases and reassigns to Grantor any and all liens, security interests, right, title and interest of Secured Party pursuant to the Trademark Security Supplement in the trademarks identified in Schedule I-A and/or any goodwill associated with any of the trademarks identified in Schedule I-A, without recourse or representation or warranty, express or implied, of any kind;

2. agrees that any power of attorney or similar rights granted by Grantor to Secured Party with respect to the trademarks identified in Schedule I-A pursuant to or in connection with the Trademark Security Supplement is terminated; and

3. authorizes and requests that the United States Patent and Trademark Office note and record the existence of the release hereby given;

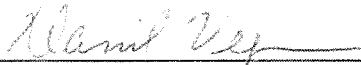
provided that nothing herein shall be deemed a release of any lien, security interest, right, title or interest of Secured Party in any trademark or related rights owned by any other "Grantor" referred to in the Trademark Security Supplement, which lien, security interest, right, title and interest remain in full force and effect.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, Secured Party has caused this Release of Security Interest in Trademarks to be executed by its duly authorized officer as of the date above first written.

SECURED PARTY:

BANK OF AMERICA, N.A., as collateral agent

By: 
Name: David Vega
Title: Managing Director

SCHEDULE I-A
TO
RELEASE OF SECURITY INTEREST IN TRADEMARKS

LIST OF TRADEMARKS AND TRADEMARK APPLICATIONS

Federal Trademarks of Henry's Holdings LLC:

1. Henry's All Natural (stylized)—Pending app. No. 78/814838 (filed 2/14/06)
2. Henry's Farmers Market—Reg no. 3023486 (registered 12/06/05)
3. Henry's Marketplace—Reg no. 2784309 (registered 11/18/03) and reg. no. 2402310 (registered 11/07/00)
4. Henry's Marketplace (and Design):
Reg. no 2610002 (registered 8/20/02)
Reg. no 2659763 (registered 12/10/02)
Reg. no 2601345 (registered 7/30/02)
Reg. no 2543183 (registered 2/26/02)
Reg. no 2433795 (registered 3/6/01)
Reg. no 2621619 (registered 9/17/02)
5. Sun Harvest Farms—Reg no. 1226340 (registered 2/1/83) and Reg no 3125951 (registered 8/8/06)
6. Sun Harvest market – Pending application no 78/558157 (office action suspending further action mailed on 2/23/06)
7. Trust Henry's for Life—Pending application no 77/012069 (office action issued 2/3/07; response due on 8/3/07)
8. Trust Henry's Marketplace for Life—Reg. no 2794653 (registered 12/16/03)

Texas State Trademarks of Henry's Holdings LLC:

1. Sun Harvest—reg no TX031352 (registered 6/20/02)
2. Sun Harvest Farms—reg no TX031351 (registered 6/20/02)
3. Sun Harvest Markets-- reg no TX031403 (registered 6/20/02)

Doman Names

Domain	Registrant	Expiration
www.henrysmarketplace.com	Wild Oats Markets, Inc.	10/6/13
www.henrysmarket.com	Henry's Marketplace (Administrative Contact is Wild Oats Markets, Inc.)	10/20/12
www.sun-harvest.com	Sun Harvest	9/21/12
www.henrysmarkets.com	Ipoxy Engineering	9/30/08

1289435.3