

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BANK OF AMERICA, N.A.		11/15/2012	National 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:	CASH & CARRY STORES LLC
Street Address:	600 Citadel Drive
City:	Commerce
State/Country:	CALIFORNIA
Postal Code:	90040
Entity Type:	LIMITED LIABILITY COMPANY: OREGON

PROPERTY NUMBERS Total: 87

Property Type	Number	Word Mark
Registration Number:	3499771	ALL-IN-ONE SUPER SYRUP
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

CH \$2190.00 3499771

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**TRADEMARK
 REEL: 004901 FRAME: 0239**

Registration Number:	3052732	CHEF'S REVIEW
Registration Number:	3171199	CULINARY CONCEPTS
Registration Number:	1626437	DAVIS LAY
Registration Number:	2684702	DAVIS LAY
Registration Number:	1809395	DEC-O-TOPPES
Registration Number:	3776716	FIRST STREET
Registration Number:	3776717	FIRST STREET
Registration Number:	3776718	FIRST STREET
Registration Number:	3776719	FIRST STREET
Registration Number:	3776720	FIRST STREET
Registration Number:	3776721	FIRST STREET
Registration Number:	3776722	FIRST STREET
Registration Number:	3776723	FIRST STREET
Registration Number:	3776724	FIRST STREET
Registration Number:	3776725	FIRST STREET
Registration Number:	3776726	FIRST STREET
Registration Number:	3776727	FIRST STREET
Registration Number:	3794283	GROCERY STORE CONVENIENCE...WAREHOUSE STORE SAVINGS!
Registration Number:	3513829	HOT PRICE
Registration Number:	1138499	IRIS
Registration Number:	0553059	IRIS
Registration Number:	0949445	IRIS
Registration Number:	1232379	IRIS
Registration Number:	2046604	LA ROMANELLA
Registration Number:	2712588	LA ROMANELLA
Registration Number:	2597177	MONTECITO
Registration Number:	1596691	MONTECITO
Registration Number:	2611751	MONTECITO
Registration Number:	2840101	PRO PRIDE
Registration Number:	2840102	PRO PRIDE
Registration Number:	2840103	PRO PRIDE
Registration Number:	2838632	PRO VALUE
Registration Number:	2668095	RUSHING WATERS
Registration Number:	3750504	SAVING YOU TIME SAVING YOU MONEY QUALITY TRADEMARK

		GUARANTEED
Registration Number:	2908397	SEQUANA
Registration Number:	3596098	SIMPLY VALUE
Registration Number:	3596099	SIMPLY VALUE
Registration Number:	3596100	SIMPLY VALUE
Registration Number:	3596101	SIMPLY VALUE
Registration Number:	3596102	SIMPLY VALUE
Registration Number:	3596103	SIMPLY VALUE
Registration Number:	3768071	SIMPLY VALUE
Registration Number:	3768072	SIMPLY VALUE
Registration Number:	1260298	SMART & FINAL
Registration Number:	1797358	SMART & FINAL
Registration Number:	1797359	SMART & FINAL
Registration Number:	2069962	SMART & FINAL
Registration Number:	2070012	SMART & FINAL
Registration Number:	2187207	SMART & FINAL
Registration Number:	2199487	SMART&FINAL
Registration Number:	3658004	SMART & FINAL
Registration Number:	2927875	SMART & FINAL. CHEF'S REVIEW
Registration Number:	2927877	SMART & FINAL. CHEF'S REVIEW
Registration Number:	2927876	SMART & FINAL. CHEF'S REVIEW
Registration Number:	2927878	SMART & FINAL. CHEF'S REVIEW
Registration Number:	2927914	SMART & FINAL CHEF'S REVIEW
Registration Number:	2927915	SMART & FINAL CHEF'S REVIEW
Registration Number:	3690269	SMART & FINAL EXTRA!
Registration Number:	3579362	SMART & FINAL EXTRA!
Registration Number:	1260297	SMART & FINAL IRIS CO.
Registration Number:	2327520	SMARTADVANTAGE
Registration Number:	2038746	SMART ALLIANCE
Registration Number:	2877183	SMART ALLIANCE
Registration Number:	1393707	SMART BUY
Registration Number:	2743863	SMART CASH
Registration Number:	3121943	SMART FOODSERVICE
Registration Number:	1811196	SMART U
Registration Number:	1811195	SMART UNIVERSITY

	3303539	SMART VALUE
Registration Number:	3850071	SMARTADVANTAGE
Registration Number:	3884314	SMARTCO
Registration Number:	3881592	SMARTCO FOODS
Registration Number:	1840778	SMARTY
Registration Number:	2633979	SNACK'RS
Registration Number:	1348349	"TENDER-LEE"
Registration Number:	3857609	THE CONVENIENCE OF A GROCERY STORE... THE SAVINGS OF A WAREHOUSE STORE
Registration Number:	3721957	THE SMALLER FASTER WAREHOUSE STORE
Registration Number:	3828030	WHERE RESTAURANTS BUY BETTER
Serial Number:	77495824	FIRST STREET

CORRESPONDENCE DATA

Fax Number: 2129692900
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-969-3000
Email: trademark@proskauer.com
Correspondent Name: Jenifer deWolf Paine
Address Line 1: Proskauer Rose LLP
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Address Line 4: New York, NEW YORK 10036-8299

ATTORNEY DOCKET NUMBER:	11760-106
NAME OF SUBMITTER:	Alexandra Casagrande
Signature:	/Alexandra Casagrande/
Date:	11/16/2012

Total Attachments: 8
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

November 15, 2012

WHEREAS, each of SMART & FINAL STORES LLC (for itself and as successor by merger to S&F Stores Merger Sub LLC), a Delaware limited liability company, CASH & CARRY STORES LLC, an Oregon limited liability company (individually, a “**Grantor**”, and collectively, the “**Grantors**”), among others, granted a security interest (the “**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 (i) that certain ABL Trademark Security Agreement dated as of May 31, 2007, by certain of the Grantors in favor of Secured Party (the “**Original Trademark Security Agreement**”), which was recorded in the United States Patent and Trademark Office on June 18, 2007 at Reel 3563, Frame 0237, (ii) that certain Supplement No. 2 to ABL Trademark Security Agreement dated as of January 29, 2010 by the Grantors in favor of Secured Party (the “**Supplement No. 2**”), which was recorded in the United States Patent and Trademark Office on February 8, 2010 at Reel 4154, Frame 0946, and (iii) that certain Supplement No. 3 to ABL Trademark Security Agreement dated as of June 29, 2011 by the Grantors in favor of Secured Party (the “**Supplement No. 3**”, and together with the Original Trademark Security Agreement and the Supplement No. 2, collectively, the “**Trademark Security Agreement**”), which was recorded in the United States Patent and Trademark Office on August 2, 2011 at Reel 4595, Frame 0959;

WHEREAS, the indebtedness secured by the Security Interest has been paid in full, and the Grantors have requested that Secured Party release and reassign to Grantors their interest in the trademarks identified in Schedule I 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 the Grantors any and all liens, security interests, right, title and interest of Secured Party pursuant to the Trademark Security Agreement in the trademarks identified in Schedule I and/or any goodwill associated with any of the trademarks identified in Schedule I, without recourse or representation or warranty, express or implied, of any kind;
2. agrees that any power of attorney or similar rights granted by the Grantors to Secured Party with respect to the trademarks identified in Schedule I pursuant to or in connection with the Trademark Security Agreement 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.

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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: Stephen J. Garvin
Title: Managing Director
Bank of America, N.A.

Signature Page to Release of Trademarks

TRADEMARK
REEL: 004901 FRAME: 0244

SCHEDULE I
TO
RELEASE OF SECURITY INTEREST IN TRADEMARKS
LIST OF TRADEMARKS AND TRADEMARK APPLICATIONS

Federal Trademarks

Mark	Application/ Registration Number	Application/ Registered Date
ALL-IN-ONE SUPER SYRUP	3,499,771	9/9/2008
AMBIANCE	2,634,835	10/15/2002
AMBIANCE	3,079,086	4/11/2006
AMBIANCE (& design)	2,631,245	10/8/2002
BAY HARBOR	2,704,013	4/8/2003
CASH & CARRY SMART FOODSERVICE	3,121,923	7/25/2006
CASH & CARRY SMART FOODSERVICE	3,135,169	8/29/2006
CASH & CARRY UNITED GROCERS	2,970,108	7/19/2005
CATTLEMAN'S FINEST	77/855375	
CHEF'S REVIEW	3,052,671	1/31/2006
CHEF'S REVIEW	3,052,672	1/31/2006
CHEF'S REVIEW	3,052,673	1/31/2006
CHEF'S REVIEW	3,052,674	1/31/2006
CHEF'S REVIEW	3,052,675	1/31/2006
CHEF'S REVIEW	3,052,732	1/31/2006
CHEF'S REVIEW	3,052,873	1/31/2006
CULINARY CONCEPTS	3,171,199	11/14/2009
DAVIS LAY	1,626,437	12/4/1990
DAVIS LAY	2,684,702	2/4/2003
DEC-O-TOPPES	1,809,395	12/7/1993
FIRST STREET	3,776,716	04/20/2010

Mark	Application/ Registration Number	Application/ Registered Date
FIRST STREET	3,776,717	04/20/2010
FIRST STREET	3,776,718	04/20/2010
FIRST STREET	3,776,719	04/20/2010
FIRST STREET	3,776,720	4/20/2010
FIRST STREET	3,776,721	04/20/2010
FIRST STREET	3,776,722	04/20/2010
FIRST STREET	3,776,723	04/20/2010
FIRST STREET	3,776,724	04/20/2010
FIRST STREET	3,776,725	04/20/2010
FIRST STREET	3,776,726	04/20/2010
FIRST STREET	3,776,727	04/20/2010
FIRST STREET	77/495824	6/10/2008
GROCERY STORE CONVENIENCE... WAREHOUSE STORE SAVINGS!	3,794,283	5/25/2010
HOT PRICE	3,513,829	10/7/2008
IRIS	1,138,499	8/5/1980
IRIS	553,059	1/8/1952
IRIS	949,445	12/26/1972
IRIS	1,232,379	3/29/1983
LA ROMANELLA	2,046,604	3/18/1997
LA ROMANELLA	2,712,588	5/06/2003
MONTECITO	2,597,177	7/23/2002
MONTECITO	1,596,691	5/15/1990
MONTECITO	2,611,751	8/27/2002
PRO PRIDE	2,840,101	5/11/2004
PRO PRIDE	2,840,102	5/11/2004
PRO PRIDE	2,840,103	5/11/2004

Mark	Application/ Registration Number	Application/ Registered Date
PRO VALUE	2,834,510	4/20/2004
PRO VALUE	2,838,632	5/4/2004
RUSHING WATERS	2,668,095	12/31/2002
SAVING YOU TIME – SAVING YOU MONEY – QUALITY GUARANTEED	3,750,504	2/16/2010
SEQUANA	2,908,397	12/07/2004
SIMPLY VALUE	3,596,098	3/24/2009
SIMPLY VALUE	3,596,099	3/24/2009
SIMPLY VALUE	3,596,100	3/24/2009
SIMPLY VALUE	3,596,101	3/24/2009
SIMPLY VALUE	3,596,102	3/24/2009
SIMPLY VALUE	3,596,103	3/24/2009
SIMPLY VALUE	3,768,071	3/30/2010
SIMPLY VALUE	3,768,072	3/30/2010
SMART & FINAL	1,260,298	12/06/1983
SMART & FINAL (Stylized)	1,797,358	10/05/1993
SMART & FINAL (Stylized)	1,797,359	10/05/1993
SMART & FINAL (Stylized)	2,069,962	6/10/1997
SMART & FINAL (Stylized)	2,070,012	6/10/1997
SMART & FINAL (Stylized)	2,128,362	1/13/1998
SMART & FINAL (Stylized)	2,130,002	1/20/1998
SMART & FINAL (Stylized)	2,130,003	1/20/1998
SMART & FINAL (Stylized)	2,130,164	1/20/1998

Mark	Application/ Registration Number	Application/ Registered Date
SMART & FINAL (Stylized)	2,180,065	8/11/1998
SMART & FINAL (Stylized)	2,180,066	8/11/1998
SMART & FINAL (Stylized)	2,187,207	9/08/1998
SMART & FINAL (Stylized)	2,199,487	10/27/1998
SMART & FINAL (Stylized)	2,232,366	3/16/1999
SMART & FINAL (Stylized)	3,658,004	7/21/2009
SMART & FINAL CHEFS REVIEW (& design)	2,927,875	2/22/2005
SMART & FINAL CHEFS REVIEW (& design)	2,927,877	2/22/2005
SMART & FINAL CHEFS REVIEW (& design)	2,943,744	4/26/2005
SMART & FINAL CHEFS REVIEW (& design)	2,954,882	5/24/2005
SMART & FINAL CHEFS REVIEW (& design)	2,927,876	2/22/2005
SMART & FINAL CHEFS REVIEW (& design)	2,927,878	2/22/2005
SMART & FINAL CHEFS REVIEW (& design)	2,927,914	2/22/2005
SMART & FINAL CHEFS REVIEW (& design)	2,927,915	2/22/2005
SMART & FINAL EXTRA!	3,690,269	9/29/2009
SMART & FINAL EXTRA! (and design)	3,579,362	2/24/2009
SMART & FINAL IRIS CO.	1,260,297	12/06/1983
SMART ADVANTAGE	2,327,520	3/14/2000
SMART ALLIANCE	2,038,746	2/18/1997
SMART ALLIANCE	2,877,183	8/24/2004
SMART BOGO	78/660,295	6/28/2005
SMART BUY	1,393,707	5/20/1986
SMART CASH	2,743,863	7/29/2003
SMART CASH & CARRY	78/332,957	11/25/2003
SMART FOODSERVICE	3,121,943	7/25/2006
SMART FOODSERVICE CASH & CARRY	78/517,234	11/15/2004
SMART PRO	2,618,821	9/10/2002

Mark	Application/ Registration Number	Application/ Registered Date
SMART PRO CASH & CARRY	78/350,892	1/12/2004
SMART U	1,811,196	12/14/1993
SMART UNIVERSITY	1,811,195	12/14/1993
SMART VALUE	3,303,539	10/2/2007
SMARTADVANTAGE	3,850,071	9/21/2010
SMARTCO	3,884,314	11/23/2010
SMARTCO FOODS	3,881,592	11/23/2010
SMARTY	1,840,778	6/21/1994
SNACK'RS	2,633,979	10/15/2002
TENDER-LEE	1,348,349	7/9/1985
THE CONVENIENCE OF A GROCERY STORE... THE SAVINGS OF A WAREHOUSE STORE	3,857,609	10/05/2010
THE SMALLER FASTER WAREHOUSE STORE	3,721,957	12/08/2009
WHERE RESTAURANTS BUY BETTER	3,828,030	8/03/2010

State Trademarks

Mark (Reg. No. /Ser. No.)	Registration Number	State/Territory	Registered
SMART & FINAL	37799	Puerto Rico	05/08/1997
TRADEWINDS	54204	Arizona	10/14/2009
TRADEWINDS	113918	California	10/26/2009
TRADEWINDS	19845	Idaho	09/08/2009
TRADEWINDS	20090706143-82	Nevada	09/28/2009
TRADEWINDS	T4103	Oregon	09/11/2009
TRADEWINDS	53537	Washington	09/08/2009

Unregistered Trade Names

Cash & Carry

First Street
Butcher Shop
First Street
Creamery First
Street Dairy
First Street Deli
Signature Bakeries
Tradewinds

<u>Registered Domain Names</u>	<u>Expiration</u>	<u>Account Holder</u>
smartandfinal.com	12-11-2014	Smart & Final Corporation
smartfoodservice.com	1-23-2017	Smart & Final Corporation
smartnfinal.net	4-15-2012	S&F Stores LLC
portal.smartandfinal.com	11-5-2011	Smart & Final Corporation
strong600.smartandfinal.com	10-3-2011	Smart & Final Corporation
ugcashandcarry.com	1-24-2008	S&F Stores Corp.