

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
Credit Suisse AG		11/15/2012	Bank: SWITZERLAND

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: 36

Property Type	Number	Word Mark
Registration Number:	3499771	ALL-IN-ONE SUPER SYRUP
Registration Number:	2634835	AMBIANCE
Registration Number:	2631245	AMBIANCE
Registration Number:	3079086	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-TOPPE
Registration Number:	1232379	IRIS
Registration Number:	0553059	IRIS

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Registration Number:	0949445	IRIS
Registration Number:	1138499	IRIS
Registration Number:	2046604	LA ROMANELLA
Registration Number:	2712588	LA ROMANELLA
Registration Number:	1596691	MONTECITO
Registration Number:	2611751	MONTECITO
Registration Number:	2927876	SMART & FINAL. CHEF'S REVIEW
Registration Number:	2927875	SMART & FINAL. CHEF'S REVIEW
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:	1840778	SMARTY
Registration Number:	2633979	SNACK'RS
Registration Number:	1348349	"TENDER-LEE"
Serial Number:	78550360	SMART VALUE

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
Address Line 2: Eleven Times Square
Address Line 4: New York, NEW YORK 10036-8299

ATTORNEY DOCKET NUMBER:	11760-106
NAME OF SUBMITTER:	Alexandra Casagrande
Signature:	/Alexandra Casagrande/

11/16/2012

Total Attachments: 7

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

November 15, 2012

WHEREAS, SMART & FINAL STORES LLC, a California limited liability company (“*S&F*”) and HENRY’S HOLDINGS LLC, a Delaware limited liability company (“*Henry’s*”) and together with S&F, the “*Grantors*” and each, a “*Grantor*”) granted a security interest (the “*Security Interest*”) in and a lien upon certain trademarks and related rights to CREDIT SUISSE AG (f/k/a CREDIT SUISSE), as collateral agent (“*Secured Party*”), as set forth in that certain First Lien Term Loan Trademark Security Agreement dated as of May 31, 2007, including any supplements prior to the date hereof (the “*First Lien Trademark Security Agreement*”), by the Grantors in favor of Secured Party, which was recorded in the United States Patent and Trademark Office on June 28, 2007 at Reel 3570, Frame 0451 and on August 14, 2008 at Reel 3835, Frame 0431;

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 each of the Grantors its 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:

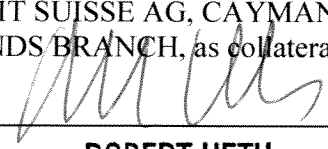
1. releases and reassigns to each Grantor any and all liens, security interests, right, title and interest of Secured Party pursuant to the First Lien Trademark Security Agreement in the trademarks identified in Schedule I and/or any goodwill associated with any of the trademarks identified in Schedule 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 each Grantor to Secured Party with respect to the trademarks identified in Schedule I pursuant to or in connection with the First Lien 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:

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as collateral agent

By:  _____

Name: ROBERT HETU

Title: MANAGING DIRECTOR

By:  _____

Name: KEVIN BUDDHDEW

Title: ASSOCIATE

[Signature Page to Release of First Lien Security Interest in Trademarks]

[[3377655]]

TRADEMARK
REEL: 004902 FRAME: 0588

Schedule I

[Attached]

Mark (Reg. No. /Ser. No.) ¹	Country	Registered	Filed	Status
ALL-IN-ONE SUPER SYRUP (Ser. No. 77/182,997)	United States		05/16/2007	Pending
AMBIANCE (Reg. No. 2,634,835)	United States	10/15/2002	09/18/2001	Renewal due 10/15/2012
AMBIANCE (& design) (Reg. No. 2,631,245)	United States	10/08/2002	09/18/2001	Renewal due 10/08/2012
AMBIANCE (Reg. No. 3,079,086)	United States	04/11/2006	01/20/2005	Renewal due 04/11/2016
BAY HARBOR (Reg. No. 2,704,013)	United States	04/08/2003	12/17/2001	Renewal due 04/08/2013
CASH & CARRY SMART FOODSERVICE (Reg. No. 3,121,923)	United States	07/25/2006	11/02/2004	Renewal due 07/25/2016
CASH & CARRY SMART FOODSERVICE (Stylized) (Reg. No. 3,135,169)	United States	08/29/2006	02/21/2005	Renewal due 08/29/2016
CASH & CARRY UNITED GROCERS (Reg. No. 2,970,108)	United States	07/19/2005	11/25/2003	Renewal due 07/19/2015
CULINARY CONCEPTS (Reg. No. 3,171,199)	United States	11/14/2006	12/02/2005	Renewal due 11/14/2016
DAVIS LAY (Reg. No. 2,684,702)	United States	02/04/2003	08/25/2000	Renewal due 02/04/2013
DAVIS LAY (Reg. No. 1,626,437)	United States	12/04/1990	02/20/1990	Renewal due 12/04/2010
DEC-O-TOPPES (Reg. No. 1,809,395)	United States	12/07/1993	05/07/1990	Renewal due 12/07/2013
IRIS (Reg. No. 1,232,379)	United States	03/29/1983	07/01/1980	Renewal due 03/29/2013
IRIS (Reg. No. 553059)	United States	01/08/1952	05/05/1950	Renewal due 01/08/2012
IRIS (Reg. No. 949445)	United States	12/26/1972	08/13/1971	Renewal due 12/26/2012
IRIS (Reg. No. 1,138,499)	United States	08/05/1980	10/24/1978	Renewal due 08/05/2010
LA ROMANELLA (Reg. No. 2,046,604)	United States	03/18/1997	08/04/1995	Renewal due 03/18/2017
LA ROMANELLA (Reg. No. 2,712,588)	United States	05/06/2003	11/14/2000	Renewal due 05/06/2013
MONTECITO (Reg. No. 1,596,691)	United States	05/15/1990	01/27/1989	Renewal due 05/15/2010
MONTECITO (Reg. No. 2,611,751)	United States	08/27/2002	10/05/2000	Renewal due 08/27/2012

¹ All trademarks identified on the schedule are owned by Smart & Final Stores Corporation.

Schedule I

Mark (Reg. No. /Ser. No.)¹	Country	Registered	Filed	Status
SMART & FINAL CHEF'S REVIEW (& design) (Reg. No. 2,927,876)	United States	02/22/2005	11/25/2003	Renewal due 02/22/2015
SMART & FINAL CHEF'S REVIEW (& design) (Reg. No. 2,927,875)	United States	02/22/2005	11/25/2003	Renewal due 02/22/2015
SMART ADVANTAGE (Reg. No. 2,327,520)	United States	03/14/2000	11/01/1996	Renewal due 03/14/2010
SMART ALLIANCE (Reg. No. 2,038,746)	United States	02/18/1997	03/04/1996	Renewal due 02/18/2007
SMART ALLIANCE (Reg. No. 2,877,183)	United States	08/24/2004	02/25/2003	Renewal due 08/24/2014
SMART & FINAL IRIS CO. (Reg. No. 1,260,297)	United States	12/06/1983	09/30/1982	Renewal due 12/06/2013
SMART BOGO (Ser. No. 78/660,295)	United States		06/28/2005	Allowed 06/06/2006
SMART BUY (Reg. No. 1,393,707)	United States	05/20/1986	05/06/1985	Renewal due 05/20/2016
SMART CASH (Reg. No. 2,743,863)	United States	07/29/2003	08/10/2001	Renewal due 07/29/2013
SMART CASH & CARRY (Ser. No. 78/332,957)	United States		11/25/2003	Allowed 07/19/2005
SMART FOODSERVICE (Reg. No. 3,121,943)	United States	07/25/2006	11/15/2004	Renewal due 07/25/2016
SMART FOODSERVICE CASH & CARRY (Ser. No. 78/517,234)	United States		11/15/2004	Allowed 04/25/2006
SMART PRO (Reg. No. 2,618,821)	United States	09/10/2002	11/14/2000	Renewal due 09/10/2012
SMART PRO CASH & CARRY (Ser. No. 78/350,892)	United States		01/12/2004	Allowed 09/13/2005
SMART U (Reg. No. 1,811,196)	United States	12/14/1993	03/24/1993	Renewal due 12/14/2013
SMART UNIVERSITY (Reg. 1,811,195)	United States	12/14/1993	03/24/1993	Renewal due 12/14/2013
SMART VALUE (Ser. No. 78/550,360)	United States		01/19/2005	Allowed 08/29/2006
SMARTY (Ser. No. 1,840,778)	United States	06/21/1994	08/27/1996	Renewal due 06/21/2014

Schedule I

Mark (Reg. No. /Ser. No.)¹	Country	Registered	Filed	Status
SNACK'RS (Reg. No. 2,633,979)	United States	10/15/2002	04/25/2000	Renewal due 10/15/2012
TENDER-LEE (Reg. No. 1,348,349)	United States	07/09/1985	12/28/1984	Renewal due 07/09/2015

Schedule I-A

Federal Trademark of Henry's Holdings LLC:

<u>Mark</u>	<u>Owner</u>	<u>Serial #</u>	<u>Filing Date</u>	<u>Registration #</u>	<u>Registration Date</u>
Henry's Marketplace	Henry's Holdings LLC	75/275384	4/15/97	2402310	11/7/00