TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	FIRST LIEN TERM LOAN TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SMART & FINAL STORES LLC		11/15/2012	LIMITED LIABILITY COMPANY: CALIFORNIA
CASH & CARRY STORES LLC		11/15/2012	LIMITED LIABILITY COMPANY: OREGON

RECEIVING PARTY DATA

Name:	MORGAN STANLEY SENIOR FUNDING, INC.
Street Address:	1585 BROADWAY
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 87

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
Serial Number:	85341151	COOL & CARRY
Registration Number:	3135169	CASH & CARRY SMART FOODSERVICE
Registration Number:	2970108	CASH & CARRY UNITED GROCERS
Registration Number:	4108416	CATTLEMAN'S FINEST
Registration Number:	3171199	CULINARY CONCEPTS
Registration Number:	2684702	DAVIS LAY

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Registration Number:	1809395	DEC-O-TOPPES
Registration Number:	3776725	FIRST STREET
Registration Number:	3776724	FIRST STREET
Registration Number:	3776726	FIRST STREET
Registration Number:	3776727	FIRST STREET
Registration Number:	3776716	FIRST STREET
Registration Number:	3776717	FIRST STREET
Registration Number:	3776718	FIRST STREET
Registration Number:	3776719	FIRST STREET
Registration Number:	3776721	FIRST STREET
Registration Number:	3776722	FIRST STREET
Registration Number:	3776723	FIRST STREET
Serial Number:	77495824	FIRST STREET
Registration Number:	3776720	FIRST STREET
Serial Number:	85531445	FIRST STREET
Serial Number:	85610181	FIRST STREET
Serial Number:	85703446	FIRST STREET
Registration Number:	3794283	GROCERY STORE CONVENIENCE...WAREHOUSE STORE SAVINGS!
Registration Number:	3513829	HOT PRICE
Serial Number:	85615877	IRIS
Serial Number:	85615879	IRIS
Registration Number:	1232379	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:	3750504	SAVING YOU TIME SAVING YOU MONEY QUALITY GUARANTEED
Registration Number:	2908397	SEQUANA

Registration Number:	4207378	SHOP BIG. SHOP SMALL. SHOP FRESH.
Registration Number:	4096312	SHOP BIG. SHOP SMALL. SHOP SMART.
Registration Number:	3596103	SIMPLY VALUE
Registration Number:	3596102	SIMPLY VALUE
Registration Number:	3596101	SIMPLY VALUE
Registration Number:	3596100	SIMPLY VALUE
Registration Number:	3596099	SIMPLY VALUE
Registration Number:	3596098	SIMPLY VALUE
Registration Number:	3768072	SIMPLY VALUE
Registration Number:	3768071	SIMPLY VALUE
Registration Number:	1260298	SMART & FINAL
Registration Number:	2070012	SMART & FINAL
Registration Number:	2199487	SMART&FINAL
Registration Number:	2187207	SMART & FINAL
Registration Number:	2069962	SMART & FINAL
Registration Number:	1797359	SMART & FINAL
Registration Number:	1797358	SMART & FINAL
Registration Number:	3658004	SMART & FINAL
Registration Number:	2927915	SMART & FINAL CHEF'S REVIEW
Registration Number:	2927875	SMART & FINAL. CHEF'S REVIEW
Registration Number:	3690269	SMART & FINAL EXTRA!
Registration Number:	3579362	SMART & FINAL EXTRA!
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:	1811196	SMART U
Registration Number:	1811195	SMART UNIVERSITY
Registration Number:	3303539	SMART VALUE
Registration Number:	3850071	SMARTADVANTAGE
Registration Number:	3884314	SMARTCO
Registration Number:	3881592	SMARTCO FOODS

	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
Serial Number:	85703644	THIRST PUNCHER
Registration Number:	3828030	WHERE RESTAURANTS BUY BETTER

CORRESPONDENCE DATA

Fax Number: 6508385109

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 650-838-3743
Email: JLIK@SHEARMAN.COM
Correspondent Name: ZHENG BAO
Address Line 1: 3000 EL CAMINO REAL, 6TH FLOOR
Address Line 2: SHEARMAN & STERLING LLP
Address Line 4: PALO ALTO, CALIFORNIA 94306

ATTORNEY DOCKET NUMBER:	35613/48
NAME OF SUBMITTER:	ZHENG BAO
Signature:	/ZHENG BAO/
Date:	12/07/2012

Total Attachments: 21
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FIRST LIEN TERM LOAN TRADEMARK SECURITY AGREEMENT

FIRST LIEN TERM LOAN TRADEMARK SECURITY AGREEMENT dated as of November 15, 2012 (this "Agreement"), between SMART & FINAL STORES LLC, a California limited liability company ("S&F Stores"), CASH & CARRY STORES LLC, an Oregon limited liability company (together with S&F Stores, the "Grantors") and MORGAN STANLEY SENIOR FUNDING. INC., as collateral agent (in such capacity, and as further defined in Section 1.01 of the First Lien Term Loan Guarantee and Collateral Agreement, the "Collateral Agent").

Reference is made to (a) the First Lien Term Loan Guarantee and Collateral Agreement dated as of November 15, 2012 (as amended, amended and restated, supplemented, waived or otherwise modified from time to time, the "Security Agreement"), entered into by, among others, SF CC Intermediate Holdings, Inc., a Delaware corporation ("Holdings"), Smart & Final Stores LLC, a California limited liability company, as borrower (the "Borrower" and, together with the subsidiaries of Holdings from time to time party thereto, the "Subsidiary Loan Parties") and the Collateral Agent and (b) the First Lien Term Loan Credit Agreement dated as of November 15, 2012 (as amended, amended and restated, supplemented, waived or otherwise modified from time to time, the "Credit Agreement") among Holdings, the Borrower, Smart & Final Inc., as borrower holdco, the lenders from time to time party thereto (the "Lenders") and Morgan Stanley, as administrative agent and as Collateral Agent.

The Lenders have agreed to extend credit to the Grantors subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Grantors are willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit.

Accordingly, the parties hereto agree as follows:

SECTION 1. ***Terms.*** Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement. The rules of construction specified in Section 1.01 of the Security Agreement also apply to this Agreement.

SECTION 2. ***Grant of Security Interest.*** As security for the payment or performance, as the case may be, in full of the Obligations, the Grantors, pursuant to the Security Agreement, did and hereby do grant to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by the Grantors or in which the Grantors now have or at any time in the future may acquire any right, title or interest (collectively, the "Trademark Collateral"):

(a) all trademarks, service marks, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations thereof (if any), and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark

Office or any similar offices in any State of the United States or any other country or any political subdivision thereof (except for "intent-to-use" applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, unless and until an Amendment to Allege Use or a Statement of Use under Sections 1(c) and l(d) of the Lanham Act has been filed, to the extent that, and solely during the period for which, any assignment of an "intent-to-use" application prior to such filing would violate the Lanham Act), and all renewals thereof, including those listed on Schedule I (the "Trademarks");

(b) all goodwill associated with or symbolized by the Trademarks;

(c) all claims for, and rights to sue for, past or future infringements of any of the foregoing; and

(d) all income, royalties, damages and payments now or hereafter due and payable with respect to any of the foregoing, including damages and payments for past or future infringement thereof.

SECTION 3. ***Security Agreement.*** The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Security Agreement. The Grantors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. ***Choice of Law.*** THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS O F THE STATE OF NEW YORK.

IN WITNESS WHEREOF, the parties hereto have duly executed this First Lien Term Loan Trademark Security Agreement as of the day and year first above written.

MORGAN STANLEY SENIOR FUNDING, INC., as Collateral Agent

By: _____
Name: Paul Fossati
Title: Authorized Signatory

TRADEMARK
REEL: 004914 FRAME: 0054

SMART & FINAL STORES LLC

By: _____
Name: Richard N. Phegley
Title: Chief Financial Officer

CASH & CARRY STORES LLC

By: _____
Name: Richard N. Phegley
Title: Chief Financial Officer

Trademarks

United States Trademarks

Mark (Reg. No. /Ser. No.)	Grantor	Country	Registered	Filed	Status
ALL-IN-ONE SUPER SYRUP (Reg. No. 3,499,771)	Smart & Final Stores LLC	United States	9/9/2008	05/16/2007	6th Year Declaration due 9/9/2014
AMBIANCE (Reg. No. 2,634,835)	Smart & Final Stores LLC	United States	10/15/2002	09/18/2001	Renewal due 10/15/2022
AMBIANCE (and design) (Reg. No. 2,631,245)	Smart & Final Stores LLC	United States	10/08/2002	09/18/2001	Renewal due 10/08/2022
AMBIANCE (Reg. No. 3,079,086)	Smart & Final Stores LLC	United States	04/11/2006	01/20/2005	Renewal due 04/11/2016
BAY HARBOR (Reg. No. 2,704,013)	Smart & Final Stores LLC	United States	04/08/2003	12/17/2001	Renewal due 04/08/2013
CASH & CARRY SMART FOODSERVICE (Reg. No. 3,121,923)	Cash & Carry Stores LLC	United States	07/25/2006	11/02/2004	Renewal due 07/25/2016
COOL & CARRY (App No. 85/341,151)	Cash & Carry Stores LLC	United States	06/08/2011		Pending
CASH & CARRY SMART FOODSERVICE (Stylized) (Reg. No. 3,135,169)	Cash & Carry Stores LLC	United States	08/29/2006	02/21/2005	Renewal due 08/29/2022
CASH & CARRY UNITED GROCERS	Cash & Carry Stores LLC	United States	07/19/2005	11/25/2003	Renewal due 07/19/2015

Mark (Reg. No. /Ser. No.)	Grantor	Country	Registered	Filed	Status
(Reg. No. 2,970,108)					
CATTLEMAN'S FINEST & design (Reg. No. 4,108,416)	Smart & Final Stores LLC	United States	03/06/2012	07/14/2011	6th Year Declaration due 03/06/2017
CULINARY CONCEPTS (Reg. No. 3,171,199)	Smart & Final Stores LLC	United States	11/14/2006	12/02/2005	Renewal due 11/14/2016
DAVIS LAY (Reg. No. 2,684,702)	Smart & Final Stores LLC	United States	02/04/2003	08/25/2000	Renewal due 02/04/2013
DEC-O-TOPPES (Reg. No. 1,809,395)	Smart & Final Stores LLC	United States	12/07/1993	05/07/1990	Renewal due 12/07/2013
FIRST STREET (Reg. No. 3,776,725)	Smart & Final Stores LLC	United States	04/20/2010	06/10/2008	6th Year Declaration due 04/20/2016
FIRST STREET (Reg. No. 3,776,724)	Smart & Final Stores LLC	United States	04/20/2010	06/10/2008	6th Year Declaration due 04/20/2016
FIRST STREET Reg. No. 3,776,726)	Smart & Final Stores LLC	United States	04/20/2010	06/10/2008	6th Year Declaration due 04/20/2016
FIRST STREET (Reg. No. 3,776,727)	Smart & Final Stores LLC	United States	04/20/2010	06/10/2008	6th Year Declaration due 04/20/2016
FIRST STREET (Reg. No.	Smart & Final	United States	04/20/2010	06/10/2008	6th Year

Mark (Reg. No. /Ser. No.)	Grantor	Country	Registered	Filed	Status
3,776,716)	Stores LLC				Declaration due 04/20/2016
FIRST STREET (Reg. No. 3,776,717)	Smart & Final Stores LLC	United States	04/20/2010	06/10/2008	6th Year Declaration due 04/20/2016
FIRST STREET (Reg. No. 3,776,718)	Smart & Final Stores LLC	United States	04/20/2010	06/10/2008	6th Year Declaration due 04/20/2016
FIRST STREET (Reg. No. 3,776,719)	Smart & Final Stores LLC	United States	04/20/2010	06/10/2008	6th Year Declaration due 04/20/2016
FIRST STREET (Reg. No. 3,776,721)	Smart & Final Stores LLC	United States	04/20/2010	06/10/2008	6th Year Declaration due 04/20/2016
FIRST STREET (Reg. No. 3,776,722)	Smart & Final Stores LLC	United States	04/20/2010	06/10/2008	6th Year Declaration due 04/20/2016
FIRST STREET (Reg. No. 3,776,723)	Smart & Final Stores LLC	United States	04/20/2010	06/10/2008	6th Year Declaration due 04/20/2016
FIRST STREET (App. No.	Smart & Final	United States		06/10/2008	Statement of

Mark (Reg. No. /Ser. No.)	Grantor	Country	Registered	Filed	Status
77/495824)	Stores LLC				Use due 04/27/2013
FIRST STREET (Reg. No. 3,776,720)	Smart & Final Stores LLC	United States	04/20/2010	06/10/2008	6th Year Declaration due 04/20/2016
FIRST STREET (App. No. 85/531,445)	Smart & Final Stores LLC	United States		02/01/2012	Use Declaration due 02/21/2013
FIRST STREET (App. No. 85/610,181)	Smart & Final Stores LLC	United States		04/27/2012	Use Declaration due 02/28/2013
FIRST STREET (App No. 85/703,446)	Smart & Final Stores LLC	United States		08/14/2012	Pending
GROCERY STORE CONVENIENCE... WAREHOUSE STORE SAVINGS! (Reg. No. 3,794,283)	Smart & Final Stores LLC	United States	05/25/2010	01/20/2009	6th Year Declaration due 05/25/2016
HOT PRICE (Reg. No. 3,513,829)	Smart & Final Stores LLC	United States	10/07/2008	10/04/2007	6th Year Declaration due 10/07/2014
IRIS(App No. 85/615,877)	Smart & Final Stores LLC	United States		05/03/2012	Response due 02/23/2013
IRIS (App No. 85/615,879)	Smart & Final Stores LLC	United States		05/03/2012	Published

Mark (Reg. No. /Ser. No.)	Grantor	Country	Registered	Filed	Status
IRIS (Reg. No. 1,232,379)	Smart & Final Stores LLC	United States	03/29/1983	07/01/1980	Renewal due 03/29/2013
LA ROMANELLA (Reg. No. 2,046,604)	Smart & Final Stores LLC	United States	03/18/1997	08/04/1995	Renewal due 03/18/2017
LA ROMANELLA (Reg. No. 2,712,588)	Smart & Final Stores LLC	United States	05/06/2003	11/14/2000	Renewal due 05/06/2013
MONTECITO (Reg. No. 1,596,691)	Smart & Final Stores LLC	United States	05/15/1990	01/27/1989	Renewal due 05/15/2020
MONTECITO (Reg. No. 2,611,751)	Smart & Final Stores LLC	United States	08/27/2002	10/05/2000	Renewal due 08/27/2022
MONTECITO (Reg. No. 2,597,177)	Smart & Final Stores LLC	United States	07/23/2002	10/05/2000	Renewal due 07/23/2022
PRO PRIDE (Reg. No. 2,840,101)	Smart & Final Stores LLC	United States	05/11/2004	10/30/2002	Renewal due 05/11/2014
PRO PRIDE (Reg. No. 2,840,102)	Smart & Final Stores LLC	United States	05/11/2004	10/30/2002	Renewal due 05/11/2014
PRO PRIDE (Reg. No. 2,840,103)	Smart & Final Stores LLC	United States	05/11/2004	10/30/2002	Renewal due 05/11/2014
PRO VALUE (Reg. No. 2,838,632)	Smart & Final Stores LLC	United States	05/04/2004	03/11/2003	Renewal due 05/04/2014
SAVING YOU TIME – SAVING YOU MONEY – QUALITY GUARANTEED (Reg. No. 3,750,504)	Smart & Final Stores LLC	United States	02/16/2010	09/25/2008	6th Year Declaration due 02/16/2016
SEQUANA (Reg. No. 2,908,397)	Smart & Final Stores LLC	United States	12/07/2004	06/24/2003	Renewal due 12/07/2014
SHOP BIG. SHOP SMALL. SHOP FRESH. (Reg. No.	Smart & Final Stores LLC	United States	09/11/2012	06/29/2011	6th Year Declaration

Mark (Reg. No. /Ser. No.)	Grantor	Country	Registered	Filed	Status
4,207,378)					due 09/11/2018
SHOP BIG. SHOP SMALL. SHOP SMART (Reg No. 4,096,312)	Smart & Final Stores LLC	United States	02/07/2012	06/29/2011	6th Year Declaration due 02/07/2018
SIMPLY VALUE (Reg. No. 3,596,103)	Smart & Final Stores LLC	United States	03/24/2009	12/21/2007	6th Year Declaration due 03/24/2015
SIMPLY VALUE (Reg. No. 3,596,102)	Smart & Final Stores LLC	United States	03/24/2009	12/21/2007	6th Year Declaration due 03/24/2015
SIMPLY VALUE (Reg. No. 3,596,101)	Smart & Final Stores LLC	United States	03/24/2009	12/21/2007	6th Year Declaration due 03/24/2015
SIMPLY VALUE (Reg. No. 3,596,100)	Smart & Final Stores LLC	United States	03/24/2009	12/21/2007	6th Year Declaration due 03/24/2015
SIMPLY VALUE (Reg. No. 3,596,099)	Smart & Final Stores LLC	United States	03/24/2009	12/21/2007	6th Year Declaration due 03/24/2015
SIMPLY VALUE (Reg. No. 3,596,098)	Smart & Final Stores LLC	United States	03/24/2009	12/21/2007	6th Year Declaration

Mark (Reg. No. /Ser. No.)	Grantor	Country	Registered	Filed	Status
					due 03/24/2015
SIMPLY VALUE (Reg. No. 3,768,072)	Smart & Final Stores LLC	United States	03/30/2010	12/21/2007	6th Year Declaration due 03/30/2016
SIMPLY VALUE (Reg. No. 3,768,071)	Smart & Final Stores LLC	United States	03/30/2010	12/21/2007	6th Year Declaration due 03/30/2016
SMART & FINAL (Reg. No. 1,260,298)	Smart & Final Stores LLC	United States	12/06/1983	09/30/1982	Renewal due 12/06/2013
SMART & FINAL (Stylized) (Reg. No. 2,070,012)	Smart & Final Stores LLC	United States	06/10/1997	08/27/1996	Renewal due 06/10/2017
SMART & FINAL (Stylized) (Reg. No. 2,199,487)	Smart & Final Stores LLC	United States	10/27/1998	04/25/1997	Renewal due 10/27/2018
SMART & FINAL (Stylized) (Reg. No. 2,187,207)	Smart & Final Stores LLC	United States	09/08/1998	01/21/1997	Renewal due 09/08/2018
SMART & FINAL (Stylized) (Reg. No. 2,069,962)	Smart & Final Stores LLC	United States	06/10/1997	08/09/1996	Renewal due 06/10/2017
SMART & FINAL (Stylized) (Reg. No. 1,797,359)	Smart & Final Stores LLC	United States	10/05/1993	06/30/1992	Renewal due 10/05/2013
SMART & FINAL (Stylized) (Reg. No. 1,797,358)	Smart & Final Stores LLC	United States	10/05/1993	06/30/1992	Renewal due 10/05/2013
SMART & FINAL (Stylized) (Reg. No. 3,658,004)	Smart & Final Stores LLC	United States	07/21/2009	01/27/2009	6th Year Declaration due

Mark (Reg. No. /Ser. No.)	Grantor	Country	Registered	Filed	Status
					07/21/2015
SMART & FINAL CHEF'S REVIEW (Reg. No. 2,927,915)	Smart & Final Stores LLC	United States	02/22/2005	01/13/2004	
SMART & FINAL CHEF'S REVIEW (Reg. No. 2,927,875)	Smart & Final Stores LLC	United States	02/22/2005	11/25/2003	
SMART & FINAL EXTRA! (Reg. No. 3,690,269)	Smart & Final Stores LLC	United States	09/29/2009	06/05/2008	6th Year Declaration due 09/29/2015
SMART & FINAL EXTRA! (and design) (Reg. No. 3,579,362)	Smart & Final Stores LLC	United States	02/24/2009	06/05/2008	6th Year Declaration due 02/24/2015
SMART ADVANTAGE (Reg. No. 2,327,520)	Smart & Final Stores LLC	United States	03/14/2000	11/01/1996	Renewal due 03/14/2020
SMART ALLIANCE (Reg. No. 2,038,746)	Smart & Final Stores LLC	United States	02/18/1997	03/04/1996	Renewal due 02/18/2017
SMART ALLIANCE (Reg. No. 2,877,183)	Smart & Final Stores LLC	United States	08/24/2004	02/25/2003	Renewal due 08/24/2014
SMART & FINAL IRIS CO. (Reg. No. 1,260,297)	Smart & Final Stores LLC	United States	12/06/1983	09/30/1982	Renewal due 12/06/2013
SMART BUY (Reg. No. 1,393,707)	Smart & Final Stores LLC	United States	05/20/1986	05/06/1985	Renewal due 05/20/2016
SMART CASH (Reg. No. 2,743,863)	Smart & Final Stores LLC	United States	07/29/2003	08/10/2001	Renewal due 07/29/2013
SMART FOODSERVICE (Reg. No.	Cash & Carry	United States	07/25/2006	11/15/2004	Renewal due

Mark (Reg. No. /Ser. No.)	Grantor	Country	Registered	Filed	Status
3,121,943)	Stores LLC				07/25/2016
SMART U (Reg. No. 1,811,196)	Smart & Final Stores LLC	United States	12/14/1993	03/24/1993	Renewal due 12/14/2013
SMART UNIVERSITY (Reg. 1,811,195)	Smart & Final Stores LLC	United States	12/14/1993	03/24/1993	Renewal due 12/14/2013
SMART VALUE (Reg. No. 3,303,539)	Smart & Final Stores LLC	United States	10/02/2007	01/19/2005	6th Year Declaration due 10/02/2013
SMARTADVANTAGE (Reg. No. 3,850,071)	Smart & Final Stores LLC	United States	09/21/2010	02/23/2010	6th Year Declaration due 09/21/2016
SMARTCO (Reg. No. 3,884,314)	Smart & Final Stores LLC	United States	11/30/2010	02/12/2010	6th Year Declaration due 11/30/2016
SMARTCO FOODS (Reg. No. 3,881,592)	Smart & Final Stores LLC	United States	11/23/2010	02/12/2010	6th Year Declaration due 11/23/2016
SMARTY (Ser. No. 1,840,778)	Smart & Final Stores LLC	United States	06/21/1994	08/27/1996	Renewal due 06/21/2014
SNACK'RS (Reg. No. 2,633,979)	Smart & Final Stores LLC	United States	10/15/2002	04/25/2000	Renewal due 10/15/2022
TENDER-LEE (Reg. No. 1,348,349)	Smart & Final Stores LLC	United States	07/09/1985	12/28/1984	Renewal due 07/09/2015
THE CONVENIENCE OF A GROCERY	Smart & Final	United States	10/05/2010	01/20/2009	6th Year

Mark (Reg. No. /Ser. No.)	Grantor	Country	Registered	Filed	Status
STORE... THE SAVINGS OF A WAREHOUSE STORE (Reg. No. 3,857,609)	Stores LLC				Declaration due 10/05/2016
THE SMALLER FASTER WAREHOUSE STORE (Reg. No. 3,721,957)	Smart & Final Stores LLC	United States	12/08/2009	05/12/2009	6th Year Declaration due 12/08/2015
THIRST PUNCHER (App No. 85/703,644)	Smart & Final Stores LLC	United States		08/14/2012	Pending
WHERE RESTAURANTS BUY BETTER (Reg. No. 3,828,030)	Cash & Carry Stores LLC	United States	08/03/2010	12/30/2009	6th Year Declaration due 08/03/2016

State Trademarks

Mark (Reg. No. /Ser. No.)	Grantor	State/Territory	Registered	Status
SMART & FINAL (Reg. No. 37799	Smart & Final Stores LLC	Puerto Rico	05/08/1997	Renewal due 01/26/2016
TRADEWINDS (Reg. No. 54204)	Smart & Final Stores LLC	Arizona	10/14/2009	Renewal due 10/14/2019
TRADEWINDS (Reg. No. 113918)	Smart & Final Stores LLC	California	10/26/2009	Renewal due 10/26/2014

Mark (Reg. No. /Ser. No.)	Grantor	State/Territory	Registered	Status
TRADEWINDS (Reg. No. 19845)	Smart & Final Stores LLC	Idaho	09/08/2009	Renewal due 09/08/2019
TRADEWINDS (Reg. No. 20090706143-82)	Smart & Final Stores LLC	Nevada	09/28/2009	Renewal due 09/28/2014
TRADEWINDS (Reg. No. T41034)	Smart & Final Stores LLC	Oregon	09/11/2009	Renewal due 09/11/2014
TRADEWINDS (Reg. No. 53537)	Smart & Final Stores LLC	Washington	09/08/2009	Renewal due 09/08/2014

Foreign Trademarks: Mexico

Mark (Reg. No./Ser. No.)	Grantor	Country	Registered	Status
CHEF'S REVIEW (Reg. No. 835204)	Smart & Final Stores Corporation*	Mexico	05-31-2004	Registered
CHEF'S REVIEW (Reg. No. 835205)	Smart & Final Stores Corporation*	Mexico	05-31-2004	Registered
CHEF'S REVIEW (Reg. No. 835206)	Smart & Final Stores Corporation*	Mexico	05-31-2004	Registered

Mark (Reg. No./Ser. No.)	Grantor	Country	Registered	Status
CHEF'S REVIEW (Reg. No. 835207)	Smart & Final Stores Corporation*	Mexico	05-31-2004	Registered
CHEF'S REVIEW (Reg. No. 835208)	Smart & Final Stores Corporation*	Mexico	05-31-2004	Registered
CHEF'S REVIEW (App No. 634904)	Smart & Final Stores Corporation*	Mexico	FILED 12-17-2003	Unpublished Application (Pending)
IRIS (Reg. No. 457939)	Smart & Final Stores Corporation*	Mexico	04-21-1994	Renewed (Registered)
IRIS (Reg. No. 457340)	Smart & Final Stores Corporation*	Mexico	04-15-1994	Renewed (Registered)
IRIS (Reg. No. 457940)	Smart & Final Stores Corporation*	Mexico	04-21-1994	Registered
IRIS (Reg. No. 457941)	Smart & Final Stores Corporation*	Mexico	04-21-1994	Registered
IRIS (Reg. No. 457942)	Smart & Final Stores Corporation*	Mexico	04-21-1994	Renewed (Registered)

Mark (Reg. No./Ser. No.)	Grantor	Country	Registered	Status
IRIS (Reg. No. 504552)	Smart & Final Stores Corporation*	Mexico	09-22-1995	Renewed (Registered)
IRIS (Reg. No. 458966)	Smart & Final Stores Corporation*	Mexico	05-02-1994	Registered
IRIS (Reg. No. 457943)	Smart & Final Stores Corporation*	Mexico	04-21-1994	Renewed (Registered)
IRIS (Reg. No. 440444)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered
IRIS (Reg. No. 457944)	Smart & Final Stores Corporation*	Mexico	04-21-1994	Renewed (Registered)
IRIS (Reg. No. 440445)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered
IRIS (Reg. No. 925211)	Smart & Final Stores Corporation*	Mexico	03-24-2006	Renewed (Registered)
MONTECITO (Reg. No. 440344)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered
MONTECITO (Reg. No. 440345)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered
MONTECITO (Reg. No. 440346)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered

Mark (Reg. No./Ser. No.)	Grantor	Country	Registered	Status
MONTECITO (Reg. No. 440347)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered
MONTECITO (Reg. No. 440446)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered
MONTECITO (Reg. No. 440447)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered
MONTECITO (Reg. No. 440448)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered
MONTECITO (Reg. No. 457945)	Smart & Final Stores Corporation*	Mexico	04-21-1994	Renewed (Registered)
MONTECITO (Reg. No. 440449)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered
MONTECITO (Reg. No. 440450)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Renewed (Registered)
PRO PRIDE (Reg. No. 806030)	Smart & Final Stores Corporation*	Mexico	09-08-2003	Registered
PRO PRIDE (Reg. No. 806031)	Smart & Final Stores Corporation*	Mexico	09-08-2003	Registered
PRO PRIDE (Reg. No. 806032)	Smart & Final Stores Corporation*	Mexico	09-08-2003	Registered

Mark (Reg. No./Ser. No.)	Grantor	Country	Registered	Status
PRO VALUE (Reg. No. 823105)	Smart & Final Stores Corporation*	Mexico	02-27-2004	Registered
PRO VALUE (Reg. No. 823106)	Smart & Final Stores Corporation*	Mexico	02-27-2004	Registered
SMART & FINAL (Reg. No. 440451)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Renewed (Registered)
SMART & FINAL (Reg. No. 440452)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered
SMART & FINAL (Reg. No. 457946)	Smart & Final Stores Corporation*	Mexico	04-21-1994	Registered
SMART & FINAL (Reg. No. 440453)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered
SMART & FINAL (Reg. No. 467561)	Smart & Final Stores Corporation*	Mexico	07-22-1994	Registered
SMART & FINAL (Reg. No. 467562)	Smart & Final Stores Corporation*	Mexico	07-22-1994	Renewed (Registered)
SMART & FINAL (Reg. No. 440454)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered

Mark (Reg. No./Ser. No.)	Grantor	Country	Registered	Status
SMART & FINAL (Reg. No. 440455)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Registered
SMART & FINAL (Reg. No. 440456)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Renewed (Registered)
SMART & FINAL (Reg. No. 440457)	Smart & Final Stores Corporation*	Mexico	08-23-1993	Renewed (Registered)
SMART & FINAL (Reg. No. 440458	Smart & Final Stores Corporation*	Mexico	08-23-1993	Renewed (Registered)
SMART & FINAL (Reg. No. 443091)	Smart & Final Stores Corporation*	Mexico	09-29-1993	Renewed (Registered)
SMART & FINAL (Reg. No. 443092)	Smart & Final Stores Corporation*	Mexico	09-29-1993	Registered

Domain Name	Registrant	Expiration Date
AMERIFOODSTRADINGCO.COM	Smart & Final Corporation	07/13/2014
AMERIFOODSTRADINGCO.NET	Smart & Final Corporation	07/13/2014
SMART--VALUE.COM	Smart & Final Corporation	03/18/2015
SMARTANDFINAL.COM	Smart & Final Corporation	12/11/2014
SMARTCOFOODS.COM	Smart & Final Corporation	03/05/2013

Domain Name	Registrant	Expiration Date
SMARTFOODSERVICE.COM	Smart & Final Corporation	01/23/2017
SMARTU.COM	Smart & Final Corporation	10/31/2014