

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
The Bank of New York Mellon		08/27/2010	State Chartered Bank: NEW YORK
RECEIVING PARTY DATA			
Name:	Phoenix Intangibles Holding Company		
Street Address:	4005 Kennett Pike, Suite 220		
Internal Address:	Two Greenville Crossing		
City:	Greenville		
State/Country:	DELAWARE		
Postal Code:	19807		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 32			
Property Type	Number	Word Mark	
Serial Number:	77530249	CLEAR LEAF	
Serial Number:	77578323	CLEAR LEAF	
Serial Number:	77541477	ECO-LIGHT	
Serial Number:	77554526	FOODPERKS	
Serial Number:	77599953	GIANT EAGLE FOODPERKS! FUEL YOUR WAY TO FOOD SAVINGS GIANT EAGLE FUELPERKS!	
Serial Number:	77599736	FUEL YOUR WAY TO FOOD SAVINGS	
Serial Number:	77509716	FUELPERKS!	
Serial Number:	77599976	GIANT EAGLE FOODPERKS! GIANT EAGLE ADVANTAGE CARD	
Serial Number:	77599781	GIANT EAGLE FOODPERKS! FUEL YOUR WAY TO FOOD SAVINGS	
Serial Number:	77600000	GIANT EAGLE FOODPERKS! FUEL YOUR WAY TO FOOD SAVINGS GIANT EAGLE ADVANTAGE CARD	

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Serial Number:	77644060	ONE BODY
Serial Number:	77631271	ONE FORWARD
Serial Number:	77630506	ONE FORWARD PHARMACY
Serial Number:	77630451	WHERE NATURE AND SCIENCE INTERSECT
Registration Number:	3124659	COASTLINE
Registration Number:	3134187	COASTLINE
Registration Number:	3134004	COURTNEY TAYLOR
Registration Number:	3664891	FOODPERKS!
Registration Number:	3755177	FUELPERKS!
Registration Number:	3652557	FUELPERKSMALL.COM
Registration Number:	3661939	FUELPERKS! MALL
Registration Number:	3648743	FUELPERKS! MALL.COM
Registration Number:	3723465	FUELPERKS! MALL
Registration Number:	3785220	GIANT EAGLE
Registration Number:	3535299	GIANT EAGLE
Registration Number:	3535300	GIANT EAGLE
Registration Number:	3677642	GIANT EAGLE
Registration Number:	3729689	GIANT EAGLE FOODPERKS!
Registration Number:	3541678	GIANT EAGLE FUELPERKS! SHOP YOUR WAY TO FUEL SAVINGS
Registration Number:	3532344	SHOP YOUR WAY TO FUEL SAVINGS
Registration Number:	3652558	SHOP YOUR WAY TO FUEL SAVINGS ONLINE
Registration Number:	3782947	TASTY GRAINS

CORRESPONDENCE DATA

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ATTORNEY DOCKET NUMBER:	076021-00250
NAME OF SUBMITTER:	David V. Radack
Signature:	/DVR/

Date:

09/10/2010

Total Attachments: 6

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TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT

This Termination and Release of Trademark Security Agreement (“Release”), entered into as of the 27th day of August, 2010, by and between (i) Phoenix Intangibles Holding Company (“Phoenix”), a Delaware Corporation, and (ii) The Bank of New York Mellon (“BNYM”), successor in interest to Mellon Bank, N.A. (“Mellon”), as collateral agent for the Secured Parties (as defined in the Second Amended and Restated Credit Agreement referred to below) (in such capacity, together with its successors in such capacity, the “Collateral Agent”).

RECITALS

A. Pursuant to the Second Amended and Restated Credit Agreement, dated as of November 7, 2005 (as the same may have been amended, restated, supplemented, or otherwise modified from time-to-time, the “Second Amended and Restated Credit Agreement”) and the Second Amended and Restated Security Agreement, dated as of November 7, 2005, in favor of the Collateral Agent (as the same may have been amended, restated, supplemental, or otherwise modified from time-to-time, the “Second Amended and Restated Security Agreement”), the Lenders and Issuers party thereto, Citicorp USA, Inc. as Administrative Agent for the Lenders and Issuers, and BNYM, as Collateral Agent for the Lenders and Issuers, the Lenders and Issuers have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein.

B. Phoenix is a party to the Subsidiary Guaranty pursuant to which it has guaranteed the obligations.

C. Phoenix, as collateral security for the full, prompt, and complete payment and performance when due of the Secured Obligations, did collaterally assign, convey, mortgage, pledge, hypothecate, and transfer to the Collateral Agent for the benefit of the Secured Parties and granted to the Collateral Agent for the benefit of the Secured Parties, a lien on and security interest in all right, title, and interest in, to, and under the Trademark Collateral (as such term is defined in the Short Form Trademark Security Agreement (referred to below), which includes,

without limitation, the trademark registrations and/or applications listed in Schedule I attached hereto).

D. Phoenix executed a Short Form Trademark Security Agreement, dated February 24, 2009 and recorded at the United States Patent and Trademark Office on March 13, 2009, at Reel 3952, Frame 0020 (“Short Form Trademark Security Agreement”).

E. The Borrower has refinanced its obligations under the Second Amended and Restated Credit Agreement.

F. The Collateral Agent and Phoenix desire to terminate the Short Form Trademark Security Agreement.

NOW, THEREFORE, the parties agree as follows:



1. Unless otherwise defined herein, terms defined in the Second Amended and Restated Credit Agreement or in the Second Amended and Restated Security Agreement and used herein have the meaning given to them in the Second Amended and Restated Credit Agreement or the Second Amended and Restated Security Agreement.

2. The Collateral Agent hereby terminates the Short Form Trademark Security Agreement and release the Trademark Collateral from any security interest and neither Phoenix nor the Collateral Agent shall have any obligations pursuant to the Short Form Trademark Security Agreement.

3. The Collateral Agent agrees that Phoenix will make this Release of record by filing the same with the United States Patent and Trademark Office and paying all applicable recordation fees.

**ACCEPTED AND AGREED AS OF
THE DATE FIRST ABOVE WRITTEN**

Phoenix Intangibles Holding Company

By:  _____ 

Keyin Shelton
(Printed/Typed Name)

Vice President and Treasurer
(Printed/Typed Title)

SCHEDULE I

A. APPLICATIONS

	<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
1.	CLEAR LEAF	77/530,249	July 24, 2008
2.	CLEAR LEAF	77/578,323	September 25, 2008
3.	ECO-LIGHT	77/541,477	August 7, 2008
4.	FOODPERKS	77/554,526	August 25, 2008
5.	foodperks!/fuelperks! Cycle Logo (w/o Giant Eagle Advantage Card)	77/599,953	October 24, 2008
6.	FUEL YOUR WAY TO FOOD SAVINGS	77/599,736	October 24, 2008
7.	FUELPERKS Logo	77/509,716	June 27, 2008
8.	GIANT EAGLE FOODPERKS! and Design (w/ Giant Eagle Advantage Card)	77/599,976	October 24, 2008
9.	GIANT EAGLE FOODPERKS! FUEL YOUR WAY TO FUEL SAVINGS and Design (w/o Giant Eagle Advantage Card)	77/599,781	October 24, 2008
10.	GIANT EAGLE FOODPERKS! FUEL YOUR WAY TO FUEL SAVINGS and Design (w/ Giant Eagle Advantage Card)	77/600,000	October 24, 2008
11.	ONE BODY	77/644,060	January 6, 2009
12.	ONE FORWARD	77/631,271	December 11, 2008
13.	ONE FORWARD PHARMACY	77/630,506	December 10, 2008
14.	WHERE NATURE AND SCIENCE INTERSECT	77/630,451	December 10, 2008

B. REGISTRATIONS

	<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
1.	COASTLINE	3,124,659	August 1, 2006
2.	COASTLINE and Design	3,134,187	August 22, 2006
3.	COURTNEY TAYLOR	3,134,004	August 22, 2006
4.	FOODPERKS!	3,664,891	August 4, 2009
5.	FUELPERKS!	3,755,177	March 2, 2010
6.	FUELPERKSMALL.COM	3,652,557	July 7, 2009
7.	FUELPERKS! MALL	3,661,939	July 28, 2009
8.	FUELPERKS! MALL.COM and Design	3,648,743	June 30, 2009
9.	FUELPERKS! MALL and Design	3,723,465	December 8, 2009
10.	GIANT EAGLE	3,785,220	May 4, 2010
11.	GIANT EAGLE	3,535,299	November 18, 2008
12.	GIANT EAGLE Shield	3,535,300	November 18, 2008
13.	GIANT EAGLE	3,677,642	September 1, 2009
14.	GIANT EAGLE FOODPERKS! and Design	3,729,689	December 22, 2009
15.	GIANT EAGLE FUELPERKS! SHOP YOUR WAY TO FUEL SAVINGS and Design	3,541,678	December 2, 2008
16.	SHOP YOUR WAY TO FUEL SAVINGS	3,532,344	November 11, 2008
17.	SHOP YOUR WAY TO FUEL SAVINGS ONLINE	3,652,558	July 7, 2009
18.	TASTY GRAINS	3,782,947	April 27, 2010