

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Grant of Security Interest in US Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BI-LO, LLC		02/03/2011	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Deutsche Bank Trust Company Americas, as collateral agent
<b>Street Address:</b>	60 Wall Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10005
<b>Entity Type:</b>	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 42**

Property Type	Number	Word Mark
Registration Number:	3341302	
Registration Number:	1880217	BI-LO
Registration Number:	1888664	BI-LO
Registration Number:	1881026	BI-LO
Registration Number:	1929328	BI-LO
Registration Number:	2282004	BI-LO CENTER
Registration Number:	2283543	BI-LO CENTER
Registration Number:	2283544	BI-LO CENTER
Registration Number:	2283754	BI-LO CENTER
Registration Number:	2352172	BI-LO CENTER
Registration Number:	2352270	BI-LO CENTER
Registration Number:	2355580	BI-LO CENTER
Registration Number:	2355634	BI-LO CENTER
Registration Number:	2366599	BI-LO CENTER

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Registration Number:	2410977	BI-LO CENTER
Registration Number:	2423634	BI-LO CENTER
Registration Number:	2113043	BONUSCARD
Registration Number:	2200184	BONUSCARD
Registration Number:	3162765	BOOSTERSPLUS
Registration Number:	3253289	BOOSTERSPLUS CARING. GIVING. MAKING A DIFFERENCE. BI-LO
Registration Number:	2558804	FOOD \$MART
Registration Number:	2074813	GOLD STAR MEATS
Registration Number:	2074812	GOLD STAR MEATS
Registration Number:	2232549	SOUTHERN HOME
Registration Number:	2383950	SOUTHERN HOME
Registration Number:	1661254	THE NAME FITS
Registration Number:	1886248	WALTER'S
Registration Number:	1886247	WALTER'S
Registration Number:	2355276	WALTER'S WAY
Registration Number:	2491887	WALTER'S WAY
Registration Number:	3037028	WEE TALK
Registration Number:	3506198	SUPER BI-LO
Registration Number:	3369108	SUPER BI-LO
Registration Number:	3513555	BECAUSE IT MATTERS TO YOU
Registration Number:	2471492	BI-LO BOOSTERS
Registration Number:	2408652	THE DRUGSTORE AT BI-LO
Registration Number:	3018008	GIMME FIVE 5!
Registration Number:	1529949	HARVEST CHOICE
Registration Number:	2398127	IT'S THE RIGHT PRESCRIPTION
Registration Number:	3078847	PLUS 1 AND DONE
Registration Number:	3078848	PLUS 1 AND DONE
Serial Number:	85156709	BI-LO

**CORRESPONDENCE DATA**

Fax Number: (212)354-8113  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2128198200  
Email: fcutajar@whitecase.com  
Correspondent Name: White & Case LLP  
Address Line 1: 1155 Avenue of the Americas

**TRADEMARK**  
**REEL: 004467 FRAME: 0241**

Address Line 2: Patents & Trademarks  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1111779-2135
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	02/03/2011

Total Attachments: 7  
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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BI-LO, LLC, a Delaware limited liability company (the "Grantor") with principal offices at 208 BI-LO Boulevard, Greenville, SC 29607, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, NY 10006 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

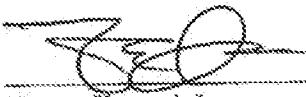
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of February 3, 2011 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

**[Remainder of this page intentionally left blank; signature page follows]**

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 3rd  
day of February, 2011.

BI-LO, LLC, Grantor

By:   
Name: Kenneth Jones  
Title: Treasurer and Senior Vice President -  
Finance

DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent and Grantee

By: \_\_\_\_\_  
Name:  
Title:

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 3rd day of February, 2011.

BI-LO, LLC, Grantor

By: \_\_\_\_\_  
Name: Kenneth Jones  
Title: Treasurer and Senior Vice President - Finance








DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent and Grantee

By:   
Name: Scottye Lindsey  
Title: Director

By:   
Name: Erin Morrissey  
Title: Vice President

SCHEDULE A

1. Owned Registered Marks and Applications:

Country	Trademark	Date Filed	Serial #	Reg Date	Reg #	Registered Owner
United States		August 19, 2005	78696304	November 20, 2007	3341302	BI-LO, LLC
United States	BI-LO	April 25, 1994	74519405	February 21, 1995	1880217	BI-LO, LLC
United States	BI-LO	April 25, 1994	74519410	April 11, 1995	1888664	BI-LO, LLC
United States	BI-LO and Design 	October 20, 2010	85156709	Pending	Pending	BI-LO, LLC
United States		April 25, 1994	74519407	February 28, 1995	1881026	BI-LO, LLC
United States		April 25, 1994	74519406	October 24, 1995	1929328	BI-LO, LLC
United States		June 10, 1997	75305970	September 28, 1999	2282004	BI-LO, LLC
United States	BI-LO CENTER	June 27, 1996	75126409	October 5, 1999	2283543	BI-LO, LLC
United States	BI-LO CENTER	June 27, 1996	75126410	October 5, 1999	2283544	BI-LO, LLC
United States		June 10, 1997	75305967	October 5, 1999	2283754	BI-LO, LLC
United States	BI-LO CENTER	January 6, 1999	75616430	May 23, 2000	2352172	BI-LO, LLC
United States		June 10, 1997	75305969	May 23, 2000	2352270	BI-LO, LLC
United States	BI-LO CENTER	February 19, 1997	75237401	June 6, 2000	2355580	BI-LO, LLC

SCHEDULE A



Country	Trademark	Date Filed	Serial #	Reg Date	Reg #	Registered Owner
United States	<b>BI-LO CENTER</b>	June 10, 1997	75305968	June 6, 2000	2355634	BI-LO, LLC
United States	BI-LO CENTER	June 27, 1996	75126411	July 11, 2000	2366599	BI-LO, LLC
United States	BI-LO CENTER	June 10, 1997	75305716	December 5, 2000	2410977	BI-LO, LLC
United States	<b>BI-LO CENTER</b>	June 10, 1997	75305723	January 23, 2001	2423634	BI-LO, LLC
United States	BONUSCARD	July 9, 1996	75131279	November 11, 1997	2113043	BI-LO, LLC
United States	BONUSCARD	July 9, 1996	75131280	October 27, 1998	2200184	BI-LO, LLC
United States	BOOSTERSPLUS	February 13, 2006	78813260	October 24, 2006	3162765	BI-LO, LLC
United States	BOOSTERSPLUS CARING. GIVING. MAKING A DIFFERENCE. BI-LO and Design 	March 3, 2006	78828353	June 19, 2007	3253289	BI-LO, LLC
United States	FOOD \$MART	August 1, 2001	76293426	April 9, 2002	2558804	BI-LO, LLC
United States	GOLD STAR MEATS	April 25, 1994	74519409	July 1, 1997	2074813	BI-LO, LLC
United States	GOLD STAR MEATS and Design 	April 25, 1994	74519408	July 1, 1997	2074812	BI-LO, LLC



SCHEDULE A

Country	Trademark	Date Filed	Serial #	Reg Date	Reg #	Registered Owner
United States	SOUTHERN HOME	February 22, 1996		March 16, 1999	2232549	BI-LO, LLC
United States	SOUTHERN HOME	February 22, 1996	75061035	September 5, 2000	2383950	BI-LO, LLC
United States	THE NAME FITS	October 17, 1990	74106775	October 15, 1991	1661254	BI-LO, LLC
United States	WALTER'S	April 25, 1994	74519404	March 28, 1995	1886248	BI-LO, LLC
United States	WALTER'S (Stylized) 	April 25, 1994	74519402	March 28, 1995	1886247	BI-LO, LLC
United States	WALTER'S WAY	August 11, 1999	75773075	June 6, 2000	2355276	BI-LO, LLC
United States	WALTER'S WAY and Design 	September 8, 1999	75794149	September 25, 2001	2491887	BI-LO, LLC
United States	WEE TALK	March 21, 2001	76228250	January 3, 2006	3037028	BI-LO, LLC
United States	SUPER BI-LO and Design 	July 20, 2007	77234871	September 23, 2008	3506198	BI-LO, LLC
United States	SUPER BI-LO	June 29, 2007	77218688	January 15, 2008	3369108	BI-LO, LLC
United States	BECAUSE IT MATTERS TO YOU	June 20, 2007	77211053	October 7, 2008	3513555	BI-LO, LLC
United States	BI-LO BOOSTERS	May 23, 2000	76054585	July 24, 2001	2471492	BI-LO, LLC
United States	DRUGSTORE AT BI-LO, THE	December 20, 1999	75877729	November 28, 2000	2408652	BI-LO, LLC

SCHEDULE A

Country	Trademark	Date Filed	Serial #	Reg Date	Reg #	Registered Owner
United States	GIMME FIVE! and Design 	October 13, 2004	78499257	November 22, 2005	3018008	BI-LO, LLC
United States	HARVEST CHOICE	July 5, 1988	73738235	March 14, 1989	1529949	BI-LO, LLC
United States	IT'S THE RIGHT PRESCRIPTION	December 20, 1999	75877728	October 24, 2000	2398127	BI-LO, LLC
United States	PLUS 1 AND DONE and Design 	October 13, 2004	78499260	April 11, 2006	3078847	BI-LO, LLC
United States	PLUS 1 AND DONE	October 13, 2004	78499262	April 11, 2006	3078848	BI-LO, LLC