

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Lien on Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Credit Suisse AG, Cayman Islands Branch		05/12/2010	Bank: SWITZERLAND

RECEIVING PARTY DATA

Name:	BI-LO, LLC
Street Address:	211 BI-LO Boulevard
City:	Greenville
State/Country:	SOUTH CAROLINA
Postal Code:	29607
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	3341302	
Registration Number:	2853969	A LOWER TOTAL BILL. PLAIN AND SIMPLE.
Registration Number:	1880217	BI-LO
Registration Number:	1881026	BI-LO
Registration Number:	1929328	BI-LO
Registration Number:	2471492	BI-LO BOOSTERS
Registration Number:	2281897	BI-LO CENTER
Registration Number:	2282003	BI-LO CENTER
Registration Number:	2282004	BI-LO CENTER
Registration Number:	2283542	BI-LO CENTER
Registration Number:	2283543	BI-LO CENTER
Registration Number:	2283544	BI-LO CENTER
Registration Number:	2283754	BI-LO CENTER
Registration Number:	2286114	BI-LO CENTER

TRADEMARK

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REEL: 004467 FRAME: 0880

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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
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:	2408652	THE DRUGSTORE AT BI-LO
Registration Number:	2558804	FOOD \$MART
Registration Number:	3018008	GIMME FIVE 5!
Registration Number:	2074813	GOLD STAR MEATS
Registration Number:	2074812	GOLD STAR MEATS
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
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:	3513555	BECAUSE IT MATTERS TO YOU
Registration Number:	3506198	SUPER BI-LO
Registration Number:	3369108	SUPER BI-LO
Serial Number:	77806972	SIMPLE AS THAT
Registration Number:	1888664	BI-LO

CORRESPONDENCE DATA

TRADEMARK
REEL: 004467 FRAME: 0881

Fax Number: (212)310-8007
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2123108000
Email: vindra.richter@weil.com, suzanne.inglis@weil.com
Correspondent Name: Vindra Richter/si
Address Line 1: Weil, Gotshal & Manges LLP
Address Line 2: 767 Fifth Avenue
Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER:	35899.0495.VKW
NAME OF SUBMITTER:	Vindra Richter
Signature:	/Vindra Richter/
Date:	02/04/2011

Total Attachments: 8
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Release of Lien on Trademarks

WHEREAS, by a certain Trademark Security Agreement dated as of May 12, 2010 (the “**Agreement**”) by BI-LO, LLC (the “**Grantor**”) to Credit Suisse AG, Cayman Islands Branch, as administrative agent (the “**Administrative Agent**”), which Agreement was recorded with the United States Patent and Trademark Office (the “**USPTO**”) on May 14, 2010 on reel 004206 frame 0264, Grantor granted to the Administrative Agent a security interest in and lien on those trademarks and trademark applications owned by Grantor and set forth on Schedule A hereto (the “**Trademark Collateral**”);

WHEREAS, the Administrative Agent desires to release its security interest in and lien on the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Administrative Agent does hereby terminate, release, and discharge fully its security interest in and lien on and to, all of the right, title and interest to and under the Trademark Collateral , including but not limited to the trademark registrations and trademark applications set forth on Schedule A hereto and reassigns to the Grantor all right, title and interest of the Administrative Agent in and to such trademarks and trademark applications.

The Administrative Agent hereby authorizes Grantor or Grantor’s authorized representative to (i) record this Release with the USPTO, (ii) file UCC Financing Statement Amendments with the applicable filing office in order to memorialize the release of any security interest of the Administrative Agent in the Trademark Collateral, and/or (iii) otherwise record or file this Release in the applicable governmental office or agency.

The Administrative Agent further agrees to execute and deliver to Grantor any and all further documents and instruments, and do any and all further acts which Grantor (or its agents or designees) reasonably request (at Grantor’s sole cost and expense) in order to confirm this Release and Grantor’s right, title, and interest in or to the Trademark Collateral.

Dated: February 3, 2011

CREDIT SUISSE AG, CAYMAN
ISLANDS BRANCH,
as Administrative Agent

By:


Name: **Ari Bruger**
Title: **Vice President**







KEVIN BUDDHDEW
ASSOCIATE

[Signature Page to Trademark Release]




SCHEDULE I
TO
RELEASE OF LIEN ON TRADEMARKS




Trademark Registrations


1. REGISTERED TRADEMARKS

<u>Owner</u>	<u>Trademark Title</u>	<u>Registration Date</u>	<u>Registration No.</u>
BI-LO, LLC		November 20, 2007	3341302
BI-LO, LLC	A LOWER TOTAL BILL. PLAIN AND SIMPLE	June 15, 2004	2853969
BI-LO, LLC	BI-LO	February 21, 1995	1880217
BI-LO, LLC	BI-LO	April 11, 1995	1888664
BI-LO, LLC		February 28, 1995	1881026
BI-LO, LLC		October 24, 1995	1929328
BI-LO, LLC	BI-LO BOOSTERS	July 24, 2001	2471492
BI-LO, LLC	BI-LO CENTER	September 28, 1999	2281897
BI-LO, LLC		September 28, 1999	2282003
BI-LO, LLC		September 28, 1999	2282004

<u>Owner</u>	<u>Trademark Title</u>	<u>Registration Date</u>	<u>Registration No.</u>
BI-LO, LLC	BI-LO CENTER	October 5, 1999	2283542
BI-LO, LLC	BI-LO CENTER	October 5, 1999	2283543
BI-LO, LLC	BI-LO CENTER	October 5, 1999	2283544
BI-LO, LLC	BI-LO CENTER	October 5, 1999	2283754
BI-LO, LLC	BI-LO CENTER	October 12, 1999	2286114
BI-LO, LLC	BI-LO CENTER	May 23, 2000	2352172
BI-LO, LLC	BI-LO CENTER	May 23, 2000	2352270
BI-LO, LLC	BI-LO CENTER	June 6, 2000	2355580
BI-LO, LLC	BI-LO CENTER	June 6, 2000	2355634
BI-LO, LLC	BI-LO CENTER	July 11, 2000	2366599
BI-LO, LLC	BI-LO CENTER	December 5, 2000	2410977
BI-LO, LLC	BI-LO CENTER	January 23, 2001	2423634
BI-LO, LLC	BONUSCARD	November 11, 1997	2113043
BI-LO, LLC	BONUSCARD	October 27, 1998	2200184

<u>Owner</u>	<u>Trademark Title</u>	<u>Registration Date</u>	<u>Registration No.</u>
BI-LO, LLC	BOOSTERSPLUS	October 24, 2006	3162765
BI-LO, LLC	BOOSTERSPLUS CARING. GIVING. MAKING A DIFFERENCE. BI-LO and Design	June 19, 2007	3253289
			
BI-LO, LLC	DRUGSTORE AT BI-LO, THE	November 28, 2000	2408652
BI-LO, LLC	FOOD \$MART	April 9, 2002	2558804
BI-LO, LLC	GIMME FIVE! and Design	November 22, 2005	3018008
			
BI-LO, LLC	GOLD STAR MEATS	July 1, 1997	2074813
BI-LO, LLC	GOLD STAR MEATS and Design	July 1, 1997	2074812
			
BI-LO, LLC	HARVEST CHOICE	March 14, 1989	1529949
BI-LO, LLC	IT'S THE RIGHT PRESCRIPTION	October 24, 2000	2398127

<u>Owner</u>	<u>Trademark Title</u>	<u>Registration Date</u>	<u>Registration No.</u>
BI-LO, LLC	PLUS 1 AND DONE and Design	April 11, 2006	3078847
			
BI-LO, LLC	PLUS 1 AND DONE	April 11, 2006	3078848
BI-LO, LLC	SOUTHERN HOME	March 16, 1999	2232549
BI-LO, LLC	SOUTHERN HOME	September 5, 2000	2383950
BI-LO, LLC	THE NAME FITS	October 15, 1991	1661254
BI-LO, LLC	WALTER'S	March 28, 1995	1886248
BI-LO, LLC	WALTER'S (Stylized)	March 28, 1995	1886247
			
BI-LO, LLC	WALTER'S WAY	June 6, 2000	2355276
BI-LO, LLC	WALTER'S WAY and Design	September 25, 2001	2491887
			
BI-LO, LLC	WEE TALK	January 3, 2006	3037028
BI-LO, LLC	BECAUSE IT MATTERS TO YOU	October 7, 2008	3513555

<u>Owner</u>	<u>Trademark Title</u>	<u>Registration Date</u>	<u>Registration No.</u>
BI-LO, LLC	SUPER BI-LO and Design 	September 23, 2008	3506198
BI-LO, LLC	SUPER BI-LO	January 15, 2008	3369108

2. TRADEMARK APPLICATIONS

<u>Owner</u>	<u>Trademark Title</u>	<u>Registration Date</u>	<u>Registration No.</u>
BI-LO, LLC	SIMPLE AS THAT	Pending	(77-806972)

3. IP LICENSES

<u>Licensor</u>	<u>Licensee</u>	<u>Description of Agreement</u>	<u>Description of IP Licensed</u>
BI-LO, LLC	Ahold IP, Inc.	Perpetual Licensing Agreement by and between BI-LO Brands, Inc. and Ahold IP, Inc., dated January 29, 2005 (assigned to BI-LO, LLC), as amended by letter dated August 28, 2007	Items #23, #24, #30, and #31 on the Schedule of United States Trademarks, and the Gold Star Seafood mark.
Ahold IP, Inc.	BI-LO, LLC	Perpetual Licensing Agreement by and between Ahold IP, Inc. and BI-LO Brands, Inc., dated January 29, 2005 (assigned to BI-LO, LLC), as amended by letter dated September 25, 2008	Items #48, #49, #50, #51, #52, #53, #54, #55, #56, and #57 on the Schedule of United States Trademarks.
Ahold Licensing SA	BI-LO, LLC	Perpetual Licensing Agreement by and between Ahold Licensing SA and BI-LO, LLC, dated January 29, 2008, as amended by letter dated September 25, 2008	Items #58, #59, and #60 on the Schedule of United States Trademarks.
Topco Holdings, Inc.	BI-LO, LLC ¹	Bylaws of Topco Holdings, Inc., as amended March 8, 2007	Items #61-98 on the Schedule of United States Trademarks; images listed under subheading "Other Material Topco Trademarks"

¹ BI-LO, LLC is a member-owner of Topco Holdings, Inc, which status entitles it to use, among other trademarks, the trademarks listed on the Schedule of United States Trademarks as items #61-98 and the image marks listed under the heading "Other Material Topco Trademarks."