

06-11-2003



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6-9-03

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J.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Bruno's Supermarkets, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State - Delaware Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Bruno's Brands, Inc.

Internal Address:

Street Address: 300 Delaware Avenue

City: Wilmington State: DE Zip: 19801

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 06/02/2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

see attached

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Sue Heberlig, Paralegal

Internal Address: McNeese Wallace & Nurick

Street Address: P.O. Box 1166

City: Harrisburg State: PA Zip: 17108

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41): \$ 290.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

FINANCE SECTION JUN - 9 PM 1:52

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9. Signature.

Sue Heberlig

Name of Person Signing

Signature

Signature

6.5.03

Date

Total number of pages including cover sheet, attachments, and document:

06/10/2003 ECOOPER 00000159 2196202

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:8521 02 FC:8522

40.00 UP 250.00 UP

TRADEMARK REEL: 002749 FRAME: 0755

SCHEDULE A

Federally Registered Marks

<u>Trademark</u>	<u>Registration Number</u>
CHECKPOINT FOR CHARITY	2,196,202
FOODMAX	1,479,152
FOODMAX Stylized	1,503,161
MAX PAK	1,488,695
SOUTHERN HOME	2,383,950
SOUTHERN HOME	2,232,549
SPIRAL REWARDS	2,459,243
SWIPEOUT	1,970,490
THE LOW PRICE PLACE	2,420,330
TURKEY DOLLARS	2,545,799
VINCENT'S MARKET	2,244,825

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT made as of the 2nd day of June, 2003, by and between Bruno's Supermarkets, Inc. (the "Assignor"), a Delaware corporation having its principal place of business at 800 Lakeshore Parkway, Birmingham, Alabama 35211, and Bruno's Brands, Inc. (the "Assignee"), a Delaware corporation having its principal place of business at 300 Delaware Avenue, Wilmington, Delaware 19801.

Assignor is the owner of trademarks and trademark registrations listed on Schedules "A" and "B" attached hereto; and

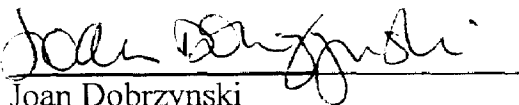
Assignor has elected to transfer all of its right, title, and interest in and to those trademarks and trademark registrations to Assignee.

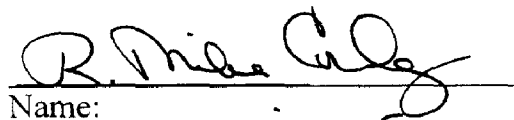
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Assignor hereby sells, assigns, and transfers unto Assignee the entire right, title and interest in and to those trademarks and trademarks registrations listed on Schedules "A" and "B" hereto, together with the goodwill of the business symbolized by the trademarks and trademark registrations, together with all claims for damages by reason of past infringement of said trademarks, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals on the day and year first above written.

BRUNO'S BRANDS, INC.

BRUNO'S SUPERMARKETS, INC.


Joan Dobrzynski
President


Name:
Title: ASSISTANT Secretary

SCHEDULE A

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VINCENT'S MARKET	2,244,825

SCHEDULE B

Pending Federal Applications

SMART VALU	75/841,980
VINCENT'S MARKET	76/287,407

State Registrations

BRUNO'S – Tennessee

Unregistered Trademarks

BRUNO'S
SMART BUYS
SUPER SAVER