

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Security Interest Release and Termination

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
JPMORGAN CHASE BANK NATIONAL ASSOCIATION	FORMERLY THE CHASE MANHATTAN BANK	01/25/2005	national banking association: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	BRUNO'S INC.
<b>Street Address:</b>	800 Lakeshore Parkway
<b>City:</b>	Birmingham
<b>State/Country:</b>	ALABAMA
<b>Postal Code:</b>	35211
<b>Entity Type:</b>	CORPORATION: ALABAMA

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Registration Number:	1479152	FOODMAX
Registration Number:	1488695	MAX PAK
Registration Number:	1969490	SWIPEOUT
Registration Number:	1503161	FOODMAX
Serial Number:	75150957	DR. BRUNO'S
Serial Number:	75150955	BRUNO'S UP
Serial Number:	75061035	SOUTHERN HOME
Serial Number:	75041487	VINCENT'S MARKET
Serial Number:	75150954	MOUNTAIN BRUNO'S
Serial Number:	75050288	CHECKOUT FOR CHARITY
Serial Number:	75150956	SOUTHERN MOUNTAIN
Serial Number:	75150953	SOUTHERN UP
Serial Number:	75164431	DR. S

OP \$340.00 1479152

CORRESPONDENCE DATA

Fax Number: (717)237-5300

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: sheberli@mwn.com

Correspondent Name: Sue Heberlig

Address Line 1: 100 Pine Street

Address Line 4: Harrisburg, PENNSYLVANIA 17108

NAME OF SUBMITTER:	Sue Heberlig
Signature:	/SueHeb/
Date:	01/25/2005

Total Attachments: 6  
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RELEASE AND TERMINATION AGREEMENT

The parties hereto are BRUNO'S BRANDS, INC., a Delaware corporation (as successor in interest to BRUNO'S INC., an Alabama corporation, and BRUNO'S SUPERMARKETS, INC., a Delaware corporation) (hereinafter, "Bruno's"), having its principal place of business at 800 Lakeshore Parkway, Birmingham, Alabama 35211 and JPMORGAN CHASE BANK NATIONAL ASSOCIATION, a national banking association (as successor in interest to THE CHASE MANHATTAN BANK, a New York corporation), (hereinafter, "JPMorgan Chase"), having its principal place of business at 270 Park Avenue, New York, New York 10017.

WHEREAS, Bruno's, as Grantor and JPMorgan Chase, as Agent, were parties to a Credit Agreement (hereinafter, the "Revolving Credit and Guaranty Agreement") and a related Security and Pledge Agreement (hereinafter, the "Security Agreement") both dated February 2, 1998 wherein Agent received from Grantor a perfected pledge and security interest in and to all of Grantor's right, title and interest in certain Collateral as defined therein;

WHEREAS, the Security Agreement was recorded in the US Patent and Trademark Office Assignment Branch on February 6, 1998 at Trademark Reel 1697 at Frames 0758-0798 and corrected by an additional recordation recorded on January 5, 2000 at Trademark Reel 2008 at Frames 0173-0214.

WHEREAS, all of the Grantor's Obligations under the Credit Agreement and Security Agreement have been satisfied in full and the Agent desires to release and terminate the security interest granted therein in and to the Grantor's Collateral including, without limitation, the Trademarks set forth on Schedule A hereto.

NOW, THEREFORE, for good and valuable consideration (the receipt and adequacy of which is hereby acknowledged by the Agent), the Agent (for the benefit of all of the Banks),

NEWYORK 1028654v2 32970-00416 01/19/2005

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FROM CHASE

**TRADEMARK  
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hereby releases and terminates any security interest in and to the Grantor's Collateral including, without limitation, the Trademarks set forth on Schedule A hereto.

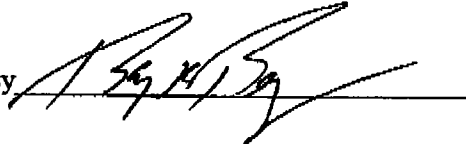
The Agent expressly agrees to execute and deliver, at the request of the Grantor, all other papers, instruments, and other documents and to perform any other acts the Grantor reasonably may require in order to release and terminate the security interests granted in the Credit Agreement and Security Agreement and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Grantor.

All terms used herein that are defined in the Security Agreement shall have the meanings assigned to them therein, unless otherwise defined herein.

IN WITNESS WHEREOF, the Agent has executed and delivered this Release and Termination Agreement as of the date first written below.

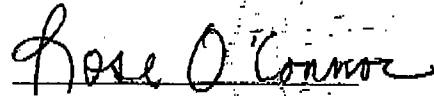
Dated: January 25, 2005

JPMORGAN CHASE NATIONAL ASSOCIATION, as Agent

By 

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK)

On this 25 day of January in the year 2005 before me personally came Barry Bergman, to me known, who, being by me duly sworn, did depose and say that he/she is an officer of JPMORGAN CHASE NATIONAL ASSOCIATION, the national banking association described in, which executed the foregoing instrument; and the he/she signed his/her name on behalf of said entity as Agent.



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ROSE O'CONNOR  
NOTARY PUBLIC, State of New York  
No. 31-4750801  
Qualified in New York County  
Commission Expires October 31, 2005

SCHEDULE A

12/17/1997 12:45 212-455-2502

STB

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BRUNO'S, INC. TRADEMARK INFORMATION				
TRADEMARK	REGISTRATION TYPE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS
FoodMax (stylized)	Alabama State Service Mark	103480	11/10/87	Registered
FoodMax (stylized)	Alabama State Service Mark	103479	11/10/87	Registered
Max Pak & Design	Alabama State Service Mark	103584	4/11/88	Registered
bruno's (stylized)	Alabama State Service Mark	105025	7/19/91	Registered
Bruno's Food & Pharmacy (stylized)	Alabama State Service Mark	105024	7/19/91	Registered
Vincent's Market & Design	Alabama State Service Mark	103864	2/22/89	Registered
Ultra Lean & Design	Alabama State Service Mark	105047	7/29/91	Registered
Max Pak	Federal	1488695	5/17/88	Registered
FoodMax	Federal	1479152	3/2/84	Registered
FoodMax (stylized)	Federal	1503161	9/6/83	Registered
SwDeont	Federal	198190	2/11/96	Registered
Dr. S	Federal	Application Serial No. 75/160411	Filed 9/11/96	Pending
Dr. Bruno's	Federal	Application Serial No. 75/150957	Filed 8/1/96	pending
Southern Mountain	Federal	Application Serial No. 75/150956	Filed 8/1/96	pending

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REEL: 1697 FRAME: 0792

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REEL: 003015 FRAME: 0230



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212-455-2582

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BRUNO'S, INC. TRADEMARK INFORMATION				
TRADEMARK	REGISTRATION STATE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS
Bruno's (stylized)	Tennessee State Registration	IN does not issue registration numbers	2/6/96	Registered
Ultra Jean & Design	Mississippi Trademark	Mississippi was not issuing registration numbers in 1991	5/31/91	Registered
Food World	Georgia State Services	58979	2/28/89	Registered
Bruno's (stylized)	Georgia State Services	511047	8/14/91	Registered
Bruno's Finer Foods & Design	Georgia State Service	511048	8/14/91	Registered
Ultra Jean	Georgia State Service	U10907	6/11/91	Registered

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TRADEMARK  
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