

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	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

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

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	1479152	FOODMAX
Registration Number:	1488695	MAX PAK
Registration Number:	1969490	SWIPEOUT
Registration Number:	1503161	FOODMAX
Registration Number:	2196202	CHECKOUT FOR CHARITY
Registration Number:	2196313	SOUTHERN UP
Registration Number:	2200209	SOUTHERN MOUNTAIN
Registration Number:	2215066	DR. S
Registration Number:	2232549	SOUTHERN HOME
Registration Number:	2244825	VINCENT'S MARKET
Serial Number:	75534133	SOUTHERN HOME

CORRESPONDENCE DATA

Fax Number: (717)237-5300

900018499

**TRADEMARK
 REEL: 003015 FRAME: 0233**

OP \$290.00 1479152

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: 12
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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 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 Borrower and JPMorgan Chase, as Collateral Agent, were parties to a Credit Agreement (hereinafter, the "Credit Agreement") and a related Security Agreement (hereinafter, the "Security Agreement") both dated January 27, 2000 wherein Collateral Agent received from Borrower a security interest in and to all of Borrower's right, title and interest in, to and under 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 2034 at Frames 0219-0267.

WHEREAS, all of the Borrower's Obligations under the Credit Agreement and Security Agreement have been satisfied in full and the Collateral Agent desires to release and terminate the security interest granted therein in and to the Borrower'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 Collateral Agent), the Collateral Agent (for the benefit of all of the Lenders), hereby releases and terminates any security interest in and to the Borrower's Collateral including, without limitation, the Trademarks set forth on Schedule A hereto.

NEWYORK 1028656v2 32970-00416 01/19/2005

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FROM CHASE

**TRADEMARK
REEL: 003015 FRAME: 0235**

The Collateral Agent expressly agrees to execute and deliver, at the request of the Borrower, all other papers, instruments, and other documents and to perform any other acts the Borrower 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 Borrower.

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 Collateral 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 Collateral Agent

By [Signature]

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

On this 25 day of January in the year 2005 before me personally came Barry Benjamin 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 Collateral Agent.

[Signature]
Notary Public
ROSE O'CONNOR
NOTARY PUBLIC, State of New York
No. 31-4750001
Qualified in New York County
Commission Expires October 31, 2005

SCHEDULE A

**BRUNO'S SUPERMARKETS, INC.
TRADEMARK INFORMATION
FEDERAL**

TRADEMARK	APPLICATION TYPE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS	RENEWAL REQUIREMENTS
FoodMax	Federal	1,479,152	03/01/1988	Registered	Renewal must be filed 6 months prior to 3/1/2008
Max Pak	Federal	1,488,695	05/17/1988	Registered	Renewal must be filed 6 months prior to 5/17/2008
Swipeout	Federal	1,969,490	04/23/1996	Registered	Affidavit of continued use must be filed between April 23, 2001 and April 23, 2002. Renewal must be filed by April 23, 2006.
FoodMax	Federal	1,503,161	09/06/1988	Registered	Renewal must be filed 6 months prior to 9/6/2008
Checkout for Charity	Federal	2,196,202	10/13/1998	Registered	Affidavit of continued use must be filed between October 13, 2003 and October 13, 2004. Renewal must be filed by October 13, 2008.
Southern Up	Federal	2,196,313	10/13/1998	Registered	Affidavit of continued use must be filed between October 13, 2003 and October 13, 2004. Renewal must be filed by October 13, 2008.

**BRUNO'S SUPERMARKETS, INC.
TRADEMARK INFORMATION
FEDERAL**

TRADEMARK	APPLICATION TYPE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS	RENEWAL REQUIREMENTS
Southern Mountain	Federal	2,200,209 ⁷	10/27/1998	Registered	Affidavit of continued use must be filed between October 27, 2003 and October 27, 2004. Renewal must be filed by October 27, 2008.
Dr. S	Federal	2,215,066 ⁸	12/29/1998	Registered	Affidavit of continued use must be filed between December 29, 2003 and December 29, 2004. Renewal must be filed by December 29, 2008.
Southern Home	Federal	2,232,549 ⁹	03/16/1999	Registered	Affidavit of continued use must be filed between March 16, 2004 and March 16, 2005. Renewal must be filed by March 16, 2009.
Vincent's Market	Federal	2,244,825 ¹⁰	05/11/1999	Registered	Affidavit of continued use must be filed between May 11, 2004 and May 11, 2005. Renewal must be filed by May 11, 2009.
Southern Home	Federal	Application No. 75/534,133 ¹¹	Filed 08/07/1999	Notice of Allowance Issued 12-7-99	Not Applicable
Spiral Rewards	Federal	Application No. _____	Filed 10/26/1999	Application Pending	Not Applicable

**BRUNO'S SUPERMARKETS, INC.
TRADEMARK INFORMATION
FEDERAL**

TRADEMARK	APPLICATION TYPE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS	RENEWAL REQUIREMENTS
Turkey Dollars	Federal	Application No. _____	Filed 10/26/1999	Application Pending	Not Applicable
Smart Valu	Federal	Application No. _____	Filed 11/05/1999	Application Pending	Not Applicable
The Low Price Place	Federal	Not Applicable	Filing due in January 2000	Application being prepared	Not Applicable

**BRUNO'S SUPERMARKETS, INC.
TRADEMARK INFORMATION
ALABAMA**

<u>TRADEMARK</u>	<u>APPLICATION TYPE</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>STATUS</u>	<u>RENEWAL REQUIREMENTS</u>
FoodMax	Alabama State Service Mark	103480	11/10/1987	Registered	Renewal must be filed 6 months prior to the expiration date of 11/10/2007
FoodMax & Design	Alabama State Service Mark	103480	11/10/1987	Registered	Renewal must be filed 6 months prior to the expiration date of 11/12/2007
Bruno's	Alabama State Service Mark	105-025	07/19/1991	Registered	Renewal must be filed 6 months prior to 7/19/2001
Bruno's Food & Pharmacy	Alabama State Service Mark	105-024	07/19/1991	Registered	Renewal must be filed 6 months prior to 7/19/2001
Ultra Lean	Alabama State Service Mark	105-047	07/29/1991	Registered	Renewal must be filed 6 months prior to 7/29/2001

**BRUNO'S SUPERMARKETS, INC.
TRADEMARK INFORMATION
GEORGIA**

TRADEMARK	APPLICATION TYPE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS	RENEWAL REQUIREMENTS
Bruno's	Georgia State Service Mark	S-11,047	08/14/1991	Registered	Renewal must be filed 6 months prior to 8/14/2001
Bruno's Finer Foods	Georgia State Service Mark	S-11,048	08/14/1991	Registered	Renewal must be filed 6 months prior to 8/14/2001
Ultra Lean	Georgia State Service Mark	T-10,907	06/13/1991	Registered	Renewal must be filed 6 months prior to 6/13/2001

**BRUNO'S SUPERMARKETS, INC.
TRADEMARK INFORMATION
FLORIDA**

<u>TRADEMARK</u>	<u>APPLICATION TYPE</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>STATUS</u>	<u>RENEWAL REQUIREMENTS</u>
Bruno's Food and Pharmacy	Florida State Service Mark	T15268	11/25/1991	Registered	Renewal must be filed 6 months prior to 11/25/2001
Ultra Lean	Florida State Service Mark	T14583	05/05/1991	Registered	Renewal must be filed 6 months prior to 5/5/2001

BRUNO'S SUPERMARKETS, INC.
 TRADEMARK INFORMATION
 SOUTH CAROLINA

TRADEMARK	APPLICATION TYPE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS	RENEWAL REQUIREMENTS
FoodMax	South Carolina Service Mark		05/04/1992	Registered	Renewal must be filed before 5/4/2002
Bruno's Finer Foods	South Carolina Service Mark		02/26/1992	Registered	Renewal must be filed before 2/26/2002

BRUNO'S SUPERMARKETS, INC.
 TRADEMARK INFORMATION
 TENNESSEE

TRADEMARK	APPLICATION TYPE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS	RENEWAL REQUIREMENTS
Ultra Lean - 93% Lean Low Fat Beef	Tennessee Trademark	21880957	05/30/1991	Registered	Renewal must be filed 6 months prior to 5/30/2001
Bruno's	Tennessee Trademark		02/06/1996	Registered	Renewal must be filed 6 months prior to 2/6/2006

**BRUNO'S SUPERMARKETS, INC.
TRADEMARK INFORMATION
MISSISSIPPI**

TRADEMARK	APPLICATION TYPE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS	RENEWAL REQUIREMENTS
Ultra Lean	Mississippi Trademark		05/29/1991	Registered	Renewal must be filed 6 months prior to 5/29/2001