

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bruno's Supermarkets, Inc.		03/23/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Bruno's Supermarkets, LLC
Street Address:	800 Lakeshore Parkway
City:	Birmingham
State/Country:	ALABAMA
Postal Code:	35211
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2843182	BRUNO'S
Registration Number:	1479152	FOODMAX
Registration Number:	1503161	FOODMAX
Registration Number:	3243907	FOOD WORLD
Registration Number:	3246557	FOOD WORLD
Registration Number:	3168783	IMAGINE THE POSSIBILITIES
Registration Number:	2244825	VINCENT'S MARKET
Registration Number:	2792143	VINCENT'S MARKET

CORRESPONDENCE DATA	
Fax Number:	(404)522-8409
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	404-523-5300
Email:	sls@phrd.com
Correspondent Name:	Steven L. Schaaf, Paralegal
Address Line 1:	285 Peachtree Center Avenue, N.E.

CH \$215.00 2843182

Address Line 2: Suite 1500
Address Line 4: Atlanta, GEORGIA 30303

ATTORNEY DOCKET NUMBER:	3717.83
NAME OF SUBMITTER:	Anthony C. Cianciotti
Signature:	/ACC/
Date:	07/31/2008

Total Attachments: 8
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CERTIFICATE REGARDING MERGER AND CONVERSION TRANSACTIONS

To induce **REGIONS BANK**, an Alabama banking corporation ("Lender"), to consummate certain financial accommodations with **BRUNO'S SUPERMARKETS, LLC**, a Delaware limited liability company ("Borrower"), pursuant to the terms of that certain Loan and Security Agreement dated on or about the date hereof, between Borrower and Lender, the undersigned hereby certifies to Lender as follows:

- (1) Attached hereto as Exhibit A is a true, correct and complete copy of the Certificate of Merger, as filed with the Delaware Secretary of State on March 22, 2007, evidencing the merger of Bruno's, Inc., an Alabama corporation ("Bruno's, Inc."), with and into Bruno's Supermarkets, Inc., a Delaware corporation ("BSI");
- (2) Attached hereto as Exhibit B is a true, correct and complete copy of the Certificate of Conversion as filed with the Delaware Secretary of State on March 23, 2007, evidencing the conversion of BSI from a Delaware corporation to the Delaware limited liability company that is Borrower;
- (3) Attached hereto as Exhibit C is a true, correct and complete copy of the Certificate of Formation of Borrower as filed with the Delaware Secretary of State on March 23, 2007;
- (4) As successor to Bruno's Inc. and BSI (collectively, the "Merged Companies") pursuant to the transactions described in items 1 and 2 above (collectively, the "Merger and Conversion Transactions"), Borrower has acquired all of the Merged Companies' right, title and interest in and to the trademarks, trademark applications and copyrights described in Schedule 1 attached hereto (the "Intellectual Property"); and
- (5) Lender is hereby authorized to file counterparts of this certificate with the United States Patent and Trademark Office and the United States Copyright Office, at Borrower's expense, to reflect the transfer of the Intellectual Property pursuant to the Merger and Conversion Transactions.

IN WITNESS WHEREOF, this Certificate has been executed this 28th day of July, 2008.

BRUNO'S SUPERMARKETS, LLC

By: 
Name: Kent Moore
Title: President and CEO

Schedule 1

Trademarks of Bruno's Supermarkets, Inc.

Trademark Description	Serial No.	Application Date	Registration No.	Registration Date
BRUNO'S	78/258,810	6/5/2003	2,843,182	5/18/2004
FOODMAX	73/670,326	3/1/1988	1,479,152	3/1/1988
FOODMAX (STYLIZED)	73/670,432	9/6/1988	1,503,161	9/6/1988
FOOD WORLD	78/760,205	5/22/2007	3,243,907	5/22/2007
FOOD WORLD AND DESIGN	78/776,827	5/29/2007	3,246,557	5/29/2007
IMAGINE THE POSSIBILITIES	78/828,228	3/3/2006	3,168,783	11/7/2006
VINCENT'S MARKET	75/041,487	1/11/1996	2,244,825	5/11/1999
VINCENT'S MARKET	75/041,487	1/11/1996	2,792,143	12/9/2003

Copyrights of Bruno's, Inc.

Copyright Title	Date of Publication	Registration No.	Registration Date
All the best for 57 years / Joseph S. Bruno, Ronald G. Bruno	7/2/1990	TX0002926986	10/15/1990

EXHIBIT A

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:49 AM 03/22/2007
FILED 10:43 AM 03/22/2007
SRV 070347286 - 3114806 FILE

STATE OF DELAWARE CERTIFICATE OF MERGER OF

BRUNO'S, INC.
(an Alabama corporation)

WITH AND INTO

BRUNO'S SUPERMARKETS, INC.
(a Delaware corporation)

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Bruno's Supermarkets, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Bruno's, Inc., an Alabama corporation.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the DGCL and Title 10, Chapter 2B of the Alabama Business Corporation Act.

THIRD: The name of the surviving corporation is Bruno's Supermarkets, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 40,000,000 shares of common stock, par value \$.01 per share.

SIXTH: The merger is to become effective on the date that this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

SEVENTH: The Agreement and Plan of Merger is on file at 800 Lakeshore Parkway, Birmingham, AL 35211, an office of the surviving corporation.

EIGHTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 21st day of March, 2007.

BRUNO'S SUPERMARKETS, INC.

By: Marc L. Lipsky
Name: Marc L. Lipsky
Title: Vice President

DALLAS 1121689v1 68355-00002

TRADEMARK
REEL: 003826 FRAME: 0978

EXHIBIT B

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the corporation first formed is October 27, 1999.
4. The name of the Corporation immediately prior to filing this Certificate is Bruno's Supermarkets, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Bruno's Supermarkets, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 22nd day of March 2007.

By: Marc L. Lipshy
Name: Marc Lipshy
Title: Vice President

DALLAS1 1121320v1 68355-00008

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:19 AM 03/23/2007
FILED 11:22 AM 03/23/2007
SRV 070352616 - 3114806 FILE

TRADEMARK
REEL: 003826 FRAME: 0979

EXHIBIT C

CERTIFICATE OF FORMATION

OF

BRUNO'S SUPERMARKETS, LLC

I, the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a limited liability company under the Delaware Limited Liability Company Act (the "Act"), do hereby adopt the following Certificate of Formation for such limited liability company:

ARTICLE I

The name of the limited liability company is Bruno's Supermarkets, LLC (the "Company").

ARTICLE II

The period of duration of the Company shall be perpetual, unless it is earlier dissolved in accordance with the provisions of the Limited Liability Company Agreement of the Company.

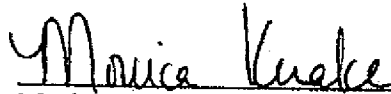
ARTICLE III

The Company is organized for the purpose of engaging in any lawful act, activity and/or business for which limited liability companies may be organized under the Act.

ARTICLE IV

The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, I have hereunto set my hand, this 22nd day of March 2007.



Monica Knake, Organizer

DALLAS1 1126703v1 68355-00002

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:19 AM 03/23/2007
FILED 11:22 AM 03/23/2007
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TRADEMARK
REEL: 003826 FRAME: 0980

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By: Marc L. Lipsky
Name: Marc Lipsky
Title: Vice President

DALLAS1 1121320v1 68355-00008

State of Delaware
Secretary of State
Division of Corporations
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TRADEMARK
REEL: 003826 FRAME: 0981

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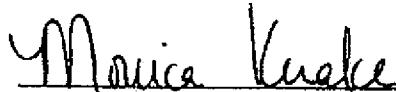
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Monica Knake, Organizer

DALLAS1 1126703v1 68355-00002

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:19 AM 03/23/2007
FILED 11:22 AM 03/23/2007
SRV 070352616 - 3114806 FILE

RECORDED: 08/01/2008

TRADEMARK
REEL: 003826 FRAME: 0982