

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interest in Trademark Rights

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Merrill Lynch Capital Corporation, as resigning collateral agent		03/16/2009	CORPORATION:

RECEIVING PARTY DATA

Name:	The Bank of New York Mellon, as successor collateral agent
Street Address:	600 East Las Colinas Blvd.
Internal Address:	Suite 1300
City:	Irving
State/Country:	TEXAS
Postal Code:	75039
Entity Type:	Banking Corporation: NEW YORK

PROPERTY NUMBERS Total: 65

Property Type	Number	Word Mark
Registration Number:	1498129	V-I-N-C-E-S V
Registration Number:	1529949	HARVEST CHOICE
Registration Number:	1661254	THE NAME FITS
Registration Number:	1880217	BI-LO
Registration Number:	1881026	BI-LO
Registration Number:	1886247	WALTER'S
Registration Number:	1886248	WALTER'S
Registration Number:	1888664	BI-LO
Registration Number:	1929328	BI-LO
Registration Number:	2074812	GOLD STAR MEATS
Registration Number:	2074813	GOLD STAR MEATS
Registration Number:	2110820	BI-LO BABY BULL BUDDIES
Registration Number:	2112406	THE BI-LO BABY BULL BUDDIES

CH \$1640.00 1498129

Registration Number:	2113043	BONUSCARD
Registration Number:	2123620	BI-LO
Registration Number:	2167798	HARVEST CHOICE
Registration Number:	2196594	A DELICIOUS EXPERIENCE
Registration Number:	2200184	BONUSCARD
Registration Number:	2216656	SOUTHERN HEARTH
Registration Number:	2216708	A DELICIOUS EXPERIENCE
Registration Number:	2232549	SOUTHERN HOME
Registration Number:	2270881	SOUTHERN HEARTH
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
Registration Number:	2352172	BI-LO CENTER
Registration Number:	2352270	BI-LO CENTER
Registration Number:	2355276	WALTER'S WAY
Registration Number:	2355580	BI-LO CENTER
Registration Number:	2355634	BI-LO CENTER
Registration Number:	2366599	BI-LO CENTER
Registration Number:	2383950	SOUTHERN HOME
Registration Number:	2398127	IT'S THE RIGHT PRESCRIPTION
Registration Number:	2408652	THE DRUGSTORE AT BI-LO
Registration Number:	2410977	BI-LO CENTER
Registration Number:	2423633	BI-LO CENTER
Registration Number:	2423634	BI-LO CENTER
Registration Number:	2428655	BI-LO CENTER
Registration Number:	2428656	BI-LO CENTER
Registration Number:	2430190	BI-LO CENTER
Registration Number:	2448346	HARVEST CHOICE
Registration Number:	2459243	SPIRAL REWARDS
Registration Number:	2471492	BI-LO BOOSTERS

Registration Number:	2487222	BABY BONUS CLUB
Registration Number:	2491887	WALTER'S WAY
Registration Number:	2493064	GUARANTEED FRESH "OR I'LL DOUBLE YOUR MONEY BACK".
Registration Number:	2499995	BABY BONUS CLUB
Registration Number:	2507114	BI-LO BUILDING BLOCKS
Registration Number:	2535211	GUARANTEED FRESH "OR I'LL DOUBLE YOUR MONEY BACK".
Registration Number:	2558804	FOOD \$MART
Registration Number:	2558805	FOOD \$MART PANTRY OUTLET STORE
Registration Number:	2558806	FOOD \$MART PANTRY OUTLET STORE
Registration Number:	2725241	QUALITY DOESN'T HAVE TO BE EXPENSIVE
Registration Number:	2853969	A LOWER TOTAL BILL. PLAIN AND SIMPLE.
Registration Number:	3018008	GIMME FIVE 5!
Registration Number:	3037028	WEE TALK
Registration Number:	3078847	PLUS 1 AND DONE
Registration Number:	3078848	PLUS 1 AND DONE
Registration Number:	3162765	BOOSTERSPLUS
Serial Number:	78828353	BOOSTERSPLUS CARING. GIVING. MAKING A DIFFERENCE. BI-LO

CORRESPONDENCE DATA

Fax Number: (212)755-7306
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-326-3717
Email: nazoubek@jonesday.com
Correspondent Name: Nancy A. Zoubek, Esq., Jones Day
Address Line 1: 222 East 41st Street
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	140633-600001
NAME OF SUBMITTER:	Nancy A. Zoubek
Signature:	/Nancy A. Zoubek/
Date:	03/18/2009

Total Attachments: 10

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ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK RIGHTS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **MERRILL LYNCH CAPITAL CORPORATION**, with an office at 4 World Financial Center, 250 Vesey Street, New York, New York 10080, as resigning collateral agent (in such capacity, the "*Original Agent*") for the several banks, financial institutions and other entities (the "*Lenders*") from time to time party to the Credit Agreement, dated as of March 26, 2007 (as amended, supplemented, amended and restated or otherwise modified from time to time) (the "*Credit Agreement*"), among BI-LO, LLC, a Delaware limited liability company, with its principal office at 211 BI-LO Boulevard, Greenville, South Carolina 29607 (the "*Borrower*"), BI-LO Holding, LLC, the Lenders and the Original Agent, as administrative agent, hereby assigns to **THE BANK OF NEW YORK MELLON**, with an office at 600 East Las Colinas Boulevard, Suite 1300, Irving, Texas 75039, as successor to the interest of the Original Agent (in such capacity, the "*Successor Agent*"), all of the Original Agent's right, title and interest in, to and under that certain Grant of Security Interest in Trademark Rights, dated as of March 26, 2007 (the "*Trademark Agreement*"), executed by Borrower, in favor of the Original Agent, granting a security interest in those trademarks set forth on Schedule A attached hereto and recorded in the United States Patent and Trademark Office on March 28, 2007 at Reel/Frame 3509/0466.

This assignment agreement is undertaken pursuant to, and is governed by, the Successor Agent Agreement, dated as of March 13, 2009, to which Borrower, certain Lenders, the Original Agent and the Successor Agent are party, and in accordance with which Borrower has approved of and consented to the appointment of the Successor Agent as the successor administrative agent and successor collateral agent under the Credit Agreement and the other Loan Documents (as defined in the Credit Agreement).

Borrower hereby acknowledges and agrees that after giving effect to this assignment agreement, the security interests granted by Borrower in favor of Original Agent, in its capacity as collateral agent, for the benefit of the Lenders, pursuant to the Trademark Agreement shall continue in full force and effect for the benefit of Successor Agent in its capacity as collateral agent for the benefit of the Lenders, and Borrower hereby reaffirms all such security interest grants and its obligations under the Trademark Agreement.

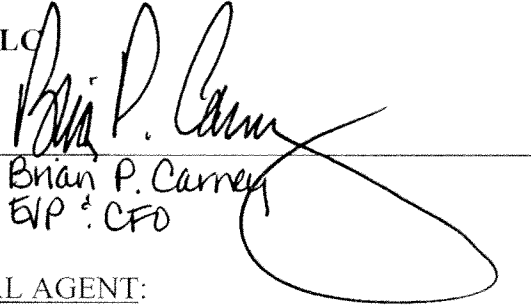
This assignment agreement may be signed in counterparts, all of which together shall constitute one and the same instrument. The parties hereto may provide signatures to this assignment agreement by facsimile or electronic mail, and such facsimile or electronic mail signatures shall be deemed to be the same as original signatures.

[Remainder of this page intentionally left blank: signature page follows.]

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest in Trademark Rights as of the 16th day of March, 2009.

BORROWER:

BI-LO, LLC

By: 
Name: Brian P. Carney
Title: EVP & CFO

ORIGINAL AGENT:

MERRILL LYNCH CAPITAL CORPORATION,
as resigning Collateral Agent

By: _____
Name:
Title:

SUCCESSOR AGENT:

THE BANK OF NEW YORK MELLON,
as successor Collateral Agent

By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest in Trademark Rights as of the 16th day of March, 2009.

BORROWER:

BI-LO, LLC

By: _____
Name:
Title:

ORIGINAL AGENT:

MERRILL LYNCH CAPITAL CORPORATION,
as resigning Collateral Agent

By: Michael E O'Brien
Name: MICHAEL E. O'BRIEN
Title: VICE PRESIDENT

SUCCESSOR AGENT:

THE BANK OF NEW YORK MELLON,
as successor Collateral Agent

By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest in Trademark Rights as of the 16th day of March, 2009.

BORROWER:

BI-LO, LLC

By: _____

Name:

Title:

ORIGINAL AGENT:

MERRILL LYNCH CAPITAL CORPORATION,
as resigning Collateral Agent

By: _____

Name:

Title:

SUCCESSOR AGENT:

THE BANK OF NEW YORK MELLON,
as successor Collateral Agent

By: Tracey Buckley





Name: TRACEY BUCKLEY



Title: VICE PRESIDENT


Schedule A






Trademark Collateral




U.S. Trademark Registrations and Applications

<u>Trademark</u>	<u>Registration or Serial Number</u>
	78/696,304
BOOSTERSPLUS CARING. GIVING. MAKING A DIFFERENCE. BI-LO and Design 	78/828,353
A DELICIOUS EXPERIENCE	2,196,594
A DELICIOUS EXPERIENCE	2,216,708
A LOWER TOTAL BILL. PLAIN AND SIMPLE	2,853,969
BABY BONUS CLUB	2,487,222
BABY BONUS CLUB	2,499,995
BI-LO	1,888,664
BI-LO	1,880,217
	1,881,026
	1,929,328
BI-LO BABY BULL BUDDIES	2,110,820

<u>Trademark</u>	<u>Registration or Serial Number</u>
BI-LO and BABY BULL Design 	2,123,620
THE BI-LO BABY BULL BUDDIES and Design 	2,112,406
BI-LO BOOSTERS	2,471,492
BI-LO BUILDING BLOCKS	2,507,114
BI-LO CENTER	2,282,004
BI-LO CENTER	2,352,270
BI-LO CENTER	2,355,634
BI-LO CENTER	2,283,754
BI-LO CENTER	2,428,656
BI-LO CENTER	2,423,634
BI-LO CENTER	2,430,190
BI-LO CENTER	2,286,114

<u>Trademark</u>	<u>Registration or Serial Number</u>
BI-LO CENTER	2,282,003
BI-LO CENTER	2,423,633
BI-LO CENTER	2,410,977
BI-LO CENTER	2,428,655
BI-LO CENTER	2,355,580
BI-LO CENTER	2,366,599
BI-LO CENTER	2,283,544
BI-LO CENTER	2,283,543
BI-LO CENTER	2,283,542
BI-LO CENTER	2,352,172
BI-LO CENTER	2,281,897
BONUSCARD	2,200,184
BONUSCARD	2,113,043
BOOSTERSPLUS	3,162,765
FOOD \$MART PANTRY OUTLET STORE and Design  <small>Pantry Outlet Store</small>	2,558,806
FOOD \$MART	2,558,804
FOOD \$MART PANTRY OUTLET STORE	2,558,805

<u>Trademark</u>	<u>Registration or Serial Number</u>
GIMME FIVE! and Design 	3,018,008
GOLD STAR MEATS and Design 	2,074,812
GOLD STAR MEATS	2,074,813
GUARANTEED FRESH OR I'LL DOUBLE YOUR MONEY BACK and Design 	2,493,064
GUARANTEED FRESH OR I'LL DOUBLE YOUR MONEY BACK and Design 	2,535,211
HARVEST CHOICE	1,529,949
HARVEST CHOICE	2,448,346
HARVEST CHOICE	2,167,798
IT'S THE RIGHT PRESCRIPTION	2,398,127
PLUS 1 AND DONE and Design 	3,078,847
PLUS 1 AND DONE	3,078,848

<u>Trademark</u>	<u>Registration or Serial Number</u>
QUALITY DOESN'T HAVE TO BE EXPENSIVE	2,725,241
SOUTHERN HEARTH	2,216,656
SOUTHERN HEARTH	2,270,881
SOUTHERN HOME	2,232,549
SOUTHERN HOME	2,383,950
SPIRAL REWARDS	2,459,243
THE DRUGSTORE AT BI-LO	2,408,652
THE NAME FITS	1,661,254
V V-I-N-C-E-S and Design 	1,498,129
WALTER'S (Stylized) 	1,886,247
WALTER'S	1,886,248
WALTER'S WAY and Design 	2,491,887
WALTER'S WAY	2,355,276
WEE TALK	3,037,028