

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Carolina First Bank		04/16/2010	CORPORATION: SOUTH CAROLINA

RECEIVING PARTY DATA

Name:	Earth Fare, Inc.
Street Address:	40 Westgate Parkway
Internal Address:	Suite S
City:	Asheville
State/Country:	NORTH CAROLINA
Postal Code:	28806
Entity Type:	CORPORATION: NORTH CAROLINA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2820584	
Registration Number:	2329721	THE HEALTHY MARKET AND CAFE
Registration Number:	2837557	
Registration Number:	2460264	EARTH FARE
Registration Number:	2160095	EARTH FARE
Registration Number:	2160094	THE HEALTHY SUPERMARKET

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9192868041
 Email: pto_tmconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC
 Address Line 1: 430 Davis Drive
 Address Line 2: Suite 500

OP \$165.00 2820584

900160850

**TRADEMARK
 REEL: 004195 FRAME: 0447**

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 422311-52 JES

NAME OF SUBMITTER: John E. Slaughter

Signature: /John E. Slaughter/

Date: 04/29/2010

Total Attachments: 2

source=Termination Carolina to Earth Fare#page1.tif

source=Termination Carolina to Earth Fare#page2.tif

TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of April 16, 2010, is made by Carolina First Bank (the "Secured Party").

WHEREAS, Earth Fare, Inc. (the "Grantor") has granted a security interest in certain personal property to the Secured Party, including without limitation a security interest in certain trademarks, trademark applications, and/or trademark licenses ("Trademarks");

WHEREAS, the security interest granted to the Secured Party was recorded at the United States Patent and Trademark Office on April 1, 2004 at Reel 2943 and Frame 0033; and

WHEREAS, the Secured Party has agreed to terminate and release its security interest in all of such Trademarks, including, without limitation, the Trademarks identified on Schedule A attached hereto.

NOW, THEREFORE, for valuable consideration, the Secured Party hereby terminates and releases all mortgages, liens, and security interests granted to the Secured Party in the following Trademarks:

1. all of the Grantor's Trademarks to which the Grantor is a party including those referred to on Schedule A attached hereto;
2. all goodwill of the business connected with the use of, and symbolized by, each Trademark; and
3. all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or (ii) injury to the goodwill associated with any Trademark.

IN WITNESS WHEREOF, the Secured Party has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Secured Party:

Carolina First Bank

By: 

Name: Kevin M. Short

Title: Executive Vice President

Schedule A

**Earth Fare, Inc.
(North Carolina Corporation)**

**U.S. Trademarks Subject to Security Interest
Granted by Earth Fare, Inc.
In Favor of Carolina First Bank
Recorded 04/01/04 at Reel 2943 Frame 0033**

Registered Marks

Mark	Registration No.	Registration Date
Design only	2820584	03/09/04
THE HEALTHY MARKET AND CAFÉ	2329721	03/14/00
Design only	2837557	05/04/04
EARTH FARE	2460264	06/12/01
EARTH FARE	2160095	05/26/98
THE HEALTHY SUPERMARKET	2160094	05/26/98