TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Bank of New York Mellon		08/27/2010	State Chartered Bank: NEW YORK

RECEIVING PARTY DATA

Name:	Phoenix Intangibles Holding Company
Street Address:	4005 Kennett Pike, Suite 220
Internal Address:	Two Greenville Crossing
City:	Greenville
State/Country:	DELAWARE
Postal Code:	19807
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 86

Property Type	Number	Word Mark
Registration Number:	3094563	APPLE BLAST
Registration Number:	1875455	AUNT MARTHA'S
Registration Number:	2803811	BEEFY GRAVY
Registration Number:	1667957	BRM BUTLER REFRIGERATED MEATS, INC.
Registration Number:	2538976	CANDY PLACE
Registration Number:	2530865	CANDY PLACE
Registration Number:	2199536	THE CARD PARTY
Registration Number:	2104135	THE CARD PARTY EXCLUSIVELY AT GIANT EAGLE
Registration Number:	2622009	CHEF'S SHELF
Registration Number:	2386545	CHIP MANIA
Registration Number:	2843419	CHOCOS
Registration Number:	2553992	CLEAN 'N TUFF
Registration Number:	2636965	CREAMY SENSATIONS

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Registration Number:	2765388	DAILY CHOICE
Registration Number:	2651359	EAGLE'S NEST
Registration Number:	2651643	EAGLE'S NEST EXCLUSIVELY AT GIANT EAGLE
Registration Number:	2322571	THE FAMOUS DELI
Registration Number:	2318155	THE FAMOUS DELI EXCLUSIVELY AT GIANT EAGLE
Registration Number:	2049764	THE FARMERS MARKET
Registration Number:	2610955	THE FARMERS MARKET
Registration Number:	2648795	THE FARMERS MARKET EXCLUSIVELY AT GIANTEAGLE
Registration Number:	2678995	FRUITION
Registration Number:	2612939	GET THE CRUNCH
Registration Number:	2630539	GIANT EAGLE
Registration Number:	2638558	GIANT EAGLE
Registration Number:	2521719	GIANT EAGLE
Registration Number:	2548902	GIANT EAGLE
Registration Number:	1287433	GIANT EAGLE
Registration Number:	1298171	GIANT EAGLE
Registration Number:	2620278	GIANT EAGLE
Registration Number:	2780068	GIANT EAGLE
Registration Number:	1949612	GIANT EAGLE ADVANTAGE CARD
Registration Number:	2320869	GIANT EAGLE BABY SHOP
Registration Number:	2581133	GIANT EAGLE CANDY PLACE
Registration Number:	2768749	GIANT EAGLE CREAMERY CLASSICS
Registration Number:	2715556	GIANT EAGLE CREAMERY CLASSICS
Registration Number:	2198483	GIANT EAGLE HEARTY MENU
Registration Number:	2652662	GIANT EAGLE MAKE EVERY DAY TASTE BETTER.
Registration Number:	2640976	GIANT EAGLE MAKE EVERY DAY TASTE BETTER.
Registration Number:	1323818	RX GIANT EAGLE PHARMACY
Registration Number:	2778256	GIANTEAGLE.COM
Registration Number:	2324218	GIFT GARDEN
Registration Number:	2885563	GOLDEN GRAIN CRUNCH
Registration Number:	2425576	GRANDEUR
Registration Number:	2761241	HEALTHY CONNECTIONS
Registration Number:	2232127	HEARTY MENU
Registration Number:	2814317	HOMEMADE HELPINGS
Registration Number:	2364682	IGGLE VIDEO

Registration Number:	2364683	IGGLE VIDEO
Registration Number:	2762608	JALAPENO MELTS
Registration Number:	2768402	KIBBLE BLEND
Registration Number:	2248346	THE KITCHENS AT GIANT EAGLE
Registration Number:	2362391	THE KITCHENS AT GIANT EAGLE
Registration Number:	2845836	KNOWASIS
Registration Number:	2790198	LEAF & LADLE
Registration Number:	2790197	LEAF & LADLE SOUP AND SALAD EXCLUSIVELY AT GIANT EAGLE
Registration Number:	2727904	MAKE EVERY DAY TASTE BETTER.
Registration Number:	2744578	MIXED MEDLEY
Registration Number:	2416477	NATURE'S BASKET
Registration Number:	2948225	NATURE'S BASKET
Registration Number:	1940970	OLIVES D'AQUILA
Registration Number:	1980381	PIZZA DI CASA
Registration Number:	2528123	PRO-POWER
Registration Number:	2120163	PRO SERIES
Registration Number:	2076530	PRO SERIES
Registration Number:	2277360	PROSERIES
Registration Number:	2519502	PROSERIES
Registration Number:	2765402	PUPPY SOURCE
Registration Number:	2356566	RCC
Registration Number:	2633741	RIVER CITY CHICKEN COMPANY
Registration Number:	2633742	RIVER CITY SANDWICH STATION
Registration Number:	2636755	SAVORIES
Registration Number:	1656239	SEAWAY
Registration Number:	1657105	SEAWAY
Registration Number:	1657963	SEAWAY
Registration Number:	1658346	SEAWAY
Registration Number:	1658403	SEAWAY
Registration Number:	0904799	SEAWAY
Registration Number:	2430453	SOFT DREAMS
Registration Number:	2676920	SWEET BREAKS
Registration Number:	2250554	TASTE THE TRADITION
Registration Number:	2754024	TOAST UPS

Registration Number:	2528478	TWISPS
Registration Number:	2305883	ULTIMATE RISE
Registration Number:	1343587	VALU KING SUPER MARKETS
Registration Number:	2780437	WHEN IT SAYS GIANT EAGLE, YOU KNOW IT'S GOOD.

CORRESPONDENCE DATA

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ATTORNEY DOCKET NUMBER:	076021-00250
NAME OF SUBMITTER:	David V. Radack
Signature:	/DVR/
Date:	09/21/2010

Total Attachments: 9
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TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT

This Termination and Release of Trademark Security Agreement ("Release"), entered into as of the 27th day of August, 2010, by and between (i) Phoenix Intangibles Holding Company ("Phoenix"), a Delaware Corporation, and (ii) The Bank of New York Mellon ("BNYM"), successor in interest to Mellon Bank, N.A. ("Mellon"), as collateral agent for the Secured Parties (as defined in the Second Amended and Restated Credit Agreement referred to below) (in such capacity, together with its successors in such capacity, the "Collateral Agent").

RECITALS

A. Pursuant to the Second Amended and Restated Credit Agreement, dated as of November 7, 2005 (as the same may have been amended, restated, supplemented, or otherwise modified from time-to-time, the "Second Amended and Restated Credit Agreement") and the Second Amended and Restated Security Agreement, dated as of November 7, 2005, in favor of the Collateral Agent (as the same may have been amended, restated, supplemental, or otherwise modified from time-to-time, the "Second Amended and Restated Security Agreement"), the Lenders and Issuers party thereto, Citicorp USA, Inc. as Administrative Agent for the Lenders and Issuers, and BNYM, as Collateral Agent for the Lenders and Issuers, the Lenders and Issuers have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein.

B. Phoenix is a party to the Subsidiary Guaranty pursuant to which it has guaranteed the obligations.

C. Phoenix, as collateral security for the full, prompt, and complete payment and performance when due of the Secured Obligations, did collaterally assign, convey, mortgage, pledge, hypothecate, and transfer to the Collateral Agent for the benefit of the Secured Parties and granted to the Collateral Agent for the benefit of the Secured Parties, a lien on and security interest in all right, title, and interest in, to, and under the Trademark Collateral (as such term is defined in the Short Form Trademark Security Agreement (referred to below), which includes,

without limitation, the trademark registrations and/or applications listed in Schedule I attached hereto).

D. Phoenix executed a Short Form Trademark Security Agreement, dated August 6, 2002 and recorded at the United States Patent and Trademark Office on August 19, 2002, at Reel 2558, Frame 0157 ("Short Form Trademark Security Agreement").

E. The Borrower has refinanced its obligations under the Second Amended and Restated Credit Agreement.

F. The Collateral Agent and Phoenix desire to terminate the Short Form Trademark Security Agreement.

NOW, THEREFORE, the parties agree as follows:

1. Unless otherwise defined herein, terms defined in the Second Amended and Restated Credit Agreement or in the Second Amended and Restated Security Agreement and used herein have the meaning given to them in the Second Amended and Restated Credit Agreement or the Second Amended and Restated Security Agreement.

2. The Collateral Agent hereby terminates the Short Form Trademark Security Agreement and release the Trademark Collateral from any security interest and neither Phoenix nor the Collateral Agent shall have any obligations pursuant to the Short Form Trademark Security Agreement.

3. The Collateral Agent agrees that Phoenix will make this Release of record by filing the same with the United States Patent and Trademark Office and paying all applicable recordation fees.

TRADEMARK
REEL: 004282 FRAME: 0711

IN WITNESS WHEREOF, the Collateral Agent has caused this Termination and Release of Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

The Bank of New York Mellon,
Successor in interest to Mellon Bank, N.A.,
As Collateral Agent

By _____
(Signature)

David B. Wirl
(Printed / Typed Name)

Vice President
(Printed / Typed Title)

State of Pennsylvania :
: ss.
County of Allegheny :

On this, the 27th day of August, 2010, before me personally appeared David Wirl, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of The Bank of New York Mellon, Successor in interest to Mellon Bank, N.A., as Collateral Agent, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

_____
Notary Public

In witness whereof, I hereunto set my hand and official seal.

(NOTARIAL SEAL)

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Lisa Lomb, Notary Public
O'Hara Twp., Allegheny County
My Commission Expires Aug. 30, 2011
Member, Pennsylvania Association of Notaries

ACCEPTED AND AGREED AS OF THE DATE FIRST ABOVE WRITTEN

Phoenix Intangibles Holding Company

By _____
(Signature)

Kevin Shelton
(Printed / Typed Name)

Vice President and Treasurer
(Printed / Typed Title)

SCHEDULE I

A. **APPLICATIONS**

None.

B. **REGISTRATIONS**

	MARK	REGISTRATION NO.	REGISTRATION DATE
1.	APPLE BLAST	3,094,563	May 23, 2006
2.	AUNT MARTHA'S	1,875,455	January 24, 1995
3.	BEEFY GRAVY	2,803,811	January 6, 2004
4.	BRM BUTLER REFRIGERATED MEATS, INC. and Design	1,667,957	December 10, 1991
5.	CANDY PLACE	2,538,976	February 19, 2002
6.	CANDY PLACE	2,530,865	January 15, 2002
7.	THE CARD PARTY	2,199,536	October 27, 1998
8.	THE CARD PARTY EXCLUSIVELY AT GIANT EAGLE	2,104,135	October 7, 1997
9.	CHEF'S SHELF	2,622,009	September 17, 2002
10.	CHIP MANIA	2,386,545	September 12, 2000
11.	CHOCOS	2,843,419	May 18, 2004
12.	CLEAN 'N TUFF	2,553,992	March 26, 2002
13.	CREAMY SENSATIONS	2,636,965	October 15, 2002
14.	DAILY CHOICE	2,765,388	September 16, 2003
15.	EAGLE'S NEST	2,651,359	November 19, 2002
16.	EAGLE'S NEST EXCLUSIVELY AT GIANT EAGLE and Design	2,651,643	November 19, 2002
17.	THE FAMOUS DELI	2,322,571	February 22, 2000
18.	THE FAMOUS DELI EXCLUSIVELY AT GIANT EAGLE and Design	2,318,155	February 15, 2000

B. **REGISTRATIONS CONTINUED**

	MARK	REGISTRATION NO.	REGISTRATION DATE
19.	THE FARMERS MARKET and Design	2,049,764	April 1, 1997
20.	THE FARMERS MARKET	2,610,955	August 20, 2002
21.	THE FARMERS MARKET EXCLUSIVELY AT GIANT EAGLE and Design	2,648,795	November 12, 2002
22.	FRUITION	2,678,995	January 21, 2003
23.	GET THE CRUNCH	2,612,939	August 27, 2002
24.	GIANT EAGLE	2,630,539	October 8, 2002
25.	GIANT EAGLE Shield	2,638,558	October 22, 2002
26.	GIANT EAGLE	2,521,719	December 25, 2001
27.	GIANT EAGLE Shield	2,548,902	March 19, 2002
28.	GIANT EAGLE	1,287,433	July 24, 1984
29.	GIANT EAGLE Shield	1,298,171	September 25, 1984
30.	GIANT EAGLE	2,620,278	September 17, 2002
31.	GIANT EAGLE Shield	2,780,068	November 4, 2003
32.	GIANT EAGLE ADVANTAGE CARD	1,949,612	January 16, 1996
33.	GIANT EAGLE BABY SHOP and Design	2,320,869	February 22, 2000
34.	GIANT EAGLE CANDY PLACE and Design	2,581,133	June 18, 2002
35.	GIANT EAGLE CREAMERY CLASSICS	2,768,749	September 30, 2003
36.	GIANT EAGLE CREAMERY CLASSICS and Design	2,715,556	May 13, 2003
37.	GIANT EAGLE HEARTY MENU	2,198,483	October 20, 1998
38.	GIANT EAGLE MAKE EVERY DAY TASTE BETTER	2,652,662	November 19, 2002

B. **REGISTRATIONS CONTINUED**

	MARK	REGISTRATION NO.	REGISTRATION DATE
39.	GIANT EAGLE MAKE EVERY DAY TASTE BETTER. and Design	2,640,976	October 22, 2002
40.	GIANT EAGLE PHARMACY and Design	1,323,818	March 5, 1985
41.	GIANTEAGLE.COM	2,778,256	October 28, 2003
42.	GIFT GARDEN and Design	2,324,218	February 29, 2000
43.	GOLDEN GRAIN CRUNCH	2,885,563	September 21, 2004
44.	GRANDEUR	2,425,576	January 30, 2001
45.	HEALTHY CONNECTIONS	2,761,241	September 9, 2003
46.	HEARTY MENU	2,232,127	March 16, 1999
47.	HOMEMADE HELPINGS	2,814,317	February 10, 2004
48.	IGGLE VIDEO	2,364,682	July 4, 2000
49.	IGGLE VIDEO and Design	2,364,683	July 4, 2000
50.	JALAPENO MELTS	2,762,608	September 9, 2003
51.	KIBBLE BLEND	2,768,402	September 23, 2003
52.	THE KITCHENS AT GIANT EAGLE	2,248,346	May 25, 1999
53.	THE KITCHENS AT GIANT EAGLE and Design	2,362,391	June 27, 2000
54.	KNOWASIS	2,845,836	May 25, 2004
55.	LEAF & LADLE	2,790,198	December 9, 2003
56.	LEAF & LADLE SOUP AND SALAD EXCLUSIVELY AT GIANT EAGLE and Design	2,790,197	December 9, 2003
57.	MAKE EVERY DAY TASTE BETTER	2,727,904	June 17, 2003
58.	MIXED MEDLEY	2,744,578	July 29, 2003
59.	NATURE'S BASKET	2,416,477	December 26, 2000

B. **REGISTRATIONS CONTINUED**

	MARK	REGISTRATION NO.	REGISTRATION DATE
60.	NATURE'S BASKET	2,948,225	May 10, 2005
61.	OLIVES D'AQUILA	1,940,970	December 12,1995
62.	PIZZA DI CASA	1,980,381	June 18, 1996
63.	PRO-POWER	2,528,123	January 8, 2002
64.	PRO SERIES	2,120,163	December 9, 1997
65.	PRO SERIES	2,076,530	July 1, 1997
66.	PROSERIES	2,277,360	September 14, 1999
67.	PROSERIES and Design	2,519,502	December 18, 2001
68.	PUPPY SOURCE	2,765,402	September 16, 2003
69.	RCC and Design	2,356,566	June 13, 2000
70.	RIVER CITY CHICKEN COMPANY	2,633,741	October 15, 2002
71.	RIVER CITY SANDWICH STATION	2,633,742	October 15, 2002
72.	SAVORIES	2,636,755	October 15, 2002
73.	SEAWAY	1,656,239	September 10, 1991
74.	SEAWAY	1,657,105	September 17, 1991
75.	SEAWAY	1,657,963	September 24, 1991
76.	SEAWAY	1,658,346	September 24, 1991
77.	SEAWAY	1,658,403	September 24, 1991
78.	SEAWAY	0,904,799	December 22, 1970
79.	SOFT DREAMS	2,430,453	February 20, 2001
80.	SWEET BREAKS	2,676,920	January 21, 2003
81.	TASTE THE TRADITION	2,250,554	June 1, 1999
82.	TOAST UPS	2,754,024	August 19, 2003
83.	TWISPS	2,528,478	January 8, 2002
84.	ULTIMATE RISE	2,305,883	January 4, 2000
85.	VALU KING SUPER MARKETS and Design	1,343,587	June 18, 1985

B. **REGISTRATIONS CONTINUED**

	MARK	REGISTRATION NO.	REGISTRATION DATE
86.	WHEN IT SAYS GIANT EAGLE, YOU KNOW IT'S GOOD.	2,780,437	November 4, 2003