

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Winn-Dixie Stores, Inc.		03/09/2012	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	750 N. Saint Paul Place, Suite 1750
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	2069264	APPLE WHEELS
Registration Number:	0308792	CREOLE
Registration Number:	1247238	DANO'S
Registration Number:	3235761	DIXIE DARLING
Registration Number:	3304487	ENDLESS CHEESABILITIES
Registration Number:	0783748	FISCHER'S
Registration Number:	3235763	FISHERMAN'S WHARF
Registration Number:	1312772	FISHERMAN'S WHARF
Registration Number:	2069265	FRUIT WHEELS
Registration Number:	3266557	HICKORY SWEET
Registration Number:	1989018	KOUNTRY FRESH
Registration Number:	3154063	MEDIC
Registration Number:	1033562	MEDIC
Registration Number:	1372090	NATURITE

CH \$740.00 2069264

Registration Number:	3235764	PRESTIGE
Registration Number:	1798004	PRESTIGIO
Registration Number:	1976148	PUMP AND SAVE
Registration Number:	0725667	SATINSKIN
Registration Number:	3092917	THE BEEF PEOPLE
Registration Number:	1173469	THE MEAT PEOPLE
Registration Number:	1005887	THRIFTY MAID
Registration Number:	0626317	THRIFTY MAID
Registration Number:	0766018	WD
Registration Number:	1003097	WINN DIXIE W D
Registration Number:	3167418	WINN W D DIXIE
Serial Number:	85266172	DOUBLE PLAY
Serial Number:	85266165	MAKE-A-MEAL
Serial Number:	85266118	WHAT-A-DEAL! SAVING YOU MONEY ON THE THINGS YOU NEED MOST!
Serial Number:	85266152	YOUR NEIGHBORHOOD BUTCHER

CORRESPONDENCE DATA

Fax Number: (949)475-4754

Phone: 949-451-3800

Email: skann@gibsondunn.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Stephanie S. Kann, Senior Paralegal

Address Line 1: 3161 Michelson Drive

Address Line 2: Gibson, Dunn & Crutcher LLP

Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:	56362-00002
NAME OF SUBMITTER:	Stephanie S. Kann
Signature:	/stephanie s. kann/
Date:	03/12/2012

Total Attachments: 7

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TRADEMARK
REEL: 004735 FRAME: 0123

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Winn-Dixie Stores, Inc., a Florida corporation (the “Grantor”) with principal offices at 5050 Edgewood Court, Jacksonville, FL, 32254 hereby grants to Wells Fargo Bank, National Association, as Collateral Agent, with principal offices at 750 N. Saint Paul Place, Suite 1750, Dallas, Texas, 75201 (the “Grantee”), a continuing security interest in (i) all of the Grantor’s right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (the “Marks”) set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIENS AND SECURITY INTERESTS GRANTED TO THE GRANTEE PURSUANT TO THIS GRANT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY THE GRANTEE HEREUNDER, ARE SUBJECT TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT DATED AS OF FEBRUARY 3, 2011 (AS AMENDED, RESTATED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME, THE “INTERCREDITOR AGREEMENT”), AMONG THE GRANTEE, DEUTSCHE BANK TRUST COMPANY AMERICAS, AS THE ABL FACILITY COLLATERAL AGENT, AND THE GRANTORS (AS DEFINED THEREIN) FROM TIME TO TIME PARTY THERETO. IN THE EVENT OF ANY CONFLICT BETWEEN THE TERMS OF THE INTERCREDITOR AGREEMENT AND THE TERMS OF THIS AGREEMENT, THE TERMS OF THE INTERCREDITOR AGREEMENT SHALL GOVERN AND CONTROL.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March [9], 2012 (as amended, modified, restated and/or supplemented from time to time, the “Security Agreement”). Upon the occurrence of the Termination Date (as defined in the Security

Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
9th day of March, 2012.

WINN-DIXIE STORES, INC., Grantor

By: 

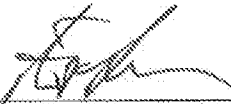
Name: Brian P. Carney

Title: Vice President

Signature page to Winn-Dixie Stores, Inc. TM Grant - Indenture

TRADEMARK
REEL: 004735 FRAME: 0127

WELLS FARGO BANK, NATIONAL
ASSOCIATION
as Collateral Agent and Grantee

By: 
Name: Patrick Giordano
Title: Vice President

SCHEDULE A

1. Owned Registered Marks and Applications:

Trademark	Owner	Jurisdiction	Serial/ Registration No.	Filing/Registration Date
Apple Wheels	Winn-Dixie Stores, Inc.	U.S.	Serial No. 75/095,658 Reg. No. 2,069,264	Filing Date 4/29/1996 Reg. Date 6/10/1997
Creole	Winn-Dixie Stores, Inc.	U.S.	Serial No. 71/339,850 Reg. No. 308,792	Filing Date 7/17/1933 Reg. Date 12/19/1933
Dano's	Winn-Dixie Stores, Inc.	U.S.	Serial No. 73/332,014 Reg. No. 1,247,238	Filing Date 10/13/1981 Reg. Date 8/2/1983
Dixie Darling	Winn-Dixie Stores, Inc.	U.S.	Serial No. 77/024,134 Reg. No. 3,235,761	Filing Date 10/18/2006 Reg. Date 5/1/2007
Endless Cheesabilities	Winn-Dixie Stores, Inc.	U.S.	Serial No. 78/855,243 Reg. No. 3,304,487	Filing Date 4/6/2006 Reg. Date 10/2/2007
Fischer's	Winn-Dixie Stores, Inc.	U.S.	Serial No. 72/147,683 Reg. No. 783,748	Filing Date 6/26/1962 Reg. Date 1/19/1965
Fisherman's Wharf	Winn-Dixie Stores, Inc.	U.S.	Serial No. 77/024,220 Reg. No. 3,235,763	Filing Date 10/18/2006 Reg. Date 5/1/2007
Fisherman's Wharf	Winn-Dixie Stores, Inc.	U.S.	Serial No. 73/463,115 Reg. No. 1,312,772	Filing Date 1/30/1984 Reg. Date 1/1/1985
Fruit Wheels	Winn-Dixie Stores, Inc.	U.S.	Serial No. 75/095,662 Reg. No. 2,069,265	Filing Date 4/29/1996 Reg. Date 6/10/1997
Hickory Sweet	Winn-Dixie Stores, Inc.	U.S.	Serial No. 77/023,003 Reg. No. 3,266,557	Filing Date 10/17/2006 Reg. Date 7/17/2007
Kountry Fresh	Winn-Dixie Stores, Inc.	U.S.	Serial No. 74/538,722 Reg. No.	Filing Date 6/17/1994 Reg. Date

Trademark	Owner	Jurisdiction	Serial/ Registration No.	Filing/Registration Date
			1,989,018	7/23/1996
Medic	Winn-Dixie Stores, Inc.	U.S.	Serial No. 78/756,064 Reg. No. 3,154,063	Filing Date 11/17/2005 Reg. Date 10/10/2006
Medic	Winn-Dixie Stores, Inc.	U.S.	Serial No. 73/020,112 Reg. No. 1,033,562	Filing Date 4/29/1974 Reg. Date 2/17/1976
Naturite	Winn-Dixie Stores, Inc.	U.S.	Serial No. 73/484,165 Reg. No. 1,372,090	Filing Date 6/8/1984 Reg. Date 11/26/1985
Prestige	Winn-Dixie Stores, Inc.	U.S.	Serial No. 77/024,942 Reg. No. 3,235,764	Filing Date 10/19/2006 Reg. Date 5/1/2007
Prestigio	Winn-Dixie Stores, Inc.	U.S.	Serial No. 74/356,506 Reg. No. 1,798,004	Filing Date 2/8/1993 Reg. Date 10/12/1993
Pump and Save	Winn-Dixie Stores, Inc.	U.S.	Serial No. 74/634,038 Reg. No. 1,976,148	Filing Date 2/14/1995 Reg. Date 5/28/1996
Satinskin	Winn-Dixie Stores, Inc.	U.S.	Serial No. 72/111,483 Reg. No. 725,667	Filing Date 1/9/1961 Reg. Date 12/26/1961
The Beef People	Winn-Dixie Stores, Inc.	U.S.	Serial No. 78/632,841 Reg. No. 3,092,917	Filing Date 5/18/2005 Reg. Date 5/16/2006
The Meat People	Winn-Dixie Stores, Inc.	U.S.	Serial No. 73/210,935 Reg. No. 1,173,469	Filing Date 4/10/1979 Reg. Date 10/13/1981
Thrifty Maid	Winn-Dixie Stores, Inc.	U.S.	Serial No. 73/013,599 Reg. No. 1,005,887	Filing Date 2/15/1974 Reg. Date 3/4/1975
Thrifty Maid	Winn-Dixie Stores, Inc.	U.S.	Serial No. 71/663,887 Reg. No. 626,317	Filing Date 4/5/1954 Reg. Date 5/1/1956
WD	Winn-Dixie Stores, Inc.	U.S.	Serial No. 72/162,802	Filing Date 2/14/1963

Trademark	Owner	Jurisdiction	Serial/ Registration No.	Filing/Registration Date
			Reg. No. 766,018	Reg. Date 3/3/1964
Winn Dixie W D	Winn-Dixie Stores, Inc.	U.S.	Serial No. 73/005,747 Reg. No. 1,003,097	Filing Date 11/7/1973 Reg. Date 1/28/1975
Winn W D Dixie	Winn-Dixie Stores, Inc.	U.S.	Serial No. 78/465,423 Reg. No. 3,167,418	Filing Date 8/11/2004 Reg. Date 11/7/2006
U.S. Federal Applications				
Double Play	Winn-Dixie Stores, Inc.	U.S.	Serial No. 85/266,172	Filing Date 3/14/2011
MAKE A MEAL	Winn-Dixie Stores, Inc.	U.S.	Serial No. 85/266,165	Filing Date 3/14/2011
WHAT-A-DEAL Saving you money on the things you need most	Winn-Dixie Stores, Inc.	U.S.	Serial No. 85/266,118	Filing Date 3/14/2011
Your Neighborhood Butcher	Winn-Dixie Stores, Inc.	U.S.	Serial No. 85/266,152	Filing Date 3/14/2011