

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BI-LO, LLC		03/09/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Deutsche Bank Trust Company Americas, as collateral agent
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 40

Property Type	Number	Word Mark
Registration Number:	3981153	BI-LO
Registration Number:	1881026	BI-LO
Registration Number:	1929328	BI-LO
Registration Number:	2282004	BI-LO CENTER
Registration Number:	2283754	BI-LO CENTER
Registration Number:	2352270	BI-LO CENTER
Registration Number:	2355634	BI-LO CENTER
Registration Number:	2423634	BI-LO CENTER
Registration Number:	3253289	BOOSTERSPLUS CARING. GIVING. MAKING A DIFFERENCE. BI-LO
Registration Number:	2074812	GOLD STAR MEATS
Registration Number:	1886247	WALTER'S
Registration Number:	2491887	WALTER'S WAY
Registration Number:	3506198	SUPER BI-LO

OP \$1015.00 3981153

Registration Number:	3018008	GIMME FIVE 5!
Registration Number:	3078847	PLUS 1 AND DONE
Registration Number:	3341302	
Registration Number:	3513555	BECAUSE IT MATTERS TO YOU
Registration Number:	1880217	BI-LO
Registration Number:	1888664	BI-LO
Registration Number:	2283543	BI-LO CENTER
Registration Number:	2283544	BI-LO CENTER
Registration Number:	2352172	BI-LO CENTER
Registration Number:	2355580	BI-LO CENTER
Registration Number:	2366599	BI-LO CENTER
Registration Number:	2410977	BI-LO CENTER
Registration Number:	2113043	BONUSCARD
Registration Number:	2200184	BONUSCARD
Registration Number:	3162765	BOOSTERSPLUS
Registration Number:	2558804	FOOD \$MART
Registration Number:	2074813	GOLD STAR MEATS
Registration Number:	2398127	IT'S THE RIGHT PRESCRIPTION
Registration Number:	3078848	PLUS 1 AND DONE
Registration Number:	2232549	SOUTHERN HOME
Registration Number:	2383950	SOUTHERN HOME
Registration Number:	3369108	SUPER BI-LO
Registration Number:	2408652	THE DRUGSTORE AT BI-LO
Registration Number:	1661254	THE NAME FITS
Registration Number:	1886248	WALTER'S
Registration Number:	2355276	WALTER'S WAY
Registration Number:	3037028	WEE TALK

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Phone: 2128198200
Email: fcutajar@whitecase.com

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

Correspondent Name: White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 2: Patents & Trademarks

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:

1111779-2135

NAME OF SUBMITTER:

Frances B. Cutajar

Signature:

/Frances B. Cutajar/

Date:

03/12/2012

Total Attachments: 8

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BI-LO, LLC, a Delaware limit liability company (the "Grantor") with principal offices at 211 BI-LO Boulevard, Greenville, SC 29607, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, NY 10006 (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, AS THE ABL FACILITY COLLATERAL AGENT, WELLS FARGO BANK, NATIONAL ASSOCIATION, AS TRUSTEE AND AS SENIOR SECURED NOTES 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

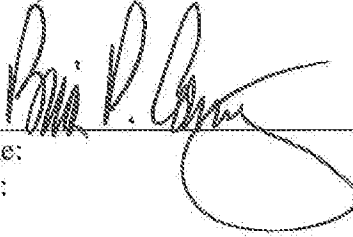
Agreement”). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

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.

BI-LO, LLC, Grantor

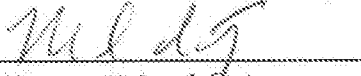
By: 
Name: _____
Title: _____

Signature page to BI-LO, LLC TM Grant

TRADEMARK
REEL: 004734 FRAME: 0957

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent and Grantee

By: 
Name: Dusan Lazarov
Title: Director

By: 
Name: Michael Getz
Title: Vice President

SCHEDULE A

1. Owned Registered Marks and Applications:

Trademark	Owner	Jurisdiction	Serial/ Registration No.	Filing/Registration Date
	BI-LO, LLC	U.S.	Serial No. 85/156,709 Reg. No. 3,981,153	Filing Date 10/20/2010 Reg. Date 6/21/2011
	BI-LO, LLC	U.S.	Serial No. 74/519,407 Reg. No. 1,881,026	Filing Date 4/25/1994 Reg. Date 2/28/1995
	BI-LO, LLC	U.S.	Serial No. 74/519,406 Reg. No. 1,929,328	Filing Date 4/25/1994 Reg. Date 10/24/1995
	BI-LO, LLC	U.S.	Serial No. 75/305,970 Reg. No. 2,282,004	Filing Date 6/10/1997 Reg. Date 9/28/1999
	BI-LO, LLC	U.S.	Serial No. 75/305,967 Reg. No. 2,283,754	Filing Date 6/10/1997 Reg. Date 10/5/1999
	BI-LO, LLC	U.S.	Serial No. 75/305,969 Reg. No. 2,352,270	Filing Date 6/10/1997 Reg. Date 5/23/2000
	BI-LO, LLC	U.S.	Serial No. 75/305,968 Reg. No. 2,355,634	Filing Date 6/10/1997 Reg. Date 6/6/2000
	BI-LO, LLC	U.S.	Serial No. 75/305,723 Reg. No. 2,423,634	Filing Date 6/10/1997 Reg. Date 1/23/2001
	BI-LO, LLC	U.S.	Serial No. 78/828,353 Reg. No. 3,253,289	Filing Date 3/3/2006 Reg. Date 6/19/2007
	BI-LO, LLC	U.S.	Serial No. 74/519,408 Reg. No. 2,074,812	Filing Date 4/25/1994 Reg. Date 7/1/1997

Trademark	Owner	Jurisdiction	Serial/ Registration No.	Filing/Registration Date
	BI-LO, LLC	U.S.	Serial No. 74/519,402 Reg. No. 1,886,247	Filing Date 4/25/1994 Reg. Date 3/28/1995
	BI-LO, LLC	U.S.	Serial No. 75/794,149 Reg. No. 2,491,887	Filing Date 9/8/1999 Reg. Date 9/25/2001
	BI-LO, LLC	U.S.	Serial No. 77/234,871 Reg. No. 3,506,198	Filing Date 7/20/2007 Reg. Date 9/23/2008
	BI-LO, LLC	U.S.	Serial No. 78/499,257 Reg. No. 3,018,008	Filing Date 10/13/2004 Reg. Date 11/22/2005
	BI-LO, LLC	U.S.	Serial No. 78/499,260 Reg. No. 3,078,847	Filing Date 10/13/2004 Reg. Date 4/11/2006
	BI-LO, LLC	U.S.	Serial No. 78/696,304 Reg. No. 3,341,302	Filing Date 8/19/2005 Reg. Date 11/20/2007
BECAUSE IT MATTERS TO YOU	BI-LO, LLC	U.S.	Serial No. 77/211,053 Reg. No. 3,513,555	Filing Date 6/20/2007 Reg. Date 10/7/2008
BI-LO	BI-LO, LLC	U.S.	Serial No. 74/519,405 Reg. No. 1,880,217	Filing Date 4/25/1994 Reg. Date 2/21/1995
BI-LO	BI-LO, LLC	U.S.	Serial No. 74/519,410 Reg. No. 1,888,664	Filing Date 4/25/1994 Reg. Date 4/11/1995
BI-LO CENTER	BI-LO, LLC	U.S.	Serial No. 75/126,409 Reg. No. 2,283,543	Filing Date 6/27/1996 Reg. Date 10/5/1999
BI-LO CENTER	BI-LO, LLC	U.S.	Serial No. 75/126,410	Filing Date 6/27/1996

Trademark	Owner	Jurisdiction	Serial/ Registration No.	Filing/Registration Date
			Reg. No. 2,283,544	Reg. Date 10/5/1999
BI-LO CENTER	BI-LO, LLC	U.S.	Serial No. 75/616,430 Reg. No. 2,352,172	Filing Date 1/6/1999 Reg. Date 5/23/2000
BI-LO CENTER	BI-LO, LLC	U.S.	Serial No. 75/237,401 Reg. No. 2,355,580	Filing Date 2/19/1997 Reg. Date 6/6/2000
BI-LO CENTER	BI-LO, LLC	U.S.	Serial No. 75/126,422 Reg. No. 2,366,599	Filing Date 6/27/1996 Reg. Date 7/11/2000
BI-LO CENTER	BI-LO, LLC	U.S.	Serial No. 75/305,716 Reg. No. 2,410,977	Filing Date 6/10/1997 Reg. Date 12/5/2000
BONUSCARD	BI-LO, LLC	U.S.	Serial No. 75/131,279 Reg. No. 2,113,043	Filing Date 7/9/1996 Reg. Date 11/11/1997
BONUSCARD	BI-LO, LLC	U.S.	Serial No. 75/131,280 Reg. No. 2,200,184	Filing Date 7/9/1996 Reg. Date 10/27/1998
BOOSTERSPLUS	BI-LO, LLC	U.S.	Serial No. 78/813,260 Reg. No. 3,162,765	Filing Date 2/13/2006 Reg. Date 10/24/2006
FOOD \$MART	BI-LO, LLC	U.S.	Serial No. 76/293,426 Reg. No. 2,558,804	Filing Date 8/1/2001 Reg. Date 4/9/2002
GOLD STAR MEATS	BI-LO, LLC	U.S.	Serial No. 74/519,409 Reg. No. 2,074,813	Filing Date 4/25/1994 Reg. Date 7/1/1997
IT'S THE RIGHT PRESCRIPTION	BI-LO, LLC	U.S.	Serial No. 75/877,728 Reg. No. 2,398,127	Filing Date 12/20/1999 Reg. Date 10/24/2000
PLUS 1 AND DONE	BI-LO, LLC	U.S.	Serial No. 78/499,262 Reg. No. 3,078,848	Filing Date 10/13/2004 Reg. Date 4/11/2006
SOUTHERN HOME	BI-LO, LLC	U.S.	Serial No. 75/061,035 Reg. No. 2,232,549	Filing Date 2/22/1996 Reg. Date 3/16/1999
SOUTHERN HOME	BI-LO, LLC	U.S.	Serial No. 75/534,133	Filing Date 8/7/1998

Trademark	Owner	Jurisdiction	Serial/ Registration No.	Filing/Registration Date
			Reg. No. 2,383,950	Reg. Date 9/5/2000
SUPER BI-LO	BI-LO, LLC	U.S.	Serial No. 77/218,688 Reg. No. 3,369,108	Filing Date 6/29/2007 Reg. Date 1/15/2008
THE DRUGSTORE AT BI-LO	BI-LO, LLC	U.S.	Serial No. 75/877,729 Reg. No. 2,408,652	Filing Date 12/20/1999 Reg. Date 11/28/2000
THE NAME FITS	BI-LO, LLC	U.S.	Serial No. 74/106,775 Reg. No. 1,661,254	Filing Date 10/17/1990 Reg. Date 10/15/1991
WALTER'S	BI-LO, LLC	U.S.	Serial No. 74/519,404 Reg. No. 1,886,248	Filing Date 4/25/1994 Reg. Date 3/28/1995
WALTER'S WAY	BI-LO, LLC	U.S.	Serial No. 75/773,075 Reg. No. 2,355,276	Filing Date 8/11/1999 Reg. Date 6/6/2000
WEE TALK	BI-LO, LLC	U.S.	Serial No. 76/228,250 Reg. No. 3,037,028	Filing Date 3/21/2001 Reg. Date 1/3/2006