

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
DD IP Holder LLC		05/26/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Citibank, N.A.
Street Address:	388 Greenwich Street, 14th Floor
Internal Address:	Attn: Agency & Trust Dunkin' Donuts
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	National banking association: UNITED STATES

PROPERTY NUMBERS Total: 109

Property Type	Number	Word Mark
Registration Number:	1084144	MISTER DONUT
Registration Number:	2362262	MISTER DONUT
Registration Number:	833808	MISTER DONUT
Registration Number:	2366396	MISTER DONUT
Registration Number:	1084143	MISTER DONUT
Registration Number:	858691	
Registration Number:	859016	
Registration Number:	1120124	
Registration Number:	2521385	BOX O'JOE
Registration Number:	2042160	COFFEE COOLATTA
Registration Number:	2346521	COOLATTA
Registration Number:	2683550	COOLATTA
Registration Number:	1908610	DDU

OP \$2740.00 1084144

Registration Number:	2727346	DUNKACCINO
Registration Number:	1550400	DUNKIN' CHUNKS
Registration Number:	1337026	DUNKIN' DECAF
Registration Number:	2426015	DUNKIN' DELI
Registration Number:	888360	DUNKIN' DONUTS
Registration Number:	907303	DUNKIN' DONUTS
Registration Number:	976136	DUNKIN' DONUTS
Registration Number:	2465531	DUNKIN' DONUTS
Registration Number:	897088	DUNKIN' DONUTS
Registration Number:	1900646	DUNKIN' DONUTS UNIVERSITY QUALITY SERVICE CLEANLINESS EST. 1964
Registration Number:	748901	DUNKIN' DONUTS
Registration Number:	755690	DUNKIN DONUTS DUNKIE
Registration Number:	715860	DUNKIN' DONUTS
Registration Number:	2751007	DUNKIN' DONUTS
Registration Number:	2748147	DUNKIN' DONUTS
Registration Number:	2751009	DUNKIN' DONUTS
Registration Number:	1159354	DUNKIN' DONUTS
Registration Number:	1148165	DUNKIN' DONUTS
Registration Number:	2751008	DUNKIN' DONUTS
Registration Number:	2875212	DUNKIN' DONUTS CENTER
Registration Number:	1567400	DUNKINS
Registration Number:	3057280	EATDRINKTHINK
Registration Number:	2473752	ENJOY A SIP OF HEAVEN @ HOME
Registration Number:	2240882	FRUIT COOLATTA
Registration Number:	2425218	IT'S WORTH THE TRIP
Registration Number:	2768004	JUST THE THING
Registration Number:	2798812	LEMONADE COOLATTA
Registration Number:	861158	LIVE A LITTLE!
Registration Number:	2538652	LOOSEN UP A LITTLE
Registration Number:	2672062	MUNCHKINS
Registration Number:	2383923	OMWICH
Registration Number:	2626238	REGULAR REFILLS
Registration Number:	1501480	SOUPER SOUP
Registration Number:	2747378	THE GREAT ONE

Registration Number:	1512142	TIME TO MAKE THE DONUTS
Serial Number:	78514386	[EATDRINKTHINK]
Serial Number:	78570248	BEST COFFEE IN AMERICA
Serial Number:	76011608	BOX O'JOE
Serial Number:	78650016	BOX O'JOE
Serial Number:	74419008	COFFEE COOLATTA
Serial Number:	75519398	COOLATTA
Serial Number:	76407958	COOLATTA
Serial Number:	78754878	
Serial Number:	78685323	DD ESPRESSO · LATTES · CAPPUCCINO ·
Serial Number:	78685317	DD
Serial Number:	74542698	DDU
Serial Number:	78874564	D STOP
Serial Number:	78158036	DUNKACCINO
Serial Number:	73762775	DUNKIN' CHUNKS
Serial Number:	73498470	DUNKIN' DECAF
Serial Number:	75450157	DUNKIN' DELI
Serial Number:	78721986	DUNKIN' DELI
Serial Number:	72306900	DUNKIN' DONUTS
Serial Number:	72305644	DUNKIN' DONUTS
Serial Number:	72455232	DUNKIN' DONUTS
Serial Number:	76035918	DUNKIN' DONUTS
Serial Number:	72301212	DUNKIN' DONUTS
Serial Number:	74542699	DUNKIN' DONUTS UNIVERSITY QUALITY SERVICE CLEANLINESS EST. 1964
Serial Number:	78490561	DUNKIN' BRANDS
Serial Number:	78514424	DUNKIN' BRANDS
Serial Number:	72148372	DUNKIN' DONUTS
Serial Number:	72148609	DUNKIN DONUTS DUNKIE
Serial Number:	72054025	DUNKIN' DONUTS
Serial Number:	76266476	DUNKIN' DONUTS
Serial Number:	76266480	DUNKIN' DONUTS
Serial Number:	76266479	DUNKIN' DONUTS
Serial Number:	73214414	DUNKIN' DONUTS
Serial Number:	73215289	DUNKIN' DONUTS

Serial Number:	76266478	DUNKIN' DONUTS
Serial Number:	78754864	DUNKIN' DONUTS
Serial Number:	78754869	DUNKIN' DONU
Serial Number:	76214255	DUNKIN' DONUTS CENTER
Serial Number:	73780895	DUNKINS
Serial Number:	78459758	EATDRINKTHINK
Serial Number:	76120225	ENJOY A SIP OF HEAVEN @ HOME
Serial Number:	78647833	FLAVOROLOGY
Serial Number:	78688246	FLAVOROLOGY
Serial Number:	75523967	FRUIT COOLATTA
Serial Number:	78573884	ICE LOUNGE
Serial Number:	75921030	IT'S WORTH THE TRIP
Serial Number:	76432027	JUST THE THING
Serial Number:	76402665	LEMONADE COOLATTA
Serial Number:	72226901	LIVE A LITTLE!
Serial Number:	76065682	LOOSEN UP A LITTLE
Serial Number:	78237579	MIND YOUR MUNCHKINS
Serial Number:	76385440	MUNCHKINS
Serial Number:	78874575	NIKNUDS
Serial Number:	75523971	OMWICH
Serial Number:	76156094	REGULAR REFILLS
Serial Number:	78747403	SOMETHING FRESH IS ALWAYS BREWIN' HERE
Serial Number:	73353402	SOUPER SOUP
Serial Number:	78168229	THE GREAT ONE
Serial Number:	73714702	TIME TO MAKE THE DONUTS
Serial Number:	78685294	TURBO HOT
Serial Number:	78408154	TURBO ICE
Serial Number:	78647995	TURBO ICE

CORRESPONDENCE DATA

Fax Number: (202)887-0689

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: parsonse@dsmo.com

Correspondent Name: Elizabeth Parsons

Address Line 1: 2101 L Street, NW

Address Line 4: Washington, DISTRICT OF COLUMBIA 20037

ATTORNEY DOCKET NUMBER:	D1383.0000
NAME OF SUBMITTER:	Elizabeth Parsons
Signature:	/Elizabeth Parsons/
Date:	05/26/2006

Total Attachments: 9

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Grant of Security Interest in Trademarks

GRANT OF SECURITY INTEREST IN TRADEMARKS (the “Grant”), dated as of May 26, 2006, made by DD IP HOLDER LLC, a Delaware limited liability company (“Grantor”), in favor of CITIBANK, N.A., a national banking association, as trustee (“Secured Party”).

WHEREAS, Grantor is the owner of the United States trademarks and service marks set forth in Schedule 1 attached hereto, including the associated registrations and applications for registration set forth in Schedule 1 attached hereto (collectively, the “Trademarks”) and all goodwill of any business associated and connected therewith or symbolized thereby; and

WHEREAS, pursuant to the Base Indenture, dated as of the date hereof, by and among DB Master Finance LLC, a Delaware limited liability company, Dunkin’ Donuts Franchised Restaurants LLC, a Delaware limited liability company, Baskin-Robbins Franchised Shops LLC, a Delaware limited liability company, Togo’s Franchised Eateries LLC, a Delaware limited liability company, DD IP Holder LLC, a Delaware limited liability company, BR IP Holder LLC, a Delaware limited liability company and the Secured Party (the “Agreement”), Grantor granted, assigned and conveyed to Secured Party a continuing security interest in, and lien on, certain intellectual property, including the Trademarks and the goodwill of the business symbolized by the Trademarks and all products and proceeds of the foregoing (collectively the “Trademark Collateral”); and

WHEREAS, pursuant to Section 8.25(c) of the Agreement, Grantor agreed to execute and deliver to Secured Party this Grant for purposes of filing the same with the United States Patent and Trademark Office (the “PTO”) to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to all applicable terms and conditions of the Agreement, which are incorporated by reference as if fully set forth herein, Grantor hereby grants, assigns and conveys to Secured Party a continuing security interest in, and lien on, the Trademark Collateral, in each case, now existing or hereafter acquired.

The parties intend that this Grant is for recordation purposes only and its terms shall not modify the applicable terms and conditions of the Agreement, which govern the Secured Party’s interest in the Trademark Collateral. Grantor hereby acknowledges the sufficiency and completeness of this Grant to create the security interest in the Trademark Collateral for the Secured Party, and Grantor hereby requests the PTO to file and record the same together with the annexed Schedule 1.

Grantor and Secured Party hereby acknowledge and agree that the security interest in the Trademark Collateral may only be terminated in accordance with the terms of the Agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Grant to be duly executed and delivered as of the date first above written.

DD IP HOLDER, LLC

By: 

Name: Stephen Horn

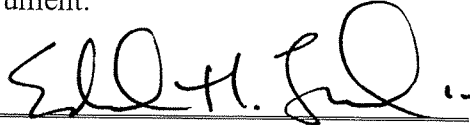
Title: Secretary, Legal Officer and General Counsel

COMMONWEALTH OF MASSACHUSETTS)

: ss.:

COUNTY OF NORFOLK)

On the 16 day of May, 2006, before me the undersigned, personally appeared Stephen Horn, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public



EDWARD H. TOWNSEND, IV
Notary Public
Commonwealth of Massachusetts
My Commission Expires
December 29, 2011

CITIBANK, N.A.

By: *Kristen Driscoll*
Name: *Kristen Driscoll*
Title: *Vice President*

Schedule 1

Trademark Collateral

Trademarks Contributed by Dunkin' Donuts USA LLC

Country	Mark	App. No.	App. Date	Reg. No.	Reg. Date
United States of America	[EATDRINKTHINK] stylized in color	78/514386	10-Nov-04		
United States of America	BEST COFFEE IN AMERICA	78/570248	18-Feb-05		
United States of America	BOX O'JOE	76/011608	28-Mar-00	2521385	18-Dec-01
United States of America	BOX O'JOE	78/650016	14-Jun-05		
United States of America	COFFEE COOLATTA	74/419008	2-Aug-93	2042160	4-Mar-97
United States of America	COOLATTA	75/519398	15-Jul-98	2346521	2-May-00
United States of America	COOLATTA	76/407958	10-May-02	2683550	4-Feb-03
United States of America	DD Cup 2005 Logo	78/754878	16-Nov-05		
United States of America	DD Cup in Circle Logo	78/685323	4-Aug-05		
United States of America	DD Cup Logo	78/685317	4-Aug-05		
United States of America	DDU	74/542698	24-Jun-94	1908610	1-Aug-95
United States of America	D STOP	78/874564	2-May-06		
United States of America	DUNKACCINO	78/158036	27-Aug-02	2727346	17-Jun-03
United States of America	DUNKIN' CHUNKS	73/762775	9-Nov-88	1550400	1-Aug-89
United States of America	DUNKIN' DECAF	73/498470	10-Sep-84	1337026	21-May-85
United States of America	DUNKIN' DELI	75/450157	13-Mar-98	2426015	6-Feb-01
United States of America	DUNKIN' DELI	78/721986	28-Sep-05		
United States of America	DUNKIN' DONUTS CIRCLE WITH CUP DEVICE (DARK)	72/306900	9-Sep-68	888360	24-Mar-70
United States of America	DUNKIN' DONUTS CIRCLE WITH CUP DEVICE	72/305644	21-Aug-68	907303	2-Feb-71

Country	Mark	App. No.	App. Date	Reg. No.	Reg. Date
	(DARK)				
United States of America	DUNKIN' DONUTS CIRCULAR DEVICE	72/455232	23-Apr-73	976136	1-Jan-74
United States of America	DUNKIN' DONUTS SCRIPT	76/035918	28-Apr-00	2465531	3-Jul-01
United States of America	DUNKIN' DONUTS STOREFRONT DEVICE	72/301212	24-Jun-68	897088	18-Aug-70
United States of America	DUNKIN' DONUTS UNIVERSITY & DEVICE	74/542699	24-Jun-94	1900646	20-Jun-95
United States of America	DUNKIN' BRANDS	78/490561	28-Sep-04		
United States of America	DUNKIN' BRANDS Logo in color	78/514424	10-Nov-04		
United States of America	DUNKIN' DONUTS	72/148372	5-Jul-62	748901	30-Apr-63
United States of America	DUNKIN' DONUTS & DUNKIE Design with black cup	72/148609	9-Jul-62	755690	27-Aug-63
United States of America	DUNKIN' DONUTS & DUNKIE Design with white cup	72/054025	23-Jun-58	715860	23-May-61
United States of America	DUNKIN' DONUTS (New Image Cup & Words in Black & White)	76/266476	5-Jun-01	2751007	12-Aug-03
United States of America	DUNKIN' DONUTS (New Image Cup in Black & White)	76/266480	5-Jun-01	2748147	5-Aug-03
United States of America	DUNKIN' DONUTS (New Image Cup in Color)	76/266479	5-Jun-01	2751009	12-Aug-03
United States of America	DUNKIN' DONUTS (NEW IMAGE IN COLOR)	73/214414	7-May-79	1159354	30-Jun-81
United States of America	DUNKIN' DONUTS (NEW IMAGE IN COLOR)	73/215289	11-May-79	1148165	3-Mar-81
United States of America	DUNKIN' DONUTS (New Image Logo and Cup in Color)	76/266478	5-Jun-01	2751008	12-Aug-03
United States of America	DUNKIN' DONUTS and Cup 2005 Logo Version 1	78/754864	16-Nov-05		

Country	Mark	App. No.	App. Date	Reg. No.	Reg. Date
United States of America	DUNKIN' DONUTS and Cup 2005 Logo Version 2	78/754869	16-Nov-05		
United States of America	DUNKIN' DONUTS CENTER	76/214255	23-Feb-01	2875212	17-Aug-04
United States of America	DUNKINS STYLISED WORD	73/780895	15-Feb-89	1567400	21-Nov-89
United States of America	EATDRINKTHINK	78/459758	30-Jul-04	3057280	7-Feb-06
United States of America	ENJOY A SIP OF HEAVEN @ HOME	76/120225	31-Aug-00	2473752	31-Jul-01
United States of America	FLAVOROLOGY	78/647833	10-Jun-05		
United States of America	FLAVOROLOGY Logo	78/688246	9-Aug-05		
United States of America	FRUIT COOLATTA	75/523967	23-Jul-98	2240882	20-Apr-99
United States of America	ICE LOUNGE	78/573884	24-Feb-05		
United States of America	IT'S WORTH THE TRIP	75/921030	16-Feb-00	2425218	30-Jan-01
United States of America	JUST THE THING	76/432027	18-Jul-02	2768004	23-Sep-03
United States of America	LEMONADE COOLATTA	76/402665	2-May-02	2798812	23-Dec-03
United States of America	LIVE A LITTLE!	72/226901	9-Jan-65	861158	26-Nov-68
United States of America	LOOSEN UP A LITTLE	76/065682	7-Jun-00	2538652	12-Feb-02
United States of America	MIND YOUR MUNCHKINS	78/237579	14-Apr-03		
United States of America	MUNCHKINS	76/385440	19-Mar-02	2672062	7-Jan-03
United States of America	NIKNUDS	78/874575	2-May-06		
United States of America	OMWICH	75/523971	23-Jul-98	2383923	5-Sep-00
United States of America	REGULAR REFILLS	76/156094	31-Oct-00	2626238	24-Sep-02
United States of America	SOMETHING FRESH IS ALWAYS BREWIN' HERE	78/747403	4-Nov-05		
United States of America	SOUPER SOUP LOGO IN COLOUR	73/353402	8-Mar-82	1501480	23-Aug-88
United States of America	THE GREAT ONE	78/168229	26-Sep-02	2747378	5-Aug-03

Country	Mark	App. No.	App. Date	Reg. No.	Reg. Date
United States of America	TIME TO MAKE THE DONUTS	73/714702	5-Mar-88	1512142	8-Nov-88
United States of America	TURBO HOT	78/685294	4-Aug-05		
United States of America	TURBO ICE	78/408154	26-Apr-04		
United States of America	TURBO ICE Logo	78/647995	10-Jun-05		

Trademarks Contributed by Mister Donut of America LLC

Country	Mark	App. No.	App. Date	Reg. No.	Reg. Date
United States of America	MISTER DONUT	73/123034	18-Apr-77	1084144	31-Jan-78
United States of America	MISTER DONUT	75/784584	25-Aug-99	2362262	27-Jun-00
United States of America	MISTER DONUT & CHEF DEVICE	72/250169	13-Jul-66	833808	15-Aug-67
United States of America	MISTER DONUT (STYLISTED WORDS)	75/785648	25-Aug-99	2366396	11-Jul-00
United States of America	MISTER DONUT (STYLISTED WORDS)	73/123032	18-Apr-77	1084143	31-Jan-78
United States of America	ONE EYED CHEF DEVICE	72/274820	26-Jun-67	858691	15-Oct-68
United States of America	ONE EYED CHEF DEVICE	72/274821	26-Jun-67	859016	22-Oct-68
United States of America	ONE EYED CHEF DEVICE	73/173093	5-Jun-78	1120124	12-Jun-79