

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
Togo's Franchised Eateries 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: 6

Property Type	Number	Word Mark
Registration Number:	3032350	ENDLESS COMBINATIONS
Registration Number:	2263286	TOGO'S
Registration Number:	2431672	TOGO'S
Registration Number:	1264395	TOGO'S
Registration Number:	2429998	TOGO'S GREAT SANDWICHES
Registration Number:	2429999	TOGO'S GREAT SANDWICHES

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

OP \$165.00 3032350

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

Total Attachments: 6

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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 TOGO'S FRANCHISED EATERIES 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.

TOGO'S FRANCHISED EATERIES LLC

By: 

Name: Stephen Horn

Title: Secretary, Legal Officer and General Counsel

CITIBANK, N.A.

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

Schedule 1

Trademark Collateral

Trademarks Contributed by Togo's Eateries, Inc.

Country	Mark	App. No.	App. Date	Reg. No.	Reg. Date
United States of America	ENDLESS COMBINATIONS	78/545417	11-Jan-05	3032350	20-Dec-05
United States of America	TOGO'S	75/552961	14-Sep-98	2263286	20-Jul-99
United States of America	TOGO'S	76/009392	24-Mar-00	2431672	27-Feb-01
United States of America	TOGO'S (DEVICE)	73/357251	29-Mar-82	1264395	17-Jan-84
United States of America	TOGO'S GREAT SANDWICHES (B&W Logo-Positive Form)	76/009391	24-Mar-00	2429998	20-Feb-01
United States of America	TOGO'S GREAT SANDWICHES (Color Logo-Positive Form)	76/009393	24-Mar-00	2429999	20-Feb-01