

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cumberland Farms, Inc.		09/25/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	100 Federal Street
Internal Address:	MA5-100-11-02
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	813569	CUMBERLAND FARMS
Registration Number:	907638	CUMBERLAND FARMS
Registration Number:	1261294	CUMBERLAND FARMS
Registration Number:	1285634	CUMBERLAND FARMS
Registration Number:	1365785	
Registration Number:	2173073	CLOVERFIELD
Registration Number:	2411356	CAPPA COOLA
Registration Number:	2454545	FRESH GROUND
Registration Number:	2465154	FUEL FOR THE NEXT CENTURY
Registration Number:	2507690	CAPPA COOLA THE HEATBEATER
Registration Number:	2583242	HEATBEATER
Registration Number:	2601605	HEATBEATER
Registration Number:	2691446	C

OP \$765.00 813569

Registration Number:	2701837	CUMBY'S ULTIMATE SCOOP
Registration Number:	2806107	NEWPORT
Registration Number:	2886313	CUMBERLAND FARMS
Registration Number:	2895355	CUMBY'S
Registration Number:	2917724	CUMBY'S CHILL ZONE
Registration Number:	2938079	CUMBY'S CAFE
Registration Number:	2949834	CUMBY'S SNACKS
Registration Number:	2953169	CUMBY'S ITALIAN ICE
Registration Number:	3006134	CUMBY'S
Registration Number:	3032146	CUMBY'S
Serial Number:	78498117	FRESH FOOD CENTRAL
Serial Number:	78696651	THE BIG 32
Serial Number:	78696657	THE DOUBLE DEUCE
Serial Number:	78696663	THE 22
Serial Number:	78749200	CUMBY'S
Serial Number:	78749203	CRAZY COLA
Serial Number:	78892844	NRG KICK

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 919 286-8049
Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	17625.3482NTBOACUMBEREAR
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	10/27/2006

Total Attachments: 4
source=NT Cumberland Farms#page1.tif
source=NT Cumberland Farms#page2.tif
source=NT Cumberland Farms#page3.tif
source=NT Cumberland Farms#page4.tif

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of September 25, 2006 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	SEE SCHEDULE 1	

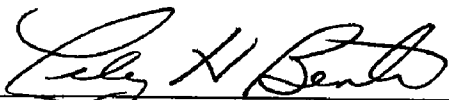
TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	SEE SCHEDULE 1	

acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CUMBERLAND FARMS, INC.

By: 
Name: Lily H. Bentas
Title: Chief Executive Officer and
Chairman of the Board

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: _____
Name: _____
Title: _____

CUMBERLAND FARMS, INC.
IP NOTICE

TRADEMARK
REEL: 003419 FRAME: 0353

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

CUMBERLAND FARMS, INC.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: 
Name: Todd MacNeill
Title: Vice President
Agency Management Officer III

CUMBERLAND FARMS, INC.
IP NOTICE

TRADEMARK
REEL: 003419 FRAME: 0354

Cumberland Farms, Inc.
(Delaware corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
CUMBERLAND FARMS	813569	8/23/66
CUMBERLAND FARMS and Design	907638	2/9/71
CUMBERLAND FARMS	1261294	12/13/83
CUMBERLAND FARMS and Design	1285634	7/10/84
Design Only	1365785	10/15/85
CLOVERFIELD and Design	2173073	7/14/98
CAPPA COOLA	2411356	12/5/00
FRESH GROUND and Design	2454545	5/29/01
FUEL FOR THE NEXT CENTURY	2465154	7/3/01
CAPPA COOLA THE HEATBEATER	2507690	11/13/01
HEATBEATER	2583242	6/18/02
HEATBEATER	2601605	7/30/02
C and Design	2691446	2/25/03
CUMBY'S ULTIMATE SCOOP	2701837	4/1/03
NEWPORT	2806107	1/20/04
CUMBERLAND FARMS	2886313	9/21/04
CUMBY'S	2895355	10/19/04
CUMBY'S CHILL ZONE	2917724	1/11/05
CUMBY'S CAFÉ	2938079	4/5/05
CUMBY'S SNACKS	2949834	5/10/05
CUMBY'S ITALIAN ICE	2953169	5/17/05
CUMBY'S	3006134	10/11/05
CUMBY'S	3032146	12/20/05

Pending Applications

Mark	Application No.	Filing Date
FRESH FOOD CENTRAL	78498117	10/12/04
THE BIG 32	78696651	8/19/05
THE DOUBLE DEUCE	78696657	9/19/05
THE 22	78696663	8/19/05
CUMBY'S	78749200	11/8/05
CRAZY COLA	78749203	11/8/05
NRG KICK	78892844	5/25/06