

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
Village Pantry, LLC		07/03/2008	LIMITED LIABILITY COMPANY: INDIANA

RECEIVING PARTY DATA

Name:	National City Business Credit, Inc., Collateral Agent
Street Address:	1965 East Sixth Street
City:	Cleveland
State/Country:	OHIO
Postal Code:	44114
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	855710	VILLAGE PANTRY
Registration Number:	1034956	VILLAGE PANTRY
Registration Number:	1162326	VILLAGE PANTRY
Registration Number:	1317347	VILLAGE PANTRY
Registration Number:	1604882	MUG-A-LUG
Registration Number:	1628597	THANK\$ A LOTTERY
Registration Number:	2839973	VP.
Registration Number:	3096820	IF YOU NEED IT FAST, DON'T DRIVE PAST...VILLAGE PANTRY
Registration Number:	3135581	VP VILLAGE PANTRY
Serial Number:	77495440	VARIETY IS EVERYTHING

CORRESPONDENCE DATA

Fax Number: (703)415-1557

CH \$265.00 855710

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

Phone: 703-415-1555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 2001 Jefferson Davis, Hwy., Suite 1007
Address Line 4: Arlington, VIRGINIA 22202

ATTORNEY DOCKET NUMBER:	8070801A
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	08/04/2008

Total Attachments: 4
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

July 3, 2008

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, VILLAGE PANTRY, LLC, an Indiana corporation (the "Grantor") with principal offices at 6814 Hillside Court, Indianapolis, Indiana 46250, hereby grants to NATIONAL CITY BUSINESS CREDIT, INC., as Collateral Agent, an Ohio corporation with offices at 1965 East Sixth Street, Cleveland, Ohio 44114 (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.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other pledgors from time to time party thereto and the Grantee, dated as of July 3, 2008 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement").

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.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first written above.

VILLAGE PANTRY, LLC, as Grantor

By: Steven K. May
Name: Steven K. May
Title: CEO

NATIONAL CITY BUSINESS CREDIT, INC.,
as Collateral Agent and Grantee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first written above.

VILLAGE PANTRY, LLC, as Grantor

By: _____
Name:
Title:

NATIONAL CITY BUSINESS CREDIT, INC.,
as Collateral Agent and Grantee

By: Barbara Anderson
Name: Barbara Anderson
Title: Managing Director

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
Village Pantry	855,710	8/27/68
Village Pantry	1,034,956	3/2/76
Village Pantry	1,162,326	7/21/81
Village Pantry	1,317,347	1/29/85
Mug-A-Lug	1,604,882	7/3/90
Thank\$ a Lottery	1,628,597	12/18/90
VP [Design]	2,839,973	5/11/04
If you need it Fast, Don't Drive Past . . . Village Pantry	3,096,820	12/30/04
VP [Design]	3,135,581	8/29/05
Variety is Everything	77495440	6/10/08