

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
Worsley Operating Corporation		07/03/2008	CORPORATION: NORTH CAROLINA

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2974725	CAROLINA PETRO
Registration Number:	2995521	CIGARETTE CITY
Serial Number:	76686359	CW'S COFFEE COMPANY
Serial Number:	76687138	SCOTCHMAN
Serial Number:	76687139	SCOTCHMAN YOUR GOOD NEIGHBOR STORE
Serial Number:	76687140	SCOTCHMAN STORES

CORRESPONDENCE DATA

Fax Number: (703)415-1557
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

CH \$165.00 2974725

ATTORNEY DOCKET NUMBER:	8070801C
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	08/04/2008
Total Attachments: 4 source=Worsley#page1.tif source=Worsley#page2.tif source=Worsley#page3.tif source=Worsley#page4.tif	

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

July 3, 2008

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, WORSLEY OPERATING CORPORATION, a North Carolina corporation (the "Grantor") with principal offices at 10 South Cardinal Drive, Wilmington, North Carolina, 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.

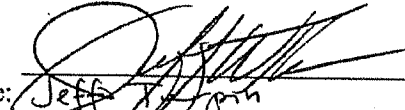
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first written above.

WORSLEY OPERATING CORPORATION, as
Grantor

By:

Name:

Title:


Jeff Johnson
President & CFO

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.

WORSLEY OPERATING CORPORATION, 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>
CAROLINA PETRO (W/O)	2,974,725	7/19/05
CIGARETTE CITY (W/O)	2,995,521	9/13/05
CW's Coffee Company	76686359	1/31/08
Scotchman	76687138	2/27/08
Scotchman Your Good Neighbor Store	76687139	2/27/08
Scotchman Stores	76687140	2/27/08