

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cumberland Farms, Inc.		06/25/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	901 Main Street		
Internal Address:	Mailcode: TX1-492-14-06		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75202		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Registration Number:	3555413	NRG KICK	
Registration Number:	3602513	CRAZY COLA	
Registration Number:	3326809	CUMBY'S	
Registration Number:	2938079	CUMBY'S CAFE	
Registration Number:	2886313	CUMBERLAND FARMS	
Registration Number:	2953169	CUMBY'S ITALIAN ICE	
Registration Number:	2917724	CUMBY'S CHILL ZONE	
Registration Number:	3006134	CUMBY'S	
Registration Number:	2583242	HEATBEATER	
Registration Number:	2601605	HEATBEATER	
Registration Number:	2173073	CLOVERFIELD	
Registration Number:	1365785		
Registration Number:	1285634	CUMBERLAND FARMS	

900165817

TRADEMARK  
REEL: 004234 FRAME: 0001

OP \$565.00 3555413

Registration Number:	1261294	CUMBERLAND FARMS
Registration Number:	907638	CUMBERLAND FARMS
Registration Number:	2949834	CUMBY'S SNACKS
Registration Number:	2701837	CUMBY'S ULTIMATE SCOOP
Registration Number:	3032146	CUMBY'S
Serial Number:	77636947	
Serial Number:	77636941	CUMBERLAND FARMS
Serial Number:	77666976	CUMBERLAND FARMS FARMHOUSE BLEND COFFEE
Serial Number:	77029919	CUMBERLAND FARMS CORPORATE GIVING PROGRAM

#### CORRESPONDENCE DATA

Fax Number: (919)416-8328  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 9192868041  
 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:	017625-4574 EAR
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NAME OF SUBMITTER:	Ellen A. Rubel
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Signature:	/Ellen A. Rubel/
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Date:	06/29/2010
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Total Attachments: 4  
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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 June 25, 2010 (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 attached hereto.	

TRADEMARK APPLICATIONS


<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See Schedule 1 attached hereto.	

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.**

[Obligor]

By:   
Name: Joseph H. Petrowski  
Title: Chief Executive Officer

Acknowledged and Accepted:

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

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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.

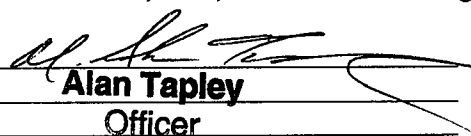
Very truly yours,

CUMBERLAND FARMS, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

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

By:   
Name: **Alan Tapley**  
Title: **Officer**

**Schedule 1**

**Cumberland Farms, Inc.  
(Delaware Corporation)**

**U.S. Trademarks**

**Registered Marks**

Mark	Registration No.	Registration Date
NRG KICK	3555413	12/30/80
CRAZY COLA	3602513	4/7/09
CUMBY'S	3326809	10/30/07
CUMBY'S CAFÉ	2938079	4/5/05
CUMBERLAND FARMS	2886313	9/21/04
CUMBY'S ITALIAN ICE	2953169	5/17/05
CUMBY'S CHILL ZONE	2917724	1/11/05
CUMBY'S	3006134	10/11/05
HEARTBEATER	2583242	6/18/02
HEARTBEATER	2601605	7/30/02
CLOVERFIELD and Design	2173073	7/14/98
Design Only	1365785	10/15/85
CUMBERLAND FARMS and Design	1285634	7/10/84
CUMBERLAND FARMS	1261294	12/13/83
CUMBERLAND FARMS and Design	907638	2/9/71
CUMBY'S SNACKS	2949834	5/10/05
CUMBY'S ULTIMATE SCOOP	2701837	4/1/03
CUMBY'S	3032146	12/20/05

**Pending Applications**

Description	Application No.	Filing Date
Design Only	77636947	12/19/08
CUMBERLAND FARMS and Design	77636941	12/19/08
CUMBERLAND FARMS FARMHOUSE BLEND COFFEE	77666976	2/10/09
CORPORATE GIVING PROGRAM	77029919	10/26/06