

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
Brookshire Brothers, Ltd.		10/21/2010	LIMITED PARTNERSHIP: TEXAS

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	100 Federal Street
Internal Address:	9th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2961470	B & B EXPRESS
Registration Number:	1430667	BUDGET CHOPPER
Registration Number:	2206207	DINNER DESTINATIONS
Registration Number:	2206205	DINNER DESTINATIONS
Registration Number:	3126710	FRESH HARVEST
Registration Number:	3172215	FRESH HARVEST
Registration Number:	2921695	FRESH HARVEST FOOD & PHARMACY
Registration Number:	3637889	POLK OIL CO.
Registration Number:	3560691	POLK PICK IT UP
Registration Number:	2974294	TEXAS STAR
Registration Number:	2150929	TOBACCO BARN
Registration Number:	2206204	YOUR PASSPORT TO MEALS IN MINUTES

CH \$315.00 2961470

CORRESPONDENCE DATA

Fax Number: (703)519-1821
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 7034151555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 1725 Duke Street
Address Line 2: Suite 530
Address Line 4: Alexandria, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	1010807
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	01/11/2011

Total Attachments: 5
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

October 21, 2010

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BROOKSHIRE BROTHERS, LTD., a Texas limited partnership (the "Grantor") with principal offices at 1201 Ellen Trout Drive, Lufkin, Texas 75904, hereby grants to BANK OF AMERICA, N.A., as Collateral Agent, with offices at 100 Federal Street, 9th Floor, Boston, Massachusetts 02110 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications, and service mark applications (the foregoing, collectively, the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement) 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 OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (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 Grantors from time to time party thereto and the Grantee, dated as of October 21, 2010 (as amended, restated, supplemented or otherwise modified 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

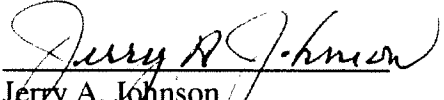
Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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

BROOKSHIRE BROTHERS, LTD., as
Grantor

By: Brookshire Brothers Management, Inc.
Its: General Partner

By: 
Name: Jerry A. Johnson
Title: President and Chief
Executive Officer

BANK OF AMERICA, N.A.,
as Collateral Agent and as Grantee

By: _____

Name: Stephen J. Garvin

Title: Managing Director

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
B & B EXPRESS & DESIGN	U.S. – Federal 2,961,470	6/7/2005
BUDGET CHOPPER	U.S. – Federal 1,430,667	2/24/1987
DINNER DESTINATIONS	U.S. – Federal 2,206,207	11/24/1998
DINNER DESTINATIONS & DESIGN	U.S. – Federal 2,206,205	11/24/1998
FRESH HARVEST & DESIGN	U.S. – Federal 3,126,710	8/8/2006
FRESH HARVEST & DESIGN	U.S. – Federal 3,172,215	11/14/2006
FRESH HARVEST FOOD & PHARMACY & DESIGN	U.S. – Federal 2,921,695	1/25/2005
POLK OIL CO.	U.S. – Federal 3,637,889	6/16/2009
POLK PICK IT UP	U.S. – Federal 3,560,691	1/13/2009
TEXAS STAR & DESIGN	U.S. – Federal 2,974,294	7/19/2005
TOBACCO BARN	U.S. – Federal 2,150,929	4/14/1998
YOUR PASSPORT TO MEALS IN MINUTES	U.S. – Federal 2,206,204	11/24/1998

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Schedule A to Grant of Security Interest in United States Trademarks

TRADEMARK

RECORDED: 01/11/2011

REEL: 004451 FRAME: 0304