

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
Next Generation Vending, LLC		08/04/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	D.E. Shaw Direct Capital Portfolios, L.L.C., as Agent
Street Address:	10000 Memorial Drive, Suite 500
City:	Houston
State/Country:	TEXAS
Postal Code:	77024
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3626566	NUTRINOTE
Registration Number:	3653608	GREENVEND
Registration Number:	3601635	VITALITIES
Registration Number:	3601634	VENDWISE
Registration Number:	3601633	INNOVATION NEVER TASTED SO GOOD

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

OP \$140.00 3626566

ATTORNEY DOCKET NUMBER:	026897-110 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	08/08/2011
Total Attachments: 4 source=NGV - Trademark Notice#page1.tif source=NGV - Trademark Notice#page2.tif source=NGV - Trademark Notice#page3.tif source=NGV - Trademark Notice#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of August 4, 2011 (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"), D. E. Shaw Direct Capital Portfolios, L.L.C., having an address of 10000 Memorial Drive, Suite 500, Houston, TX 77024, as agent (in such capacity, the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders, subject to and upon the definitions, terms and conditions of the Agreement, which are incorporated herein by reference:

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	

The terms of Sections 8.11, 8.15 and 8.16 of the Credit Agreement, with respect to governing Law, submission to jurisdiction, venue and waiver of jury trial are incorporated herein by reference, *mutatis mutandis*, and the parties hereto agree to such terms.

The Obligors and the Agent, on behalf of the Lenders, 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,

NEXT GENERATION VENDING, LLC,
a Delaware limited liability company

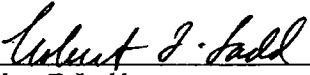
By: Joseph Rogan
Name: Joseph Rogan
Title: President and Chief Operating Officer

NEXT GENERATION VENDING, LLC
TRADEMARK NOTICE

TRADEMARK
REEL: 004599 FRAME: 0526

Acknowledged and Accepted:

D. E. SHAW DIRECT CAPITAL PORTFOLIOS, L.L.C.,
as Agent

By: 
Name: Robert T. Ladd
Title: Authorized Signatory

NEXT GENERATION VENDING, LLC
TRADEMARK NOTICE

TRADEMARK
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Schedule 1

**Next Generation Vending, LLC
(Delaware LLC)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
NUTRINOTE	3626566	05/26/09
GREENVEND	3653608	07/14/09
VITALITIES	3601635	04/07/09
VENDWISE	3601634	04/07/09
INNOVATION NEVER TASTED SO GOOD	3601633	04/07/09