

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
ARABICA FUNDING, INC.		10/14/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	U.S. BANK NATIONAL ASSOCIATION		
Street Address:	800 Nicollet Mall, 3rd Floor		
Internal Address:	BC-MN-H03W		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55402-7020		
Entity Type:	National Banking Association: UNITED STATES / MN		
PROPERTY NUMBERS Total: 79			
Property Type	Number	Word Mark	
Registration Number:	3309349	BOU BALM	
Registration Number:	3144635	CAMPFIRE MOCHA	
Registration Number:	2702490	CARAMEL HIGH RISE	
Registration Number:	3533290	CARIBOU	
Registration Number:	2935016	CARIBOU CARD	
Registration Number:	3309350	CARIBOU COFFEE	
Registration Number:	2563579	CARIBOU COFFEE	
Registration Number:	3931382	CARIBOU COFFEE	
Registration Number:	2609319	CARIBOU COFFEE	

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Registration Number:	3401155	CARIBOU COFFEE
Registration Number:	2703741	CARIBOU COFFEE
Registration Number:	1839091	CARIBOU COFFEE
Registration Number:	3958971	CARIBOU COFFEE
Registration Number:	3935467	CARIBOU COFFEE
Registration Number:	3935459	CARIBOU COFFEE
Registration Number:	3878893	CARIBOU COFFEE
Registration Number:	3945509	CARIBOU COFFEE
Registration Number:	3935468	CARIBOU COFFEE
Registration Number:	3878886	CARIBOU COFFEE
Registration Number:	3935455	CARIBOU COFFEE
Registration Number:	3941677	CARIBOU COFFEE
Registration Number:	3878884	CARIBOU COFFEE
Registration Number:	2540265	CARIBOU COFFEE
Registration Number:	3841988	CARIBOU COFFEE
Registration Number:	2609338	CARIBOU COFFEE
Registration Number:	2703747	CARIBOU COFFEE
Registration Number:	1841047	CARIBOU COFFEE
Registration Number:	3295338	CARIBOU COFFEE DRIVE THRU
Registration Number:	3015347	CARIBOU COFFEE NATURAL DECAF
Registration Number:	3119854	CARIBOU COOLER
Registration Number:	3454826	CARIBREW CLUB
Registration Number:	3464487	DARK TO THE CORE. SMOOTH TO THE FINISH.
Registration Number:	2702489	DEPTH CHARGE
Registration Number:	2536350	
Registration Number:	2552455	
Registration Number:	2609320	
Registration Number:	2588045	
Registration Number:	3295337	DRIVE THRU
Registration Number:	3001647	FA LA LATTE
Registration Number:	3391448	GLACIER BLAST GUM

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	3087256	HO HO MOCHA
Registration Number:	2536349	
Registration Number:	3388547	HOOF MINTS
Registration Number:	2702491	HOT APPLE BLAST
Registration Number:	3213974	HUG-A-BOU
Registration Number:	3162686	
Registration Number:	3162685	
Registration Number:	3162684	
Registration Number:	3183381	
Registration Number:	3162687	
Registration Number:	3162688	
Registration Number:	3990812	
Registration Number:	3945517	
Registration Number:	3920975	
Registration Number:	3868646	
Registration Number:	3935460	
Registration Number:	3945518	
Registration Number:	3885172	
Registration Number:	3935457	
Registration Number:	3941678	
Registration Number:	3878885	
Registration Number:	3440517	LIFE IS SHORT. STAY AWAKE FOR IT.
Registration Number:	2000062	LIFE IS SHORT. STAY AWAKE FOR IT.
Registration Number:	2967034	LIFE IS SHORT. STAY AWAKE FOR IT.
Registration Number:	2008379	LIFE IS SHORT. STAY AWAKE FOR IT.
Registration Number:	2702488	LITE WHITE BERRY
Registration Number:	3562150	MAHOGANY
Registration Number:	2702487	MINT CONDITION
Registration Number:	3292202	OBSIDIAN
Registration Number:	3561661	ORIGIN SELECTS
Registration Number:	2888557	PERENNIAL SPRING BLEND

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	2624819	REINDEER BLEND
Registration Number:	2828908	REINDEER NIBBLERS
Registration Number:	3352148	SNOWDRIFT
Registration Number:	3851854	TEA LATTE FUSIONS
Registration Number:	3014007	THE OFFICIAL COFFEE OF DAYLIGHT SAVINGS TIME
Registration Number:	2974390	THE OFFICIAL COFFEE OF DAYLIGHT SAVINGS TIME
Registration Number:	3014006	THE OFFICIAL COFFEE OF DAYLIGHT SAVINGS TIME
Serial Number:	85247918	NORTHERN LITE

CORRESPONDENCE DATA

Fax Number: (612)335-1657

Phone: 6123351448

Email: eric.paulsrud@leonard.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Eric D. Paulsrud

Address Line 1: 150 South 5th Street, Suite 2300

Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	50211.00103
NAME OF SUBMITTER:	Eric D. Paulsrud
Signature:	/Eric D. Paulsrud/
Date:	11/08/2011

Total Attachments: 8

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RECEIPT INFORMATION

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ETAS ID:	TM218291
Receipt Date:	11/08/2011
Fee Amount:	\$1990

GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ARABICA FUNDING, INC., a Delaware corporation whose mailing address is 368 South Service Road, Suite 120, Melville, NY 11747 ("Grantor"), hereby grants to U.S. BANK NATIONAL ASSOCIATION, a national banking association whose mailing address is BC-MN-H03W, 800 Nicollet Mall, 3rd Floor, Minneapolis, MN 55402-7020, in its capacity as the administrative agent under the the Security Agreement as referred to below (in such capacity, "Grantee"), a continuing security interest in:

(a) All of the Grantor's right, title and interest in and to the United States trademark and service mark registrations and use-based trademark and service mark applications set forth on Schedule I attached hereto and all goodwill associated with the foregoing (collectively, the "Trademarks");

(b) Any and all claims and causes of action for past, present or future infringement of any of the Trademarks, with the right, but not the obligation, to sue for and collect damages for infringement of the Trademarks;

(c) Any and all amendments, renewals, extensions, reissuances and replacements of any of the Trademarks; and

(d) Any and all products and proceeds of any of the foregoing.


THIS GRANT is made to secure the Grantor's prompt, punctual and faithful payment of the Secured Obligations, as such term is defined in the Security Agreement between the parties of even date herewith (as amended, supplemented or otherwise modified from time to time, 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 and in the Intellectual Property Security Agreement between the parties of even date herewith (as amended, supplemented or otherwise modified from time to time, the "Intellectual Property Security Agreement"), and all terms and provisions of each document are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement or the Intellectual Property Security Agreement, the provisions of the Security Agreement or the Intellectual Property Security Agreement shall govern.

[Remainder of Page Intentionally Blank; Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have executed this Grant of Security Interest in U.S. Trademarks as of October 14, 2011.


GRANTOR:

ARABICA FUNDING, INC.

By: 
Name: Dan E. Lee
Title: SVP, General Counsel & Sec.

GRANTEE:

U.S. BANK NATIONAL ASSOCIATION

By: 
Name: Doug Filman
Title: VP

SCHEDULE 1**TRADEMARKS****U.S. Registered Trademarks**

Mark	Class	Registration No.	Registration Date
BOU BALM	3	3,309,349	October 9, 2007
CAMPFIRE MOCHA	30	3,144,635	September 19, 2006
CARAMEL HIGH RISE	30	2,702,490	April 1, 2003
CARIBOU	30	3,533,290	November 18, 2008
CARIBOU CARD	36	2,935,016	March 22, 2005
CARIBOU COFFEE	3	3,309,350	October 9, 2007
CARIBOU COFFEE	21	2,563,579	April 23, 2002
CARIBOU COFFEE	29	3,931,382	March 15, 2011
CARIBOU COFFEE	30 & 32	2,609,319	August 20, 2002
CARIBOU COFFEE	30	3,401,155	March 25, 2008
CARIBOU COFFEE	35	2,703,741	April 8, 2003
CARIBOU COFFEE	42	1,839,091	June 7, 1994
CARIBOU COFFEE & Leaping Caribou and Shield Design	21	3,958,971	May 10, 2011
CARIBOU COFFEE & Leaping Caribou and Shield Design	25	3,935,467	March 22, 2011
CARIBOU COFFEE & Leaping Caribou and Shield Design	30	3,935,459	March 22, 2011
CARIBOU COFFEE & Leaping Caribou and Shield Design	32	3,878,893	November 23, 2010
CARIBOU COFFEE & Leaping Caribou and Shield Design	35	3,945,509	April 12, 2011
CARIBOU COFFEE & Leaping Caribou and Shield Design	36	3,935,468	March 22, 2011

Mark	Class	Registration No.	Registration Date
CARIBOU COFFEE & Leaping Caribou and Shield Design	43	3,878,886	November 23, 2010
CARIBOU COFFEE & Leaping Caribou and Shield Design in Color	30	3,935,455	March 22, 2011
CARIBOU COFFEE & Leaping Caribou and Shield Design in Color	35	3,941,677	April 5, 2011
CARIBOU COFFEE & Leaping Caribou and Shield Design in Color	43	3,878,884	November 23, 2010
CARIBOU COFFEE & Leaping Caribou Design	21	2,540,265	February 19, 2002
CARIBOU COFFEE & Leaping Caribou Design	29	3,841,988	August 31, 2010
CARIBOU COFFEE & Leaping Caribou Design	30 & 32	2,609,338	August 20, 2002
CARIBOU COFFEE & Leaping Caribou Design	35	2,703,747	April 8, 2003
CARIBOU COFFEE & Leaping Caribou Design	42	1,841,047	June 21, 1994
CARIBOU COFFEE DRIVE THRU & Leaping Caribou Design in Color	43	3,295,338	September 18, 2007
CARIBOU COFFEE NATURAL DECAF & Design	30	3,015,347	November 15, 2005
CARIBOU COOLER	32	3,119,854	July 25, 2006
CARIBREW CLUB	35	3,454,826	June 24, 2008
DARK TO THE CORE. SMOOTH TO THE FINISH.	30	3,464,487	July 8, 2008
DEPTH CHARGE	30	2,702,489	April 1, 2003
Design of Leaping Caribou	21	2,536,350	February 5, 2002
Design of Leaping Caribou	25	2,552,455	March 26, 2002

Mark	Class	Registration No.	Registration Date
Design of Leaping Caribou	30	2,609,320	August 20, 2002
Design of Leaping Caribou	35	2,588,045	July 2, 2002
DRIVE THRU & Leaping Caribou Design in Color	43	3,295,337	September 18, 2007
FA LA LATTE	30	3,001,647	September 27, 2005
GLACIER BLAST GUM	30	3,391,448	March 4, 2008
HO HO MOCHA	30	3,087,256	May 2, 2006
Hoof Design	30	2,536,349	February 5, 2002
HOOF MINTS	30	3,388,547	February 26, 2008
HOT APPLE BLAST	32	2,702,491	April 1, 2003
HUG-A-BOU	38	3,213,974	February 27, 2007
Leaping Caribou and Background Design in Color	21	3,162,686	October 24, 2006
Leaping Caribou and Background Design in Color	25	3,162,685	October 24, 2006
Leaping Caribou and Background Design in Color	30	3,162,684	October 24, 2006
Leaping Caribou and Background Design in Color	32	3,183,381	December 12, 2006
Leaping Caribou and Background Design in Color	35	3,162,687	October 24, 2006
Leaping Caribou and Background Design in Color	43	3,162,688	October 24, 2006
Leaping Caribou and Shield Design	21	3,990,812	July 5, 2011
Leaping Caribou and Shield Design	25	3,945,517	April 12, 2011
Leaping Caribou and Shield Design	30	3,920,975	February 15, 2011
Leaping Caribou and Shield	32	3,868,646	October 26, 2010

Mark	Class	Registration No.	Registration Date
Design			
Leaping Caribou and Shield Design	35	3,935,460	March 22, 2011
Leaping Caribou and Shield Design	36	3,945,518	April 12, 2011
Leaping Caribou and Shield Design	43	3,885,172	December 7, 2010
Leaping Caribou and Shield Design in Color	30	3,935,457	March 22, 2011
Leaping Caribou and Shield Design in Color	35	3,941,678	April 5, 2011
Leaping Caribou and Shield Design in Color	43	3,878,885	November 23, 2010
LIFE IS SHORT. STAY AWAKE FOR IT.	21	3,440,517	June 3, 2008
LIFE IS SHORT. STAY AWAKE FOR IT.	25	2,000,062	September 10, 1996
LIFE IS SHORT. STAY AWAKE FOR IT.	30	2,937,034	July 12, 2005
LIFE IS SHORT. STAY AWAKE FOR IT.	42	2,008,379	October 15, 1996
LITE WHITE BERRY	30	2,702,488	April 1, 2003
MAHOGANY	30	3,562,150	January 13, 2009
MINT CONDITION	30	2,702,487	April 1, 2003
OBSIDIAN	30	3,292,202	September 11, 2007
ORIGIN SELECTS	30	3,561,661	January 13, 2009
PERENNIAL SPRING BLEND	30	2,888,557	September 28, 2004
REINDEER BLEND	30	2,624,819	September 24, 2002
REINDEER NIBBLERS	30	2,828,908	April 6, 2004
SNOWDRIFT	32	3,352,148	December 11, 2007

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Mark	Class	Registration No.	Registration Date
TEA LATTE FUSIONS	30	3,851,854	September 21, 2010
THE OFFICIAL COFFEE OF DAYLIGHTS SAVINGS TIME	30	3,014,007	November 8, 2005
THE OFFICIAL COFFEE OF DAYLIGHTS SAVINGS TIME	35	2,974,390	July 19, 2005
THE OFFICIAL COFFEE OF DAYLIGHTS SAVINGS TIME	43	3,014,006	November 8, 2005

U.S. Used-Based Trademark Applications

Mark	Class	Serial No.	Application Date
NORTHERN LITE	30	85/247,918	February 22, 2011

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Ref: PTAS 900206613

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Attention: Mary Benton

Please note that the trademark assignment cover sheet correctly identifies the receiving party as a National Banking Association and correctly lists citizenship as "United States." State citizenship is not listed because the receiving party is a National Banking Association.

We respectfully request that the assignment document be recorded.



Eric D. Paulsrud
150 South 5th Street, Suite 2300
Minneapolis, MN 55402
612-335-1448
eric.paulsrud@leonard.com

Note cover sheet on page 3 of
this fax with the "/MN" indicator
of state as requested.