

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM366586

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cumberland Farms, Inc.		12/21/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	900 West Trade Street		
<b>Internal Address:</b>	Mail Code: NC1-026-06-03		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28255		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 26</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4788262	CUMBERLAND FARMS SPARKLING SNÔ	
<b>Registration Number:</b>	4786976	CUMBERLAND FARMS CHILL ZONE	
<b>Registration Number:</b>	4704608	SMARTPAY CHECK-LINK BUSINESS	
<b>Registration Number:</b>	4653970	CUMBERLAND FARMS FARMHOUSE	
<b>Registration Number:</b>	4580557	CUMBERLAND FARMS SMARTPAY	
<b>Registration Number:</b>	4548938	CUMBERLAND FARMS SMARTPAY	
<b>Registration Number:</b>	4517056	CUMBERLAND FARMS FARMHOUSE CREAMERY	
<b>Registration Number:</b>	4443029	CUMBERLAND FARMS FARMHOUSE BAKERY ULTIMA	
<b>Registration Number:</b>	4419658	CUMBERLAND FARMS SMARTPAY CHECK-LINK	
<b>Registration Number:</b>	4397195	CHILL ZICLE	
<b>Registration Number:</b>	4356893	CUMBERLAND FARMS ULTIMATE SCOOP	
<b>Registration Number:</b>	4316592	CUMBERLAND FARMS ULTIMATE SCOOP	
<b>Registration Number:</b>	4214259	CUMBERLAND FARMS FARMHOUSE BLEND COFFEE	
<b>Registration Number:</b>	4207177	CUMBERLAND FARMS FARMHOUSE BAKERY	
<b>Registration Number:</b>	4201326	MIX UP YOURS	
<b>Registration Number:</b>	3861510	CUMBERLAND FARMS	
<b>Registration Number:</b>	3782242		
<b>Registration Number:</b>	3555413	NRG KICK	

OP \$665.00 4788262

Property Type	Number	Word Mark
Registration Number:	2917724	CUMBY'S CHILL ZONE
Registration Number:	2886313	CUMBERLAND FARMS
Registration Number:	2173073	CLOVERFIELD
Registration Number:	1285634	CUMBERLAND FARMS
Registration Number:	1261294	CUMBERLAND FARMS
Serial Number:	86432733	CUMBERLAND FARMS
Serial Number:	86269657	CUMBERLAND FARMS CHILL ZONE
Serial Number:	85526218	SPRITZ

**CORRESPONDENCE DATA**

**Fax Number:** 9192868199  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*  
**Phone:** 919 286-8000  
**Email:** PTO\_TMconfirmation@mvalaw.com  
**Correspondent Name:** MOORE & VAN ALLEN PLLC  
**Address Line 1:** 3015 CARRINGTON MILL BOULEVARD  
**Address Line 2:** SUITE 400  
**Address Line 4:** MORRISVILLE, NORTH CAROLINA 27560

<b>ATTORNEY DOCKET NUMBER:</b>	017625-4574
<b>NAME OF SUBMITTER:</b>	John E. Slaughter
<b>SIGNATURE:</b>	/John E. Slaughter/
<b>DATE SIGNED:</b>	12/21/2015

**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 Second Amended and Restated Security and Pledge Agreement dated as of December 21, 2015 (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 <u>Schedule 1.</u>	

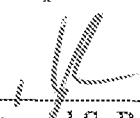
TRADEMARK APPLICATIONS

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

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.

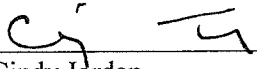
Very truly yours,

CUMBERLAND FARMS, INC.,  
a Delaware corporation

By:   
Name: Howard S. Rosenstein  
Title: Sr. V.P., C.F.O. and Treasurer

Acknowledged and Accepted:

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

By:  \_\_\_\_\_

Name: Cindy Jordan

Title: Assistant Vice President

Schedule 1

Cumberland Farms, Inc.  
(Delaware Corporation)

U.S. Trademarks

**Registered Marks**

Mark	Reg. No.	Reg. Date
CUMBERLAND FARMS SPARKLING SNÓ	4788262	08/11/15
CUMBERLAND FARMS CHILL ZONE	4786976	08/04/15
SMARTPAY CHECK-LINK BUSINESS	4704608	03/17/15
CUMBERLAND FARMS FARMHOUSE	4653970	12/09/14
CUMBERLAND FARMS SMARTPAY	4580557	08/05/14
CUMBERLAND FARMS SMARTPAY	4548938	06/10/14
CUMBERLAND FARMS FARMHOUSE CREAMERY	4517056	04/22/14
CUMBERLAND FARMS FARMHOUSE BAKERY ULTIMATE WHOOPIE COOKIE	4443029	12/03/13
CUMBERLAND FARMS SMARTPAY CHECK-LINK	4419658	10/15/13
CHILL ZICLE	4397195	09/03/13
CUMBERLAND FARMS ULTIMATE SCOOP and Design	4356893	06/25/13
CUMBERLAND FARMS ULTIMATE SCOOP	4316592	04/09/13
CUMBERLAND FARMS FARMHOUSE BLEND COFFEE	4214259	09/25/12
CUMBERLAND FARMS FARMHOUSE BAKERY	4207177	09/11/12
MIX UP YOURS	4201326	09/04/12
CUMBERLAND FARMS	3861510	10/12/10
Design Only	3782242	04/27/10
NRG KICK	3555413	12/30/08
CUMBY'S CHILL ZONE	2917724	01/11/05
CUMBERLAND FARMS	2886313	09/21/04
CLOVERFIELD and Design	2173073	07/14/98
CUMBERLAND FARMS and Design	1285634	07/10/84
CUMBERLAND FARMS	1261294	12/13/83

**Pending Applications**

Mark	Appl. No.	Filing Date
CUMBERLAND FARMS and Design	86432733	10/23/14
CUMBERLAND FARMS CHILL ZONE and Design	86269657	05/02/14
SPRITZ	85526218	01/26/12