

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BROOKSHIRE BROTHERS, INC.		05/24/2012	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A.		
Street Address:	100 Federal Street, 9th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	Lender: NORTH CAROLINA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4046496	BBROSCONNECTS	
Serial Number:	85293219	BBROS RX\$AVER	
Serial Number:	85186763	BBROS BEVERAGE BLAST	
Serial Number:	85186760	BBROS BEVERAGE DEPOT	
Serial Number:	85528443	FRESH HARVEST	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	2023704761		
Email:	tfahey@nationalcorp.com		
Correspondent Name:	Thomas Fahey		
Address Line 1:	1100 G Street NW, Suite 420		
Address Line 2:	National Corporate Research, Ltd.		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		

OP \$140.00 4046496

ATTORNEY DOCKET NUMBER:	F139815
NAME OF SUBMITTER:	Janet S. Wamsley
Signature:	/Janet S. Wamsley/
Date:	06/15/2012
Total Attachments: 5 source=DOC000#page2.tif source=DOC000#page3.tif source=DOC000#page4.tif source=DOC000#page5.tif source=DOC000#page6.tif	

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

May<sup>24</sup>~~21~~, 2012

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BROOKSHIRE BROTHERS, INC., a Texas corporation (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, 9<sup>th</sup> 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").

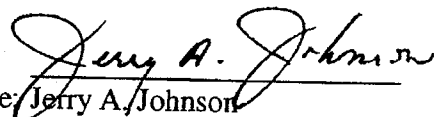
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated 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.

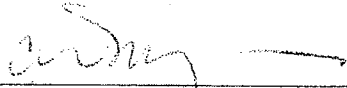
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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

BROOKSHIRE BROTHERS, INC., as  
Grantor

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

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

By:   
Name: Christine M. Scott  
Title: SVP. Director

Signature Page to Grant of Security Interest in United States Trademarks

**TRADEMARK**  
**REEL: 004802 FRAME: 0344**

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
BBROSCONNECTS	U.S. – Federal 4,046,496	10/25/2011

<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>
BBROS RX\$AVER	85/293,219	4/12/2011
BBROS BEVERAGE BLAST	85/186,763	11/29/2010
BBROS BEVERAGE DEPOT	85/186,760	11/29/2010
FRESH HARVEST	85/528,443	01/30/2012

1433905.1

Schedule A to Grant of Security Interest in United States Trademarks