TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Confirmation of Intellectual Property Security Interest Assignment

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BMO Harris Financing, Inc.		10/15/2012	CORPORATION: DELAWARE
BANK OF MONTREAL		10/15/2012	Canadian Chartered Bank: CANADA

RECEIVING PARTY DATA

Name:	Sun Ice Cream Finance, LP (whose general partner is Sun Holdings V, LLC)
Street Address:	1855 BOSTON ROAD
City:	WILBRAHAM,
State/Country:	MASSACHUSETTS
Postal Code:	01095
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 48

Property Type	Number	Word Mark
Registration Number:	2471575	BIG-TWO-DO
Registration Number:	1720549	CANDY SHOPPE SUNDAE
Registration Number:	3106847	CARAMEL FUDGE NUT BLAST
Registration Number:	2976029	CARB FABULOUS
Registration Number:	3090332	CHERRY CHOCO LANDSLIDE
Registration Number:	1010077	CLAMBOAT
Registration Number:	1093903	CLAMBOAT
Registration Number:	2623028	DESSERT CENTER
Registration Number:	1015495	FISHAMAJIG
Registration Number:	1100306	FISHAMAJIG
Registration Number:	1645426	FORBIDDEN CHOCOLATE
Registration Number:	3348629	FRESH & FRIENDLY
Registration Number:	1072831	FRIBBLE

CH $1215.00 2471575

Registration Number:	1302932	FRIENDLY
Registration Number:	1302933	FRIENDLY
Registration Number:	1062852	FRIENDLY
Registration Number:	1032588	FRIENDLY
Registration Number:	1062350	FRIENDLY
Registration Number:	1162271	FRIENDLY FAMILY RESTAURANTS
Registration Number:	1039803	FRIENDLY FRANK
Registration Number:	1062354	FRIENDLY ICE CREAM
Registration Number:	1704309	FRIENDLY'S
Registration Number:	1597640	FRIENDLY'S
Registration Number:	1030190	FRIENDLY'S BIG BEEF
Registration Number:	1720530	FRIENDLY'S CANDY SHOPPE SUNDAE
Registration Number:	1595593	FRIENDLY'S
Registration Number:	3698332	FRIENDLY'S
Registration Number:	2998509	FRIEND-Z
Registration Number:	1346611	HAPPY ENDING
Registration Number:	3269093	HAZEL 'N JOE
Registration Number:	3505162	HUNKA CHUNKA PB FUDGE
Registration Number:	1642197	JUBILEE ROLL
Registration Number:	2537925	MONSTER MASH SUNDAE
Registration Number:	2989284	NUTS OVER CARAMEL
Registration Number:	3881467	OH, THAT LOOKS GOOD
Registration Number:	3125276	ORANGE CREME ROLL
Registration Number:	3387950	PARTY ROLL
Registration Number:	1925667	PURELY PISTACHIO
Registration Number:	2617891	ROYAL RAZZ
Registration Number:	3038414	SUNDAES TO GO
Registration Number:	3966042	SUNDAEXTREME
Registration Number:	3795323	SUPERMELT
Registration Number:	3036762	TEAM XTREME
Registration Number:	1971123	VIENNA MOCHA CHUNK
Registration Number:	1313682	WATTAMELON ROLL
Registration Number:	3535240	WHERE ICE CREAM MAKES THE MEAL
Registration Number:	3108325	SMOOTH CHURNED
Registration Number:	3243192	DUTCH FUDGE

Fax Number: 2027393001
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 202-739-5652
Email: chowell@morganlewis.com
Correspondent Name: Catherine R. Howell, Senior Paralegal
Address Line 1: 1111 Pennsylvania Ave., N.W. Attn: TMSU
Address Line 2: Morgan, Lewis & Bockius LLP
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	020313-0020
NAME OF SUBMITTER:	Catherine R. Howell, Senior Paralegal
Signature:	/Catherine R. Howell/
Date:	10/25/2012

Total Attachments: 5
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Execution Version

CONFIRMATION OF INTELLECTUAL PROPERTY SECURITY INTEREST ASSIGNMENT

This Confirmation of Intellectual Property Security Interest Assignment (the "Confirmation Agreement"), dated as of October 15, 2012, is made by BMO Harris Financing, Inc., a Delaware Corporation, and Bank of Montreal (in such capacity, the "Assignors"), in favor of Sun Ice Cream Finance, LP, a Delaware limited partnership (in such capacity, the "Assignee").

WHEREAS, pursuant to that certain Intellectual Property Security Agreement, dated as of January 9, 2012 (as amended, supplemented or otherwise modified from time to time, the "Intellectual Property Security Agreement") among Friendly's IP, LLC, a Delaware limited liability company ("Friendly's IP") and the Assignors, Friendly's IP pledged and granted to the Assignors a continuing security interest in, among other things, the Intellectual Property (as defined below);

WHEREAS, the security interest was submitted for recordation with the U.S. Copyright Office as to the Registered Copyright on January 22, 2012;

WHEREAS, the security interest was recorded with the U.S. Patent and Trademark Office as to the Trademarks at Reel/Frame 4695/0187 on January 10, 2012;

WHEREAS, the Assignors have agreed to assign its security interest in the intellectual property identified on Schedule A attached hereto (the "Intellectual Property"), to the Assignee; and

WHEREAS, Assignors and Assignee desire to record the transfer of security interest in the Intellectual Property from the Assignors to the Assignee in the United States Patent and Trademark Office and the U.S. Copyright Office.

NOW THEREFORE, Assignors and Assignee hereby confirm that, effective as of October 5, 2012, Assignors assigned and do hereby assign to Assignee, its successors and assigns, the Assignors' security interest in the Intellectual Property.

Assignors hereby authorize the Commissioner of Trademarks of the U.S. Patent and Trademark Office and the Register of Copyrights to transfer the Assignors' security interest in the Intellectual Property to Assignee in accordance with this Confirmation Agreement. Further, the Assignors shall take all additional steps necessary, including the execution of any additional documents and instruments reasonably requested by Assignee, in order to effect or memorialize the intent of this Confirmation Agreement.

Assignors represent that they have the authority to make and enter into this Confirmation Agreement.

[Signature pages follow]

IN WITNESS WHEREOF, the undersigned have executed this Confirmation Agreement effective as of the date set forth above.

BMO Harris Financing, Inc., an Assignor

By: _____

Name: Brett Sanchez

Title: Vice President

STATE OF Illinois }
} ss:
COUNTY OF Cook }

Before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Brett Sanchez, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, having been sworn by me according to law, did depose and say s/he was the Vice President of BMO Harris Financing, Inc., ("Assignor") and did acknowledge the execution of the foregoing Confirmation of Intellectual Property Security Interest Assignment on behalf of said Assignor.

I HEREBY SET my hand and notarial seal this 15th day of October, 2012.

Giulia F. Naccarato
Notary

OFFICIAL SEAL
GIULIA F. NACCARATO
Notary Public - State of Illinois
My Commission Expires Sep 03, 2014

Signature Page to Confirmation Of Intellectual Property Security Interest Assignment

Acknowledged and Agreed:

Sun Ice Cream Finance, LP, as Assignee

By: Sun Holdings V, LLC

Its: General Partner

By: _____

Name: Mark Hajduch

Title: Vice President

STATE OF Florida }
} ss:
COUNTY OF Palm Beach}

Before me, the undersigned, a Notary Public of the State of Florida, personally appeared Mark Hajduch, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument, having been sworn by me according to law did depose and say s/he was the Vice Pres. of Sun Holdings V, LLC, the general partner of Sun Ice Cream Finance, LP (the "Assignee") and did acknowledge the execution of the foregoing Confirmation of Intellectual Property Security Interest Assignment on behalf of said Assignee.

I HEREBY SET my hand and notarial seal this 15 day of October, 2012.

Allison Herbert

Notary

ALLISON HERBERT
MY COMMISSION # DD 976949
EXPIRES: May 4, 2014
Bonded Thru Notary Public Underwriters

Schedule A

United States Trademark Registrations

Mark Name	Reg. No.	Country	Status/Action	Goods/Services
BIG-TWO-DO	2,471,575	USA	7/24/2021 (Renew)	29
CANDY SHOPPE SUNDAE	1,720,549	USA	9/29/2012 (Not used - To be abandoned)	30
CARAMEL FUDGE NUT BLAST	3,106,847	USA	6/20/2012 (File Affid of Use (expires 2016))	30
CARB FABULOUS	2976029	USA	(File Affid of Use (12/27/2011—pregrace period)	30
CHERRY CHOCO LANDSLIDE	3,090,332	USA	5/9/2012 (Not used -To be abandoned)	30
CLAMBOAT	1,010,077	USA	5/6/2015 (Renew)	42
CLAMBOAT	1,093,903	USA	6/20/2018 (Renew)	29
DESSERT CENTER	2,623,028	USA	9/24/2012 (Renew)	30
FISHAMAJIG	1,015,495	USA	7/8/2015 (Renew)	42
FISHAMAJIG	1,100,306	USA	8/22/2018 (Renew)	30
FORBIDDEN CHOCOLATE	1,645,426	USA	5/21/2021 (Renew)	30
FRESH & FRIENDLY	3,348,629	USA	12/4/2013 (File Affid of Use (expires 2017))	42
FRIBBLE	1,072,831	USA	9/6/2017 (Renew)	30
FRIENDLY	1,302,932	USA	10/30/2014 (Renew)	30
FRIENDLY	1,302,933	USA	10/30/2014 (Renew)	30
FRIENDLY	1,062,852	USA	4/5/2017 (Renew)	29, 30, 32, 42
FRIENDLY (SCRIPT)	1,032,588	USA	2/3/2016 (Renew)	42
FRIENDLY (SCRIPT)	1,062,350	USA	3/29/2017 (Renew)	29
FRIENDLY FAMILY RESTAURANTS	1,162,271	USA	7/31/2021 (Renew)	42
FRIENDLY FRANK	1,039,803	USA	5/18/2016 (Registration amended 5/2006)	29
FRIENDLY ICE CREAM	1,062,354	USA	3/29/2017 (Renew)	42
FRIENDLY'S	1,704,309	USA	7/28/2012 (Renew)	28
FRIENDLY'S (BLOCK)	1,597,640	USA	5/22/2020 (Renew)	29, 30, 42
FRIENDLY'S BIG BEEF	1,030,190	USA	1/13/2016 (Renew)	29
FRIENDLY'S CANDY SHOPPE SUNDAE	1,720,530	USA	9/29/2012 (Not used - To be abandoned)	30
FRIENDLY'S (SCRIPT)	1,595,593	USA	5/8/2020 (Renew)	29, 30, 42
FRIENDLY'S BUILDING (CARTOON IMAGE)—	3,698,332	USA	10/20/2015 (File Affid of Use (expires 2019))	30, 43
FRIEND-Z	2,998,509	USA	9/20/2015 (Renew)	30
HAPPY ENDING	1,346,611	USA	7/2/2015 (Renew)	30
HAZEL 'N JOE	3,269,093	USA	7/24/2013 (File Affid of Use (expires 2017))	30
High Five Design	-	USA	Appl. Serial No. 85/444,144	43
HUNKA CHUNKA PB FUDGE	3,502,162	USA	9/23/2014 (File Affid of Use (expires 2018))	30
JUBILEE ROLL	1,642,197	USA	4/23/2021 (Renew)	30
MONSTER MASH SUNDAE	2,537,925	USA	Filed renewal	30

			application 12/7/2011	
NUTS OVER CARAMEL	2,989,284	USA	8/30/2015 (Renew)	30
OH, THAT LOOKS GOOD	3,881,467	USA	11/23/2016 (File Affid of Use (expires 2020))	43
ORANGE CRÈME ROLL	3,125,276	USA	8/8/2012 (File Affid of Use (expires 2016))	30
PARTY ROLL	3,387,950	USA	2/26/2014 (File Affid of Use (expires 2018))	30
PURELY PISTACHIO	1,925,667	USA	10/10/2015 (Renew)	30
ROYAL RAZZ	2,617,891	USA	9/10/2012 (Renew)	32
SUNDAES TO GO	3,038,414	USA	1/3/2016 (Filed Affid of Use 12/7/11)	30
SUNDAEXTREME (block letters)	3,966,042	USA	5/24/2017 (File Affid of Use (expires 2016))	30
SUPERMELT	3,795,323	USA	5/25/2016 (File Affid of Use (expires 2020))	30
TEAM XTREME	3036762	USA	(File Affid of Use (12/27/2011—pregrace period)	30
VIENNA MOCHA CHUNK	1,971,123	USA	4/30/2016 (Renew)	30
WATTAMELON ROLL	1,313,682	USA	1/8/2015 (Renew)	30
WHERE ICE CREAM MAKES THE MEAL	3,535,240	USA	11/18/2014 (File Affid of Use (expires 2018))	42
SMOOTH CHURNED	3,108,325	USA (Supplemental Reg.)	6/20/2012 (File Affid of Use (expires 2016))	30, 46
DUTCH FUDGE	3,243,192	USA (Supplemental Reg.)	5/15/2013 (File Affid of Use (expires 2017))	30