

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BR IP Holder LLC		05/26/2006	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Citibank, N.A.
<b>Street Address:</b>	388 Greenwich Street, 14th Floor
<b>Internal Address:</b>	Attn: Agency & Trust Dunkin' Donuts
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10013
<b>Entity Type:</b>	National banking association: UNITED STATES

**PROPERTY NUMBERS Total: 61**

Property Type	Number	Word Mark
Registration Number:	845118	31
Registration Number:	796902	31
Registration Number:	710670	31
Registration Number:	2282002	31 BASKIN ROBBINS
Registration Number:	1761925	31
Registration Number:	2734865	AMERICA'S BIRTHDAY CAKE
Registration Number:	1783116	BASKIN 31 ROBBINS
Registration Number:	3035845	BASKIN 31 ROBBINS
Registration Number:	2786526	BASKIN 31 ROBBINS SMOOTH & CREAMY HARD CANDY
Registration Number:	1371672	BASKIN-ROBBINS
Registration Number:	1185045	BASKIN-ROBBINS
Registration Number:	3003845	BOBSLED BROWNIE
Registration Number:	2774702	CAPPUCCINO BLAST

OP \$1540.00 845118

Registration Number:	1709444	CHILLY BURRRGER
Registration Number:	2506332	CHOCOLATE BLAST
Registration Number:	1344856	CHOCOLATE MOUSSE ROYALE
Registration Number:	1807776	
Registration Number:	1835784	
Registration Number:	2602561	FREEZE FRAME
Registration Number:	2919073	GOLD MEDAL RIBBON
Registration Number:	1457654	HURRICONE
Registration Number:	1453382	INTERNATIONAL CREAMS
Registration Number:	2738810	JAMMIN' JAMOCA
Registration Number:	1406983	JAMOCA
Registration Number:	974405	JAMOCA
Registration Number:	2509367	JAMOCA
Registration Number:	2761990	JAMOCA ALMOND FUDGE
Registration Number:	2798811	LOTTA CHOCOLATE CHIP
Registration Number:	3007377	LOVE POTION #31
Registration Number:	1423116	MIAMI ICE
Registration Number:	3030448	MINTOPIA BLAST
Registration Number:	2983039	QUARTERBACK CRUNCH
Registration Number:	2147973	RASPBERRY CHEESE LOUISE
Registration Number:	2778038	TANGANILLA
Registration Number:	2683536	TAX CRUNCH
Registration Number:	2799487	TRIPLE-LAYER SHAKES
Registration Number:	2086690	TRULY FREE
Registration Number:	3056460	WHO WANTS SOME ICE CREAM?
Registration Number:	2917497	WINTER WHITE CHOCOLATE
Registration Number:	1400583	WORLD CLASS
Registration Number:	1424127	FLAVOR FORCES
Serial Number:	78481808	4 FLAVORS 4 MONTHS
Serial Number:	78518215	4 FLAVORS 4 MONTHS
Serial Number:	78568230	ARE YOU BOLD?
Serial Number:	78352904	BASEBALL NUT
Serial Number:	78507174	BASKIN 31 ROBBINS
Serial Number:	78507196	BASKIN 31 ROBBINS
Serial Number:	78336357	BOX OF CHOCOLATES

Serial Number:	78603694	CHIP OFF THE OLE CHEESECAKE
Serial Number:	78604464	CHIPPY TRAILS
Serial Number:	78597820	FABULICIOUS SHAKES
Serial Number:	78567301	FLAVOR FANATICS
Serial Number:	78576059	FLAVOR FANATICS
Serial Number:	78574037	FLAVOR FANATICS
Serial Number:	78194703	FROSTY COWS
Serial Number:	78536749	HAPPINESS SERVED DAILY
Serial Number:	78740491	LOVE GONE SOUR
Serial Number:	78740490	MAUI BROWNIE MADNESS
Serial Number:	78604470	RAZZA DAZZA CHIP
Serial Number:	78626260	TAKE ME TO MY HAPPY PLACE
Serial Number:	78408003	TRUFFLE IN PARADISE

**CORRESPONDENCE DATA**

Fax Number: (202)887-0689

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: parsonse@dsmo.com

Correspondent Name: Elizabeth Parsons

Address Line 1: 2101 L Street, NW

Address Line 4: Washington, DISTRICT OF COLUMBIA 20037

ATTORNEY DOCKET NUMBER:	D1383.0000
NAME OF SUBMITTER:	Elizabeth Parsons
Signature:	/Elizabeth Parsons/
Date:	05/26/2006

**Total Attachments: 8**

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## Grant of Security Interest in Trademarks

GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Grant"), dated as of May 26, 2006, made by BR IP HOLDER LLC, a Delaware limited liability company ("Grantor"), in favor of CITIBANK, N.A., a national banking association, as trustee ("Secured Party").

WHEREAS, Grantor is the owner of the United States trademarks and service marks set forth in Schedule 1 attached hereto, including the associated registrations and applications for registration set forth in Schedule 1 attached hereto (collectively, the "Trademarks") and all goodwill of any business associated and connected therewith or symbolized thereby; and

WHEREAS, pursuant to the Base Indenture, dated as of the date hereof, by and among DB Master Finance LLC, a Delaware limited liability company, Dunkin' Donuts Franchised Restaurants LLC, a Delaware limited liability company, Baskin-Robbins Franchised Shops LLC, a Delaware limited liability company, Togo's Franchised Eateries LLC, a Delaware limited liability company, DD IP Holder LLC, a Delaware limited liability company, BR IP Holder LLC, a Delaware limited liability company and the Secured Party (the "Agreement"), Grantor granted, assigned and conveyed to Secured Party a continuing security interest in, and lien on, certain intellectual property, including the Trademarks and the goodwill of the business symbolized by the Trademarks and all products and proceeds of the foregoing (collectively the "Trademark Collateral"); and

WHEREAS, pursuant to Section 8.25(c) of the Agreement, Grantor agreed to execute and deliver to Secured Party this Grant for purposes of filing the same with the United States Patent and Trademark Office (the "PTO") to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to all applicable terms and conditions of the Agreement, which are incorporated by reference as if fully set forth herein, Grantor hereby grants, assigns and conveys to Secured Party a continuing security interest in, and lien on, the Trademark Collateral, in each case, now existing or hereafter acquired.

The parties intend that this Grant is for recordation purposes only and its terms shall not modify the applicable terms and conditions of the Agreement, which govern the Secured Party's interest in the Trademark Collateral. Grantor hereby acknowledges the sufficiency and completeness of this Grant to create the security interest in the Trademark Collateral for the Secured Party, and Grantor hereby requests the PTO to file and record the same together with the annexed Schedule 1.

Grantor and Secured Party hereby acknowledge and agree that the security interest in the Trademark Collateral may only be terminated in accordance with the terms of the Agreement.

[Signature Page Follows]

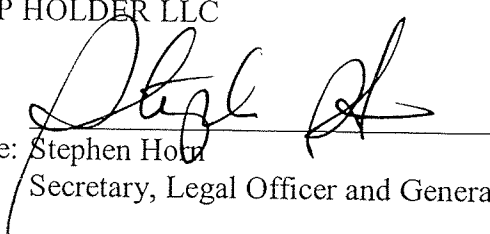
IN WITNESS WHEREOF, the undersigned has caused this Grant to be duly executed and delivered as of the date first above written.

BR IP HOLDER LLC

By:

Name: Stephen Holt

Title: Secretary, Legal Officer and General Counsel

A handwritten signature in black ink, appearing to read "Stephen Holt", is written over a horizontal line. The signature is cursive and stylized.

COMMONWEALTH OF MASSACHUSETTS )

: ss.:

COUNTY OF NORFOLK )

On the 16 day of May, 2006, before me the undersigned, personally appeared Stephen Horn, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
Notary Public



EDWARD H. TOWNSEND, IV  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
December 29, 2011

CITIBANK, N.A.

By: K. Driscoll  
Name: *Kristen Driscoll*  
Title: *Vice President*

STATE OF NEW YORK    )  
  : ss.:  
COUNTY OF NEW YORK )

On the 3<sup>rd</sup> day of May, 2006, before me the undersigned, personally appeared Kristen Driscoll, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



\_\_\_\_\_  
Notary Public

MARION BECKENSTEIN  
Notary Public, State of New York  
No. 31-4943531  
Qualified in New York County  
Commission Expires October 31, ~~1992~~ 2006



**Schedule 1**

**Trademark Collateral**

**Trademarks Contributed by Baskin-Robbins LLC**

Country	Mark	App. No.	App. Date	Reg. No.	Reg. Date
United States of America	31	72/272343	25-May-67	845118	27-Feb-68
United States of America	31	72/172718	10-Jul-63	796902	28-Sep-65
United States of America	31 (IN OVAL COIL DEVICE)	72/066443	26-Jan-59	710670	31-Jan-61
United States of America	31 BASKIN ROBBINS HORIZONTAL LOGO	75/303448	5-Jun-97	2282002	28-Sep-99
United States of America	31 LOGO (1995)	74/142651	25-Feb-91	1761925	30-Mar-93
United States of America	4 FLAVORS 4 MONTHS Logo in Black & White	78/481808	10-Sep-04		
United States of America	4 FLAVORS 4 MONTHS Logo in Color	78/518215	17-Nov-04		
United States of America	AMERICA'S BIRTHDAY CAKE	78/149350	31-Jul-02	2734865	8-Jul-03
United States of America	ARE YOU BOLD?	78/568230	16-Feb-05		
United States of America	BASEBALL NUT	78/352904	16-Jan-04		
United States of America	BASKIN 31 ROBBINS LOGO	74/142652	25-Feb-91	1783116	20-Jul-93
United States of America	BASKIN 31 ROBBINS LOGO	78/507174	28-Oct-04		
United States of America	BASKIN 31 ROBBINS LOGO	78/977098	28-Oct-04		
United States of America	BASKIN 31 ROBBINS Logo in color	78/507196	28-Oct-04		
United States of America	BASKIN 31 ROBBINS Logo in color	78/977099	28-Oct-04		
United States of America	BASKIN 31 ROBBINS Logo in color	78/564330	10-Feb-05	3035845	27-Dec-05
United States of America	BASKIN 31 ROBBINS SMOOTH & CREAMY HARD CANDY (Stylized)	78/194276	13-Dec-02	2786526	25-Nov-03
United States of America	BASKIN-ROBBINS	73/528089	21-Mar-85	1371672	19-Nov-85
United States of America	BASKIN-ROBBINS	73/283398	27-Oct-80	1185045	5-Jan-82

Country	Mark	App. No.	App. Date	Reg. No.	Reg. Date
United States of America	BOBSLED BROWNIE	78/379175	5-Mar-04	3003845	4-Oct-05
United States of America	BOX OF CHOCOLATES	78/336357	4-Dec-03		
United States of America	CAPPUCCINO BLAST	76/387525	26-Mar-02	2774702	21-Oct-03
United States of America	CHILLY BURRRGER LOGO	74/142783	27-Feb-91	1709444	18-Aug-92
United States of America	CHIP OFF THE OLE CHEESECAKE	78/603694	7-Apr-05		
United States of America	CHIPPY TRAILS	78/604464	8-Apr-05		
United States of America	CHOCOLATE BLAST	76/152465	23-Oct-00	2506332	13-Nov-01
United States of America	CHOCOLATE MOUSSE ROYALE	73/386126	17-Sep-82	1344856	25-Jun-85
United States of America	DOTS (LARGE & SMALL PINK & GREY)	74/237439	13-Jan-92	1807776	30-Nov-93
United States of America	DOTS (LARGE & SMALL PINK & GREY)	74/237440	13-Jan-92	1835784	10-May-94
United States of America	FABULICIOUS SHAKES	78/597820	30-Mar-05		
United States of America	FLAVOR FANATICS	78/567301	15-Feb-05		
United States of America	FLAVOR FANATICS Logo in Black & White	78/576059	28-Feb-05		
United States of America	FLAVOR FANATICS Logo in color	78/574037	24-Feb-05		
United States of America	FREEZE FRAME	76/178928	11-Dec-00	2602561	30-Jul-02
United States of America	FROSTY COWS	78/194703	16-Dec-02		
United States of America	GOLD MEDAL RIBBON	78/353056	16-Jan-04	2919073	18-Jan-05
United States of America	HAPPINESS SERVED DAILY	78/536749	22-Dec-04		
United States of America	HURRICONE	73/641832	29-Jan-87	1457654	15-Sep-87
United States of America	INTERNATIONAL CREAMS	73/601217	29-May-86	1453382	18-Aug-87
United States of America	JAMMIN` JAMOCA	76/402663	2-May-02	2738810	15-Jul-03
United States of America	JAMOCA	73/577946	16-Jan-86	1406983	26-Aug-86
United States of America	JAMOCA	72/378931	17-Dec-70	974405	4-Dec-73
United States of America	JAMOCA	76/098616	31-Jul-00	2509367	20-Nov-01

Country	Mark	App. No.	App. Date	Reg. No.	Reg. Date
United States of America	JAMOCA ALMOND FUDGE	78/191133	4-Dec-02	2761990	9-Sep-03
United States of America	LOTTA CHOCOLATE CHIP	76/402662	2-May-02	2798811	23-Dec-03
United States of America	LOVE GONE SOUR	78/740491	26-Oct-05		
United States of America	LOVE POTION #31	78/378034	3-Mar-04	3007377	18-Oct-05
United States of America	MAUI BROWNIE MADNESS	78/740490	26-Oct-05		
United States of America	MIAMI ICE	73/577947	16-Jan-86	1423116	30-Dec-86
United States of America	MINTOPIA BLAST	78/383099	12-Mar-04	3030448	13-Dec-05
United States of America	QUARTERBACK CRUNCH	78/353077	16-Jan-04	2983039	9-Aug-05
United States of America	RASPBERRY CHEESE LOUISE	74/566620	29-Aug-94	2147973	31-Mar-98
United States of America	RAZZA DAZZA CHIP	78/604470	8-Apr-05		
United States of America	TAKE ME TO MY HAPPY PLACE	78/626260	10-May-05		
United States of America	TANGANILLA	78/191018	4-Dec-02	2778038	28-Oct-03
United States of America	TAX CRUNCH	76/407120	13-May-02	2683536	4-Feb-03
United States of America	TRIPLE-LAYER SHAKES	76/402664	2-May-02	2799487	23-Dec-03
United States of America	TRUFFLE IN PARADISE	78/408003	26-Apr-04		
United States of America	TRULY FREE	74/290330	1-Jul-92	2086690	12-Aug-97
United States of America	WHO WANTS SOME ICE CREAM?	78/406577	22-Apr-04	3056460	31-Jan-06
United States of America	WINTER WHITE CHOCOLATE	78/353096	16-Jan-04	2917497	11-Jan-05
United States of America	WORLD CLASS	73/568339	13-Nov-85	1400583	8-Jul-86

**Trademarks Contributed by Baskin-Robbins Flavors LLC**

Country	Mark	App. No.	App. Date	Reg. No.	Reg. Date
United States of America	FLAVOR FORCES DEVICE	73/531088	8-Apr-85	1424127	6-Jan-87