

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Partial Termination and Release of Security Interest in Trademarks (Reel 3889 Frame 0659)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Administrative Agent		06/01/2011	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Gillette Transportation, LLC
Street Address:	1270 Energy Lane
City:	St. Paul
State/Country:	MINNESOTA
Postal Code:	55108
Entity Type:	LIMITED LIABILITY COMPANY: NEBRASKA

Name:	Goodrich Dairy Company, LLC
Street Address:	1270 Energy Lane
City:	St. Paul
State/Country:	MINNESOTA
Postal Code:	55108
Entity Type:	LIMITED LIABILITY COMPANY: NEBRASKA

Name:	Goodrich Franchise, LLC
Street Address:	1270 Energy Lane
City:	St. Paul
State/Country:	MINNESOTA
Postal Code:	55108
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	It's The Cows, LLC
Street Address:	1270 Energy Lane
City:	St. Paul
State/Country:	MINNESOTA

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Postal Code:	55108
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Kemps LLC
Street Address:	1270 Energy Lane
City:	St. Paul
State/Country:	MINNESOTA
Postal Code:	55108
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Marigold Venture, LLC
Street Address:	1270 Energy Lane
City:	St. Paul
State/Country:	MINNESOTA
Postal Code:	55108
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Oak Grove Holdings, LLC
Street Address:	1270 Energy Lane
City:	St. Paul
State/Country:	MINNESOTA
Postal Code:	55108
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 39

Property Type	Number	Word Mark
Registration Number:	2222933	BECKER'S
Registration Number:	0851544	BIMINI
Registration Number:	3110016	CARB PROMISE
Registration Number:	2782650	COW TRACKS
Registration Number:	2609282	GILLETTE
Registration Number:	2888216	GIVE 'EM FIVE
Registration Number:	2630746	GOODRICH
Registration Number:	2630748	GOODRICH
Registration Number:	1678732	IT'S THE COWS
Registration Number:	1612248	IT'S THE COWS
Registration Number:	3386917	ITTIBITZ
Registration Number:	1191781	KEMPS

Registration Number:	1291371	KEMPS
Registration Number:	1497942	KEMPS
Registration Number:	1497975	KEMPS
Registration Number:	1519015	KEMPS
Registration Number:	2222163	KEMPS LIGHT
Registration Number:	3130910	KEMPS NICKELS FOR SCHOOLS
Registration Number:	1270948	KEMPSWICH
Registration Number:	2998226	KOALA
Registration Number:	2971941	LE CARB
Registration Number:	2896218	LECARB
Registration Number:	3466969	LITTLE BITZ OF ICE CREAM FUN!
Registration Number:	3169673	LIVE HEALTHY
Registration Number:	1682151	
Registration Number:	2352638	MOO BABIES
Serial Number:	78473068	MOO-J
Registration Number:	2567809	MOO SIPS
Registration Number:	1573638	NEW ERA
Registration Number:	2179517	NORTHERN EXPOSURE
Registration Number:	2651380	OAK GROVE
Registration Number:	2651381	OAK GROVE
Registration Number:	3429740	POUR WHAT'S PURE
Registration Number:	2636456	SPOONZ
Registration Number:	3334066	TOP THE TATER
Registration Number:	3202135	UNDER THE STARS
Registration Number:	1623850	YOGURT JR.'S
Registration Number:	1766889	YO-J
Registration Number:	2722580	YO-STIX

CORRESPONDENCE DATA

Fax Number: (207)791-1350
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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TRADEMARK

REEL: 004553 FRAME: 0623

	28695-5139 WLW
NAME OF SUBMITTER:	William L. Worden
Signature:	/William L. Worden/
Date:	06/03/2011
Total Attachments: 4 source=Partial Termination and Release of Security Interest in Trademarks (W2431282)#page1.tif source=Partial Termination and Release of Security Interest in Trademarks (W2431282)#page2.tif source=Partial Termination and Release of Security Interest in Trademarks (W2431282)#page3.tif source=Partial Termination and Release of Security Interest in Trademarks (W2431282)#page4.tif	

**PARTIAL TERMINATION AND RELEASE
OF SECURITY INTEREST IN TRADEMARKS**

This **PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS** ("Release") is executed as of June 1, 2011 by Bank of America, N.A., as administrative agent under the Security Agreement (as defined below) (the "Agent"), in favor of Gillette Transportation, LLC, a Nebraska limited liability company ("Gillette"), Goodrich Dairy Company, LLC, a Nebraska limited liability company ("Goodrich Dairy"), Goodrich Franchise, LLC, a Delaware limited liability company ("Goodrich Franchise"), It's The Cows, LLC, a Delaware limited liability company ("It's the Cows"), Kemps LLC, a Delaware limited liability company ("Kemps"), Marigold Venture, LLC, a Delaware limited liability company ("Marigold"), and Oak Grove Holdings, LLC, a Delaware limited liability company ("Oak Grove" and, together with Marigold, Kemps, It's the Cows, Goodrich Franchise, Goodrich Dairy, and Gillette, the "Released Parties").

WHEREAS, pursuant to the terms of that certain Trademark Security Agreement dated as of August 21, 2008 by and between numerous business entities, including the Released Parties, and the Agent as filed with the Assignment Division at the United States Patent and Trademark Office ("USPTO") on November 18, 2008 at Reel 3889, beginning at Frame 0659 (the "Security Agreement"), the Released Parties granted to the Agent a security interest in and lien on all of their Trademark Collateral (as defined in the Security Agreement) together with the goodwill of the business symbolized thereby, including, without limitation, the trademarks identified on Schedule A attached hereto (the "Released Trademarks"); and

WHEREAS, the Agent wishes to release the security interest in and lien on certain of the Trademark Collateral owned by the Released Parties, including, without limitation, the trademarks identified on Schedule A attached hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent states as follows:

The Agent hereby terminates, releases, and discharges its security interest in and first priority lien on the Released Trademarks, and the Agent hereby assigns and transfers to the Released Parties, without recourse or representation or warranty, express or implied, of any kind, all of its right, title and interest in and to the Released Trademarks together with the goodwill of the business symbolized thereby, including, without limitation, each of the trademarks applications or registrations identified on Schedule A attached hereto, effective as of the date set forth above.

This Release shall be governed by the laws of the State of New York and shall relate solely to the Released Trademarks subject to the Security Agreement.

The Agent understands and agrees that this Release may be recorded by or for the Released Parties with the USPTO or any similar office or agency within or outside the United States.

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IN WITNESS WHEREOF, the Agent has executed this Release, to take effect as of the date set forth above.

AGENT:

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

By: _____

Name:

Title:

Anne M. Zeschke
Vice President

SCHEDULE A

Released Trademarks

Kemps LLC

<u>Trademark</u>	<u>Serial No.</u>	<u>Date</u>	<u>Reg. No.</u>	<u>Registration Date</u>
BECKER'S	75-464392	Apr. 8, 1998	2222933	Feb. 9, 1999
BIMINI (STYLIZED)	72-265353	Feb. 23, 1967	851544	June 25, 2008
CARB PROMISE	78-314165	Oct. 15, 2003	3110016	Jun. 27, 2006
COW TRACKS	76-328319	Oct. 19, 2001	2782650	Nov. 11, 2003
GILLETTE	76-236361	Apr. 6, 2001	2609282	Aug. 20, 2002
GIVE 'EM FIVE	76-401037	Apr. 26, 2002	2888216	Sep. 28, 2004
GOODRICH	76-236360	Apr. 6, 2001	2630746	Oct. 8, 2012
GOODRICH	76-236521	Apr. 6, 2001	2630748	Oct. 8, 2002
IT'S THE COWS	74-161557	Apr. 29, 1991	1678732	Mar. 10, 1992
IT'S THE COWS	74-006659	Dec. 1, 1989	1612248	Sep. 4, 1990
ITTIBITZ	78-943797	Aug. 3, 2006	3386917	Feb. 19, 2008
KEMPS	73-195876	Dec. 4, 1978	1191781	Mar. 9, 1982
KEMPS	73-402409	Nov. 12, 1982	1291371	Aug. 21, 1984
KEMPS	73-684801	Sep. 17, 1987	1497942	Jul. 26, 1988
KEMPS	73-684738	Sep. 17, 1987	1497975	Jul. 26, 1988
KEMPS	73-684739	Sep. 17, 1987	1519015	Jan. 3, 1989
KEMPS LIGHT	75-202466	Nov. 22, 1996	2222163	Feb. 9, 1999
KEMPS NICKELS FOR SCHOOLS	78-486002	Sep. 20, 2004	3130910	Aug. 15, 2006
KEMPSWICH	73-402417	Nov. 12, 1982	1270948	Mar. 20, 1984
KOALA	78-464850	Aug. 10, 2004	2998226	Sept. 20, 2005
LE CARB	76-519444	May 16, 2003	2971941	Jul. 19, 2005
LE CARB	76-470630	Nov. 29, 2002	2896218	Oct. 19, 2004

<u>Trademark</u>	<u>Serial No.</u>	<u>Date</u>	<u>Reg. No.</u>	<u>Registration Date</u>
LITTLE BITZ OF ICE CREAM FUN!	77-333072	Nov. 19, 2007	3466969	Jul. 15, 2008
LIVE HEALTHY	78-514625	Nov. 10, 2004	3169673	Nov. 7, 2006
Design only	74-161556	Apr. 29, 1991	1682151	Apr. 7, 1992
MOO BABIES	75-502275	Jun. 15, 1998	2352638	May 23, 2000
MOO-J	78-473068	Aug. 25, 2004	NA	NA
MOO SIPS	75-611602	Dec. 23, 1998	2567809	May 7, 2002
NEW ERA	73-798085	May 5, 1989	1573638	Dec. 29, 1989
NORTHERN EXPOSURE	75-236603	Feb. 4, 1997	2179517	Aug. 4, 1998
OAK GROVE	76-236357	Apr. 6, 2001	2651380	Nov. 19, 2002
OAK GROVE	76-237186	Apr. 6, 2001	2651381	Nov. 19, 2002
POUR WHAT'S PURE	77-171753	May 3, 2007	3429740	May 20, 2008
SPOONZ	76-056542	May 25, 2000	2636456	Oct. 15, 2002
TOP THE TATER	77-115877	Feb. 26, 2007	3334066	Nov. 13, 2007
UNDER THE STARS	78-857937	Apr. 10, 2006	3202135	Jan. 23, 2007
YOGURT JR.'S (& Design)	74-027880	Feb. 12, 1990	1623850	Nov. 20, 1990
YO-J	74-216585	Oct. 28, 1991	1766889	Apr. 20, 1993
YO-STIX	78-046579	Feb. 05, 2001	2722580	June 6, 2003