

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Butterball, LLC		03/28/2013	LIMITED LIABILITY COMPANY: NORTH CAROLINA

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Administrative Agent
Street Address:	901 Main Street
Internal Address:	MC: TX1-492-14-06
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 57

Property Type	Number	Word Mark
Registration Number:	4247247	SAVORY GOLD
Registration Number:	4087435	TURKEY SOLUTIONS
Registration Number:	4093439	NATURALLY ROASTED GOLD
Registration Number:	4103106	BUTTERBALL
Registration Number:	4103105	BUTTERBALL
Registration Number:	3464317	BUTTERBALL
Registration Number:	3170303	APPALACHIAN APPLEWOOD SMOKED HAM
Registration Number:	3132931	BRAISED AUTUMN GOLD TURKEY BREAST
Registration Number:	3132930	SAVORY BEECHWOOD SMOKED TURKEY BREAST
Registration Number:	3161153	SUN-DRIED TOMATO & SWEET BASIL TURKEY BREAST
Registration Number:	3132653	HARVEST MOON SLOW ROASTED TURKEY BREAST
Registration Number:	2970688	GUSTO'S HEARTLAND

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Registration Number:	3426765	HEARTLAND
Registration Number:	3707812	E-Z MENU IDEAS
Registration Number:	3532143	¡AL GUSTO!
Registration Number:	3740411	TURKEYTALK
Registration Number:	3513265	CAROLINA SELECTS
Registration Number:	3188299	CAREFULLY GROWN & PREPARED
Registration Number:	3146068	THE BEST TURKEY MAKES THE BEST TURKEY SANDWICH
Registration Number:	2988520	GDAŃSK BRAND
Registration Number:	2926239	RIPPLE CREEK
Registration Number:	2935601	PREMIUM CARVED
Registration Number:	2687114	BUTTERBALL
Registration Number:	2011792	JUST PERFECT
Registration Number:	1879944	CARROLL'S FARM
Registration Number:	1943224	CARROLL'S FARM
Registration Number:	1883723	CAROLINA TURKEY NATURALLY BETTER VALUE
Registration Number:	1878749	GUSTO
Registration Number:	1882367	GUSTO'S HEARTLAND
Registration Number:	1706993	CAROLINA TURKEY
Registration Number:	1593213	TURKEY SELECTS
Registration Number:	1474349	GOLDEN DELIGHT
Registration Number:	1501484	CAROLINA TURKEY
Registration Number:	1400556	BUTTERBALL
Registration Number:	1268796	TURKEY TALK-LINE
Registration Number:	1151836	BUTTERBALL
Registration Number:	1172448	GOLD CREST
Registration Number:	1194059	LI'L BUTTERBALL
Serial Number:	85846477	BUTTERBALL EVERY DAY RECIPE STARTERS
Serial Number:	85842693	BUTTERBALL EVERY DAY CHEF SELECTS
Serial Number:	85795547	BUTTERBALL EVERYDAY RECIPE STARTERS
Serial Number:	85742881	TURKEY SUCCESS
Serial Number:	85742871	TURKEY SUCCESS
Serial Number:	85742860	TURKEY SUCCESS
Serial Number:	85734284	NATIONAL THAW DAY
Serial Number:	85734276	GOLDEN THURSDAY
Serial Number:	85725550	BUTTERBALL

	85725152	BUTTERBALL COOKBOOK PLUS
Serial Number:	85725134	BUTTERBALL COOKBOOK PLUS
Serial Number:	85585180	DELI INSPIRATIONS
Serial Number:	85585172	BUTTERBALL
Serial Number:	85585161	BUTTERBALL
Serial Number:	85585144	BUTTERBALL
Serial Number:	85585130	BUTTERBALL
Serial Number:	85585105	BUTTERBALL
Serial Number:	85424588	BUTTERBALL
Serial Number:	85424583	BUTTERBALL

CORRESPONDENCE DATA

Fax Number: 9194168363
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 9192868049
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625.4826
NAME OF SUBMITTER:	John E. Slaughter, III
Signature:	/jes/
Date:	04/03/2013

Total Attachments: 5
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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 Amended and Restated Security Agreement dated as of March 28, 2013 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark license or trademark application.

[signature page follows]

Very truly yours,

BUTTERBALL, LLC

By: Rod K. Breneman

Name: Rod K. Breneman

Title: President & CEO

LEGAL REVIEW: EW

Acknowledged and Accepted:

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

By: _____

Name:

Title:

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
BUTTERBALL, LLC

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TRADEMARK
REEL: 004996 FRAME: 0504

Very truly yours,

BUTTERBALL, LLC

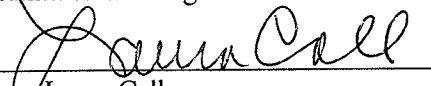
By: _____

Name:

Title:

Acknowledged and Accepted:

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

By: 

Name: Laura Call

Title: Assistant Vice President

Schedule 1

**Butterball, LLC
(NC Limited Liability Company)**

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
SAVORY GOLD	4247247	11/20/12
TURKEY SOLUTIONS	4087435	01/17/12
NATURALLY ROASTED GOLD	4093439	01/31/12
BUTTERBALL	4103106	02/21/12
BUTTERBALL and Design	4103105	02/21/12
BUTTERBALL	3464317	07/08/08
APPALACHIAN APPLEWOOD SMOKED HAM	3170303	11/07/06
BRAISED AUTUMN GOLD TURKEY BREAST	3132931	08/22/06
SAVORY BEECHWOOD SMOKED TURKEY BREAST	3132930	08/22/06
SUN-DRIED TOMATO & SWEET BASIL TURKEY BREAST	3161153	10/17/06
HARVEST MOON SLOW ROASTED TURKEY BREAST	3132653	08/22/06
GUSTO'S HEARTLAND	2970688	07/19/05
HEARTLAND	3426765	05/13/08
E-Z MENU IDEAS	3707812	11/10/09
¡AL GUSTO!	3532143	11/11/08
TURKEYTALK	3740411	01/19/10
CAROLINA SELECTS	3513265	10/07/08
CAREFULLY GROWN & PREPARED	3188299	12/19/06
THE BEST TURKEY MAKES THE BEST TURKEY SANDWICH	3146068	09/19/06
GDANSK BRAND and Design	2988520	08/30/05
RIPPLE CREEK	2926239	02/15/05
PREMIUM CARVED	2935601	03/22/05
BUTTERBALL	2687114	02/11/03
JUST PERFECT	2011792	10/29/96
CARROLL'S FARM and Design	1879944	02/21/95
CARROLL'S FARM and Design	1943224	12/19/95
CAROLINA TURKEY NATURALLY BETTER VALUE and Design	1883723	03/14/95
GUSTO and Design	1878749	02/14/95
GUSTO'S HEARTLAND and Design	1882367	03/07/95
CAROLINA TURKEY and Design	1706993	08/11/92
TURKEY SELECTS	1593213	04/24/90
GOLDEN DELIGHT	1474349	01/26/88
CAROLINA TURKEY	1501484	08/23/88
BUTTERBALL	1400556	07/08/86
TURKEY TALK-LINE	1268796	02/28/84
BUTTERBALL and Design	1151836	04/21/81
GOLD CREST	1172448	10/06/81

L'L BUTTERBALL	1194059	04/20/82
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Pending Applications

Mark	Appl. No.	Filing Date
BUTTERBALL EVERY DAY RECIPE STARTERS	85846477	02/11/13
BUTTERBALL EVERY DAY CHEF SELECTS	85842693	02/06/13
BUTTERBALL EVERYDAY RECIPE STARTERS	85795547	12/05/12
TURKEY SUCCESS	85742881	10/01/12
TURKEY SUCCESS	85742871	10/01/12
TURKEY SUCCESS	85742860	10/01/12
NATIONAL THAW DAY	85734284	09/20/12
GOLDEN THURSDAY	85734276	09/20/12
BUTTERBALL	85725550	09/11/12
BUTTERBALL COOKBOOK PLUS and Design	85725152	09/10/12
BUTTERBALL COOKBOOK PLUS	85725134	09/10/12
DELI INSPIRATIONS	85585180	03/30/12
BUTTERBALL	85585172	03/30/12
BUTTERBALL and Design	85585161	03/30/12
BUTTERBALL	85585144	03/30/12
BUTTERBALL and Design	85585130	03/30/12
BUTTERBALL	85585105	03/30/12
BUTTERBALL	85424588	09/16/11
BUTTERBALL and Design	85424583	09/16/11