

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
THE HARRIS SOUP COMPANY		08/21/2013	CORPORATION: OREGON
RECEIVING PARTY DATA			
Name:	U.S. BANK NATIONAL ASSOCIATION		
Street Address:	1420 Fifth Avenue, 11th Floor		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98101		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	3573385	HARRY'S FRESH FOODS	
Registration Number:	3028620	BAD JACK'S	
Registration Number:	3054527	SMOKIN' STAMPEDE	
Registration Number:	3796044	HARRY'S FRESH FOODS HEALTHY BISTRO	
Registration Number:	3167028	HARRY'S	
Registration Number:	3180733	JUMPIN' JILLIE'S	
Registration Number:	2221780	STEAKMAN JACK'S	
Registration Number:	2371273	DAD'S BATHTUB	
Registration Number:	2524452	HEAVEN'S DELIGHT	
Serial Number:	85827149	MODERN BISTRO	
Serial Number:	85939780	STEAKMAN JACK'S	
CORRESPONDENCE DATA			
Fax Number:	2063597854		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

OP \$290.00 3573385

*via US Mail.*

Phone: 2063596854  
Email: jnelson@perkinscoie.com  
Correspondent Name: Jeffrey A. Nelson  
Address Line 1: 1201 Third Avenue, Suite 4900  
Address Line 4: Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:	12187.2430
NAME OF SUBMITTER:	Jeffrey A. Nelson
Signature:	/Jeffrey A. Nelson/
Date:	09/05/2013

**Total Attachments: 4**

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**NOTICE OF GRANT OF SECURITY INTEREST  
IN TRADEMARK RIGHTS**

This Notice of Grant of Security Interest in Trademark Rights (this "Agreement") dated as of August 21, 2013, is given by THE HARRIS SOUP COMPANY, an Oregon corporation ("Grantor"), in favor of U.S. BANK NATIONAL ASSOCIATION ("U.S. Bank"), located at 1420 Fifth Avenue, 11th Floor, Seattle, WA 98101.

**WITNESSETH:**

WHEREAS, pursuant to that certain Credit Agreement of even date herewith among Grantor and certain other borrowers party thereto, and U.S. Bank (together with all amendments, supplements, exhibits and modifications thereto, the "Credit Agreement"), U.S. Bank has agreed to extend certain credit to Grantor and certain other borrowers upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, Grantor executed and delivered that certain Security Agreement of even date herewith in favor of U.S. Bank (together with all amendments, supplements, exhibits and modifications thereto, the "Security Agreement"), pursuant to which Grantor pledged and granted to U.S. Bank a continuing security interest in all Trademarks (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce U.S. Bank to extend credit to Grantor and the other borrowers pursuant to the Credit Agreement, Grantor agrees, for the benefit of U.S. Bank as follows:

**1. Definitions**

Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided in the Credit Agreement and the Security Agreement.

**2. Grant of Security Interest**

Grantor hereby pledges and grants a continuing security interest in, and a right of setoff against, and effective upon demand made upon the occurrence and during the continuance of an Event of Default, assigns, transfers and conveys the Trademarks (including, without limitation, those items listed on Schedule A attached hereto) (collectively, the "Trademark Collateral") to U.S. Bank, to secure payment, performance and observance by Grantor of the Obligations.

**3. Purpose**

This Agreement has been executed and delivered by Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark

Office. The security interest granted hereby has been granted to U.S. Bank in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement and the Credit Agreement (and all rights and remedies of U.S. Bank thereunder) shall remain in full force and effect in accordance with its terms.

**4. Acknowledgment**


Grantor does hereby further acknowledge and affirm that the rights and remedies of U.S. Bank with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

[SIGNATURE PAGE FOLLOWS]

The undersigned Grantor hereby acknowledges and agrees that the security interest in the foregoing Trademark Collateral (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 except in accordance with the Security Agreement and Credit Agreement.

GRANTOR:

THE HARRIS SOUP COMPANY, an Oregon corporation

By:   
Name: JAMIE COLBOURNE  
Title: CEO

SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS  
(HARRIS SOUP COMPANY)

**TRADEMARK**  
**REEL: 005106 FRAME: 0124**

Schedule A

Trademarks

<u>Loan Party</u>	<u>Application / Registration No.</u>	<u>Date</u>	<u>Description</u>
The Harris Soup Company	T37079	9/9/2003	Harry's (Stylize) (Oregon)
The Harris Soup Company	3573385	2/10/2009	Harry's FRESH FOODS & Design (2 <sup>nd</sup> version)
The Harris Soup Company	3028620	12/13/2005	BAD JACK'S
The Harris Soup Company	3054527	1/31/2006	SMOKIN' STAMPEDE
The Harris Soup Company	3796044	6/1/2010	Harry's FRESH FOODS Healthy Bistro & Design
The Harris Soup Company	3167028	11/7/2006	Harry's and Design (1 <sup>st</sup> version)
The Harris Soup Company	3180733	12/5/2006	JUMPIN' JILLIE'S
The Harris Soup Company	2221780	2/2/1999	STEAKMAN JACK'S
The Harris Soup Company	2371273	7/25/2000	DAD'S BATHTUB
The Harris Soup Company	2524452	1/1/2002	HEAVEN'S DELIGHT
The Harris Soup Company	85827149	Filed 1/18/2013	MODERN BISTRO
The Harris Soup Company	85939780	Filed 5/22/2013	STEAKMAN JACK'S
The Harris Soup Company	Not Yet Filed	Not Yet Filed	HARRY'S (3 <sup>rd</sup> version)
The Harris Soup Company	Not Yet Filed	Not Yet Filed	ASIAN TABLE