

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Waukesha Wholesale Foods, Inc.		10/31/2013	CORPORATION: WISCONSIN

<b>RECEIVING PARTY DATA</b>	
Name:	JPMorgan Chase Bank, N.A.
Street Address:	111 E. Wisconsin Avenue
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53202
Entity Type:	National Association: UNITED STATES

<b>PROPERTY NUMBERS Total: 5</b>		
Property Type	Number	Word Mark
Registration Number:	2562465	DIERKS WAUKESHA
Registration Number:	1859589	SOURCER
Registration Number:	1505311	THE FOOD SERVICE SOURCE
Registration Number:	1808377	THE WIZARD OF WAUKESHA
Registration Number:	1843369	

<b>CORRESPONDENCE DATA</b>	
Fax Number:	4142235000
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	4149785779
Email:	clerario@whdlaw.com
Correspondent Name:	Christopher Lerario
Address Line 1:	555 East Wells Street Suite 1900
Address Line 4:	Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	00314-0411 CNL
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CH \$140.00 2562465

NAME OF SUBMITTER:	Christopher Lerario
Signature:	/Christopher Lerario/
Date:	11/20/2013
<b>Total Attachments: 4</b> source=Notice of SI in Trademarks#page1.tif source=Notice of SI in Trademarks#page2.tif source=Notice of SI in Trademarks#page3.tif source=Notice of SI in Trademarks#page4.tif	

## NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is made by and between Waukesha Wholesale Foods, Inc., a Wisconsin corporation (the "Borrower"), and JPMorgan Chase Bank, N.A. (the "Lender").

The parties acknowledge the following:

A. The Borrower and Waukesha Transport Inc., a Wisconsin corporation, executed a Pledge and Security Agreement dated October 31, 2013 in favor of the Lender, as it may be amended from time to time (the "Security Agreement");

B. The Borrower has adopted, used and is using the trademarks listed on Exhibit A attached hereto (the "Trademarks"), which Trademarks are registered with or pending before the United States Patent and Trademark Office;

C. The Borrower has granted to the Lender a security interest in the Trademarks and the goodwill of the Borrower's business connected with and symbolized by the Trademarks on the terms and conditions set forth in the Security Agreement;

D. Pursuant to the Security Agreement, the Borrower has granted to the Lender a security interest in and to all of the Trademarks, service marks, applications therefor and associated goodwill therein, now owned or from time to time after the date hereof owned or acquired by the Borrower, including, without limitation, the Trademarks, and in and to all proceeds and benefits thereof; and

E. There are no liens or security interests on the Trademarks other than the interests of the Lender.

*[Signature Page Follows]*

Dated as of October 31, 2013.

**WAUKESHA WHOLESALE FOODS, INC.**

By: Kevin Musser  
Kevin Musser, Chief Executive Officer

**JPMORGAN CHASE BANK, N.A.**

By: \_\_\_\_\_  
Pamela D. Eskra, Authorized Officer

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*[Signature Page - Notice of Security Interest in Trademarks]*


**TRADEMARK**  
**REEL: 005157 FRAME: 0927**

Dated as of October 31, 2013.

**WAUKESHA WHOLESALE FOODS, INC.**

By: \_\_\_\_\_  
Kevin Musser, Chief Executive Officer

**JPMORGAN CHASE BANK, N.A.**

By:   
Pamela D. Eskra, Authorized Officer

**Exhibit A**

<b>Borrower's Marks</b>	<b>Reg. No.</b>	<b>Serial No.</b>
DIERKS WAUKESHA (Stylized)	2562465	76082414
Miscellaneous Design	1843369	74248493
SOURCER	1859589	74463541
THE FOOD SERVICE SOURCE	1505311	73689544
THE WIZARD OF WAUKESHA	1808377	74215312