

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM299606

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Eddy Packing Co., Inc.		03/28/2014	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Mason Wells Buyout Fund III, LP		
<b>Street Address:</b>	411 East Wisconsin Avenue		
<b>Internal Address:</b>	Suite 1280		
<b>City:</b>	Milwaukee		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53202		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 15</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85888808	YOAKUM RANCH Y	
<b>Registration Number:</b>	1795159	JAMES'	
<b>Registration Number:</b>	1862647	SOUTHERN SMOKED SAUSAGE	
<b>Registration Number:</b>	2097458	SOUTHERN MAID	
<b>Registration Number:</b>	2154585	SOUTHERN MAID SMOKED SAUSAGE OUR ORIGINA	
<b>Registration Number:</b>	2261236	EDDY'S	
<b>Registration Number:</b>	2285564	TASTY BRAND	
<b>Registration Number:</b>	2538104	MORALES	
<b>Registration Number:</b>	2707014	IT'S WHAT YOU'RE HUNGRY FOR	
<b>Registration Number:</b>	3730999	TEXAS SIGNATURE	
<b>Registration Number:</b>	3795735	SUNNY DALE FARMS	
<b>Registration Number:</b>	3798645	SUNNY DALE FARMS	
<b>Registration Number:</b>	4397484	EDDY FOODS	
<b>Registration Number:</b>	4415770	EDDY FOODS YOAKUM, TEXAS	
<b>Registration Number:</b>	4440965	YOAKUM RANCH	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4149788675		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via</i>			
<b>TRADEMARK</b>			

CH \$390.00 85888808

**US Mail.**

**Phone:** 414 277 5675  
**Email:** marta.levine@quarles.com  
**Correspondent Name:** Marta S. Levine  
**Address Line 1:** Quarles & Brady LLP  
**Address Line 2:** 411 East Wisconsin Avenue  
**Address Line 4:** Milwaukee, WISCONSIN 53202

<b>ATTORNEY DOCKET NUMBER:</b>	139249.00045
--------------------------------	--------------

<b>NAME OF SUBMITTER:</b>	Marta S. Levine
---------------------------	-----------------

<b>SIGNATURE:</b>	/MartaLevine/
-------------------	---------------

<b>DATE SIGNED:</b>	03/28/2014
---------------------	------------

**Total Attachments: 5**

source=Eddy MW Fund III Trademark Security Agreement#page1.tif

source=Eddy MW Fund III Trademark Security Agreement#page2.tif

source=Eddy MW Fund III Trademark Security Agreement#page3.tif

source=Eddy MW Fund III Trademark Security Agreement#page4.tif

source=Eddy MW Fund III Trademark Security Agreement#page5.tif

**This Agreement and the indebtedness secured hereby are subordinate in the manner and to the extent set forth in that certain Subordination and Intercreditor Agreement (the “Subordination Agreement”) dated as of March 28, 2014, among Bank of Montreal as Senior Agent, Mason Wells Buyout Fund III, LP as Junior Agent, the Junior Creditors party thereto, Eddy Foods, Inc. and the other Obligors party thereto.**

#### **GRANT OF SECURITY INTEREST IN TRADEMARKS**

This Grant of Security Interest in Trademarks is made between EDDY PACKING CO., INC., a corporation organized and existing under the laws of the State of Texas, having offices at 404 Airport Road, Yoakum, Texas 77995 (the “Grantor”) and MASON WELLS BUYOUT FUND III, LP, a Delaware limited partnership, as the administrative agent (the “**Administrative Agent**”) for the Lenders and other Secured Creditors (as such terms are defined in the “**Security Agreement**,” as defined herein), with its mailing address at 411 East Wisconsin Avenue, Suite 1280, Milwaukee, Wisconsin 53202, and its successors and assigns.

WHEREAS, Grantor is the owner of the trademark applications and registrations identified on Schedule A attached hereto (collectively the “**Trademarks**”); and

WHEREAS, Grantor is obligated to the Secured Creditors under the terms of a certain Security Agreement by and among Grantor, certain affiliates of Grantor, and the Administrative Agent dated as of December 23, 2011 (the “**Security Agreement**”);


NOW THEREFORE, pursuant to the terms of the Security Agreement and for good and valuable consideration, the receipt of which is hereby acknowledged, Grantor confirms that it has granted to the Administrative Agent for the benefit of the Secured Creditors a security interest in all Grantor’s right, title, and interest in and to the Trademarks, together with the goodwill of the business symbolized by such Trademarks.

Grantor does hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the foregoing security interest in the Trademarks confirmed hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein, and that this document is subject to the terms and conditions of the Security Agreement.

[Remainder of page intentionally left blank.]




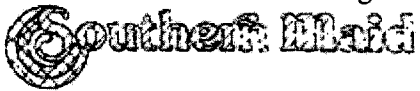
IN WITNESS WHEREOF, the undersigned has executed this Grant of Security Interest in Trademarks this 28th day of March, 2014.



EDDY PACKING CO., INC.

By:   
Name: Craig R. Pellerin  
Title: Chief Financial Officer

**Schedule A**

**The Trademarks**

Country	Trademark	Reg. (App.) No.	Issue (Filing) Date	Goods/Services Int. Class	Owner
United States	CARL'S TASTY SAUSAGE and Design 	(85/169583)	(Nov. 4, 2010)	Uncooked pork sausage sold in packages of not less than one pound units (CI 29)	Eddy Packing Co., Inc.
United States	YOAKUM RANCH	4440965	Nov. 26, 2013	Frozen vegetables; processed meat (CI 29)	Eddy Packing Co., Inc.
United States	EDDY FOODS	4397484	Sept. 3, 2013	Frozen vegetables; processed meat (CI 29)	Eddy Packing Co., Inc.
United States	EDDY FOODS Logo 	4415770	Oct. 8, 2013	Frozen vegetables; processed meat (CI 29)	Eddy Packing Co., Inc.
United States	YOAKUM RANCH Logo 	(85/888,808)	(March 28, 2013)	Frozen vegetables; processed meat (CI 29)	Eddy Packing Co., Inc.
United States	JAMES'	1795159	Sept. 28, 1993	Sausage (CI 29)	Eddy Packing Co., Inc.
United States	SOUTHERN SMOKED SAUSAGE	1862647	Nov. 15, 1994	Processed foods; namely, smoked sausage (CI 29)	Eddy Packing Co., Inc.
United States	SOUTHERN MAID and Design 	2097458	Sept. 16, 1997	Sausage, bacon, ham, and wieners (CI 29)	Eddy Packing Co., Inc.

Country	Trademark	Reg. (App.) No.	Issue (Filing) Date	Goods/Services Int. Class	Owner
United States	SOUTHERN MAID SMOKED SAUSAGE OUR ORIGINAL FAMILY PAK and Design 	2154585	May 5, 1998	Sausage, bacon, ham, and frankfurters (Cl 29)	Eddy Packing Co., Inc.
United States	EDDY'S	2261236	July 13, 1999	Processed meats including pork and beef, namely fresh and smoked sausage (Cl 29)	Eddy Packing Co., Inc.
United States	TASTY BRAND	2285564	Oct. 12, 1999	Processed meats, fresh sausage, and smoked sausage (Cl 29)	Eddy Packing Co., Inc.
United States	MORALES	2538104	Feb. 12, 2002	Sausage (Cl 29)	Eddy Packing Co., Inc.
United States	IT'S WHAT YOU'RE HUNGRY FOR	2707014	April 15, 2003	Meats and processed meats (Cl 29)	Eddy Packing Co., Inc.
United States	TEXAS SIGNATURE	3730999	Dec. 29, 2009	Processed foods, namely, meats; processed meat products, namely, beef, poultry and pork (Cl 29)	Eddy Packing Co., Inc.
United States	SUNNY DALE FARMS and Design 	3795735	June 1, 2010	Raw and processed meats, namely, poultry, beef, and pork (Cl 29)	Eddy Packing Co., Inc.
United States	SUNNY DALE FARMS	3798645	June 8, 2010	Raw and processed meats, namely, poultry, beef, and pork (Cl 29)	Eddy Packing Co., Inc.

<b>Country</b>	<b>Trademark</b>	<b>Reg. (App.) No.</b>	<b>Issue (Filing) Date</b>	<b>Goods/Services Int. Class</b>	<b>Owner</b>
Texas	CARL'S TASTY SAUSAGE and Design	TX 5657517	April 14, 1997	Uncooked pork sausage	Eddy Packing Co., Inc.

QB\139249.00045\25328008.3

RECORDED: 03/28/2014

TRADEMARK  
REEL: 005246 FRAME: 0538