

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM309775

<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>
American Foods Group, LLC		07/02/2014	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of Montreal, as Agent		
<b>Street Address:</b>	115 S. LaSalle Street		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	Bank: CANADA		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4108359	A	
<b>Registration Number:</b>	4250670	A AMERICAN PREPARED FOODS	
<b>Registration Number:</b>	3974082	AMERICAN FOODS GROUP	
<b>Registration Number:</b>	4193855	LAHAM LAZIZ	
<b>Registration Number:</b>	3977229	NORTHLAND KOSHER BEEF	
<b>Registration Number:</b>	4186460	SERVER'S CHOICE	
<b>Registration Number:</b>	4186459	WBI	
<b>Serial Number:</b>	86188291	GREAT AMERICAN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3026365454		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	800-927-9801 x 62348		
<b>Email:</b>	jpaterso@cscinfo.com		
<b>Correspondent Name:</b>	Corporation Service Company		
<b>Address Line 1:</b>	1090 Vermont Avenue NW, Suite 430		
<b>Address Line 4:</b>	Washington, D.C. 20005		
<b>ATTORNEY DOCKET NUMBER:</b>	205344-5		
<b>NAME OF SUBMITTER:</b>	Jean Paterson		

CH \$215.00 4108359

<b>SIGNATURE:</b>	/jep/
<b>DATE SIGNED:</b>	07/07/2014
<b>Total Attachments: 5</b> source=7-7-14 American Food Group, LLC-TM#page2.tif source=7-7-14 American Food Group, LLC-TM#page3.tif source=7-7-14 American Food Group, LLC-TM#page4.tif source=7-7-14 American Food Group, LLC-TM#page5.tif source=7-7-14 American Food Group, LLC-TM#page6.tif	

## TRADEMARK SECURITY AGREEMENT

This 2nd day of July, 2014, American Foods Group, LLC, a Delaware limited liability company ("*Debtor*") with its principal place of business and mailing address at 2209 Jefferson Street, #301, Alexandria, Minnesota 56308, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, pledges and grants to Bank of Montreal, a Canadian chartered bank, as Agent, with its mailing address at 115 South LaSalle Street, Chicago, Illinois 60603, and its successors and assigns ("*Secured Party*"), a continuing security interest in, the following property:

(i) Each trademark, trademark registration and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration or trademark license, in each case together with the right to sue for and collect said damages;

to secure performance of all Secured Obligations of Debtor and certain affiliates of Debtor as set out in that certain Third Amended and Restated Security Agreement dated May 22, 2014 herewith between Debtor, such affiliates and Secured Party (such Third Amended and Restated Security Agreement, as amended, modified, supplemented or restated from time to time, hereinafter the "*Security Agreement*"). Capitalized terms used herein and not defined herein have the meanings set forth in the Security Agreement.

Notwithstanding anything herein to the contrary, this Trademark Security Agreement shall not pledge or grant a security interest to Secured Party in any applications by Debtor for a trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted to the extent the grant of such security interest would impair the registerability of such applications or the validity or enforceability of registrations issuing from such applications. When a Statement of Use is filed and accepted by the Trademark Office, then that application shall cease to be partly exempted from this Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the pledge and security interest in the trademarks, trademark registrations and trademark applications made and granted hereby are more fully set forth in the Security Agreement.

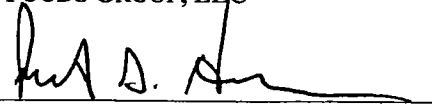
For clarity, this Trademark Security Agreement is not intended as a current assignment of the entire interest in the trademark, trademark registration and trademark application listed on

Schedule A hereto but it is intended to assign a security interest only on and pursuant to the terms of the Security Agreement.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Debtor has caused this Trademark Security Agreement to be duly executed as of the date and year last above written.

AMERICAN FOODS GROUP, LLC

By 

Name: Robert Hovde

Title: Chief Financial Officer

BANK OF MONTREAL, as Agent.

By \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

TRADEMARK  
REEL: 005316 FRAME: 0774

IN WITNESS WHEREOF, Debtor has caused this Trademark Security Agreement to be duly executed as of the date and year last above written.

AMERICAN FOODS GROUP, LLC

By \_\_\_\_\_  
Name: Robert Hovde  
Title: Chief Financial Officer



BANK OF MONTREAL, as Agent

By Thomas M. Austorn  
Name: Thomas Austorn  
Title: Vice President

**SCHEDULE A  
TO TRADEMARK SECURITY AGREEMENT**

**REGISTERED TRADEMARKS  
AND TRADEMARK APPLICATIONS**

REGISTERED TRADEMARKS

AMERICAN FOODS GROUP, LLC		
MARK	MARK (WORDS)	REGISTRATION No.
	A (Stylized Design)	4108359
	A AMERICAN PREPARED FOODS (Design)	4250670
AMERICAN FOODS GROUP (Word Mark)	AMERICAN FOODS GROUP (Word Mark)	3974082
<i>LaHam Laziz</i>	LAHAM LAZIZ (Stylized, Principal)	4193855
NORTHLAND KOSHER BEEF	NORTHLAND KOSHER BEEF	3977229
SERVER'S CHOICE (All Meat)	SERVER'S CHOICE (All Meat)	4186460
WBI	WBI	4186459

PENDING U.S. TRADEMARKS

AMERICAN FOODS GROUP, LLC		
MARK	MARK (WORDS)	SERIAL No.
GREAT AMERICAN	GREAT AMERICAN	86188291