

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM317739

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Credit Suisse AG, Cayman Islands Branch		09/19/2014	Bank: SWITZERLAND
RECEIVING PARTY DATA			
Name:	Henry Holdings LLC		
Street Address:	600 Citadel Drive		
City:	Commerce		
State/Country:	CALIFORNIA		
Postal Code:	90040		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	3768225	SUN HARVEST	
Registration Number:	3782049	SUN HARVEST	
Registration Number:	3803740	SUN HARVEST	
Registration Number:	3816122	SUN HARVEST	
Registration Number:	3827016	TRUST SUN HARVEST FOR LIFE	
Registration Number:	3861329	SUN HARVEST	
Registration Number:	3861330	SUN HARVEST	
Registration Number:	3861331	SUN HARVEST	
Registration Number:	3967921	SUN HARVEST	
CORRESPONDENCE DATA			
Fax Number:	6022295690		
<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>			
Phone:	312-715-5241		
Email:	nancy.oehler@quarles.com		
Correspondent Name:	Nicole M. Murray		
Address Line 1:	300 N LaSalle Street		
Address Line 2:	Suite 4000		
Address Line 4:	Chicago, ILLINOIS 60654-3406		

CH \$240.00 3768225

ATTORNEY DOCKET NUMBER:	146845.00066
NAME OF SUBMITTER:	Nancy Oehler
SIGNATURE:	/Nancy Oehler/
DATE SIGNED:	09/23/2014

Total Attachments: 3

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TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of September 19, 2014, is made by **CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH**, as Collateral Agent for the Secured Parties (together with its successors and assigns, the "Agent") (all terms used but not defined herein shall have the meaning assigned to such terms in the Guarantee and Collateral Agreement (as defined below)).

WHEREAS, Sprouts Farmers Markets Holdings, LLC, a Delaware limited liability company (together with each Subsidiary Loan Party, the "Pledgor"), has assigned and pledged a security interest in all of the Article 9 Collateral, including, without limitation, all right, title and interest of Pledgor in, to and under all owned and acquired trademarks, trademark applications and trademark licenses, with all goodwill associated therewith, and all products and proceeds thereof ("Trademarks"), pursuant to that certain Guarantee and Collateral Agreement, dated as of April 23, 2013 (the "Guarantee and Collateral Agreement");

WHEREAS, the security interests granted to the Secured Party were recorded at the United States Patent and Trademark Office as follows: on April 24, 2013 at Reel 005013 and Frames 0677 through 0684;

WHEREAS, the Agent, on behalf of the Secured Parties, has agreed to terminate and release its security interest in the Pledgor's Trademarks identified on Schedule A attached hereto.


NOW, THEREFORE, for valuable consideration, the Agent, on behalf of the Secured Parties, hereby terminates and releases all mortgages, liens, and security interests granted to the Secured Parties in the following:

1. each of Pledgor's trademarks referred to on Schedule A attached hereto; together with any reissues, continuations or extensions thereof and all goodwill associated therewith;
2. all products and proceeds of the foregoing, including, without limitation, any claim by Pledgor against third parties for past, present or future infringement of any trademark referred to in Schedule A attached hereto.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Agent has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent

By: 
Name: **MICHAEL SRAIGHT**
Title: **AUTHORIZED SIGNATORY**

By: 
Name:
Title: **Lingzi Huang**
Authorized Signatory

[Signature Page to Termination of Security Interest in Trademarks]

TRADEMARK
REEL: 005367 FRAME: 0381

**SCHEDULE A TO THE
TERMINATION OF SECURITY INTEREST IN TRADEMARKS**

TRADEMARK

U.S. Trademarks

Trademark	Class	Application No.	Filing Date	Registration No.	Registration Date
SUN HARVEST	16	77/458726	04/25/2008	3768225	03/30/2010
SUN HARVEST	05	77/563781	09/05/2008	3782049	04/27/2010
SUN HARVEST	03	77/458721	04/25/2008	3803740	06/15/2010
SUN HARVEST	35	77/458712	04/25/2008	3816122	07/13/2010
TRUST SUN HARVEST FOR LIFE	35	77/755785	06/09/2009	3827016	08/03/2010
SUN HARVEST	30	77/458715	04/25/2008	3861329	10/12/2010
SUN HARVEST	32	77/458720	04/25/2008	3861330	10/12/2010
SUN HARVEST	29	77/458722	04/25/2008	3861331	10/12/2010
SUN HARVEST	31	85/088635	07/20/2010	3967921	05/24/2011