

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM327995

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HENNY PENNY CORPORATION		12/29/2014	CORPORATION: OHIO
HENNY PENNY IC-DISC, INC.		12/29/2014	CORPORATION: NEVADA
HPC INVESTMENT COMPANY, LLC		12/29/2014	LIMITED LIABILITY COMPANY: DELAWARE
HPC REAL ESTATE INVESTMENT I LTD.		12/29/2014	CORPORATION: OHIO
WOOD STONE CORPORATION		12/29/2014	CORPORATION: WASHINGTON
WOOD STONE IDEAS, L.L.C.		12/29/2014	LIMITED LIABILITY COMPANY: WASHINGTON
IWD INNOVATIONS, LLC		12/29/2014	LIMITED LIABILITY COMPANY: VERMONT

RECEIVING PARTY DATA

Name:	PNC BANK, NATIONAL ASSOCIATION
Street Address:	1900 East Ninth Street
City:	Cleveland
State/Country:	OHIO
Postal Code:	44114
Entity Type:	NATIONAL ASSOCIATION: OHIO

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	1283510	CERTI-FRY
Serial Number:	86168249	CHEF'S TOUCH
Registration Number:	3573221	CLASSICCOMBI
Registration Number:	3634758	COMPUTRON
Registration Number:	3807914	EVOLUTION ELITE
Registration Number:	3794387	EVOLUTION ELITE
Registration Number:	3794268	FILTER BEACON
Registration Number:	4615299	FLEXFUSION
Serial Number:	86168521	FLEXIRACKS

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1953188	HENNY PENNY
Registration Number:	2333691	HENNY PENNY
Registration Number:	2222723	HENNY PENNY
Registration Number:	2319758	HENNY PENNY
Registration Number:	2319757	HENNY PENNY
Registration Number:	2330192	HENNY PENNY
Registration Number:	3811256	HENNY PENNY UNIVERSITY RAISING THE BAR T
Registration Number:	1584667	HOT N'TENDER
Registration Number:	3807915	OIL GUARDIAN
Registration Number:	1427096	P-H-T
Registration Number:	3539040	SMARTCOMBI
Registration Number:	2743505	SMARTHOLD
Registration Number:	1911252	THERMA VEC
Registration Number:	2008940	THERMA VEC
Serial Number:	86179917	VELOCITY SERIES
Serial Number:	86198640	VELOCITY SERIES
Registration Number:	2613655	WOOD STONE
Registration Number:	2643410	FIRE-DECK
Registration Number:	3581682	H2
Registration Number:	0813206	TOTE-A-MEAL
Serial Number:	86161086	HENNY PENNY ENGINEERED TO LAST

CORRESPONDENCE DATA

Fax Number: 4123942555

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.

Phone: 412-394-7711

Email: traip@clarkhill.com

Correspondent Name: Paul D. Bangor, Jr.

Address Line 1: 301 Grant Street, 14th Floor

Address Line 2: One Oxford Centre

Address Line 4: Pittsburgh, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER: 83359.180503

NAME OF SUBMITTER: Paul D. Bangor, Jr.

SIGNATURE: /Paul D. Bangor, Jr./

DATE SIGNED: 01/05/2015

Total Attachments: 4

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NOTICE OF SECURITY INTEREST
U.S. TRADEMARKS

WHEREAS, each of Henny Penny Corporation, an Ohio corporation (the "**Borrower**") Henny Penny IC-DISC, Inc., a Nevada corporation ("**HPIC**"), HPC Investment Company, LLC, a Delaware limited liability company ("**HPCIC**"), HPC Real Estate Investment I LTD, an Ohio corporation ("**HPCRE**"), Wood Stone Corporation, a Washington corporation ("**WSC**"), Wood Stone Ideas, L.L.C., a Washington limited liability company ("**WSI**") and IWD Innovations, LLC, a Vermont limited liability company ("**IWDI**") (the Borrower, HPIC, HPCIC, HPCRE, WSC, WSI and IWDI are each a "**Grantor**" and collectively, the "**Grantors**"), as applicable, has adopted, used and are using the United States trademarks listed on the annexed Schedule A, which trademarks are registered in or subject to the trademark applications filed in the United States Patent and Trademark Office (the "**Trademarks**");

WHEREAS, pursuant to that certain Credit Agreement, dated of even date herewith (as may be amended, modified, supplemented or restated from time to time, the "Credit Agreement"), by and among the Grantors, the Guarantors (as defined therein) party thereto, the Lenders (as defined therein) party thereto and PNC Bank, National Association, as administrative agent for the Lenders (in such capacity, the "**Administrative Agent**"), the Grantors have entered into that certain Patent, Trademark and Copyright Security Agreement, dated of even date herewith (the "**Security Agreement**") in favor of the Administrative Agent (for itself and for the benefit of the Lenders); and

WHEREAS, pursuant to the Security Agreement, each Grantor has granted to the Administrative Agent (for itself and for the benefit of the Lenders), a mortgage on, pledge of and security interest in, all right, title and interest of such Grantor in and to the Trademarks, together with all the goodwill of the business symbolized by the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "**Trademark Collateral**") to secure the payment and performance of the Obligations (as defined in the Credit Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, each Grantor does hereby confirm its grant to the Administrative Agent (for itself and for the benefit of the Lenders) of a mortgage on, pledge of and security interest in the Trademark Collateral to secure prompt payment and performance of the Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent (for itself and for the benefit of the Lenders) with respect to the assignment of, mortgage on, pledge of and security interest in the Trademark Collateral made and granted 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 in this Notice of Security Interest.

The Administrative Agent's address is 1900 East Ninth Street, Cleveland, Ohio 44114.

IN WITNESS WHEREOF, and intending to be legally bound, the Grantors have executed this Notice of Security Interest on the 29th day of December, 2014.

GRANTORS:

HENNY PENNY CORPORATION

By: 

Name: Arthur L. Harlan

Title: Executive Vice President

HENNY PENNY IC-DISC, INC.

By: 

Name: Arthur L. Harlan

Title: Executive Vice President

HPC INVESTMENT COMPANY, LLC

By: Henny Penny Corporation, its sole member

By: 

Name: Arthur L. Harlan

Title: Executive Vice President

HPC REAL ESTATE INVESTMENT I LTD.

By: Henny Penny Corporation, its sole member

By: 

Name: Arthur L. Harlan

Title: Executive Vice President

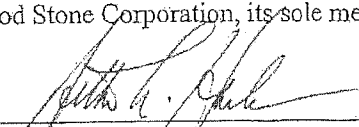
WOOD STONE CORPORATION

By: 

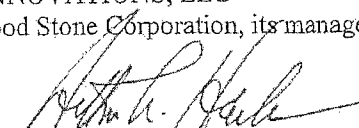
Name: Arthur L. Harlan

Title: Executive Vice President

WOOD STONE IDEAS, L.L.C.
By: Wood Stone Corporation, its sole member

By: 
Name: Arthur L. Harlan
Title: Executive Vice President

IWD INNOVATIONS, LLC
By: Wood Stone Corporation, its manager

By: 
Name: Arthur L. Harlan
Title: Executive Vice President

Schedule B

United States – Trademarks

Henny Penny Corporation:

Trademark	Application No.	Registration No.	Issue Date
CERTI-FRY	73375933	1283510	
CHEF'S TOUCH	86168249		
CLASSICCOMBI	77147494	3,573,221	2/10/2009
COMPUTRON	78896157	3,634,758	6/9/2009
EVOLUTION ELITE	77647774	3,807,914	6/22/2010
EVOLUTION ELITE & DESIGN	77671457	3,794,387	5/25/2009
FILTER BEACON	77647780	3,794,268	5/25/2010
FLEXFUSION	86168252	4615299	9/30/2014
FLEXIRACKS	86168521		
HENNY PENNY	74640436	1,953,188	1/30/1996
HENNY PENNY	75412692	2333691	3/21/2000
HENNY PENNY	75410595	2,222,723	2/9/1999
HENNY PENNY & DESIGN (w/orbit)	75409259	2319758	2/15/2000
HENNY PENNY & DESIGN (w/orbit)	75409226	2319757	2/15/2000
HENNY PENNY & DESIGN (w/orbit)	75410938	2330192	3/14/2000
HENNY PENNY ENGINEERED TO LAST	86160086		
HENNY PENNY UNIVERSITY RAISING THE BAR TO EXCELLENCE	77086879	3,811,256	6/29/2010
HOT N' TENDER	73/814,515	1,584,667	2/27/1990
OIL GUARDIAN	77/647784	3,807,915	6/22/2010
PHT	73/578279	1,427,096	4/16/1989
SMARTCOMBI	77147485	3,539,040	11/25/2008
SMARTHOLD	76/239,451	2,743,505	7/29/2003
THERMA VEC	74569310	1911252	8/15/1995
THERMA VEC	74569315	2008940	10/15/1996
TOTE-A-MEAL	72242452	813206	8/16/1966
VELOCITY SERIES	86179917		
VELOCITY SERIES & DESIGN	86198640		

Wood Stone Corporation:

Trademark	Application No.	Registration No.	Issue Date
Trademark	Application No.	Registration No.	Issue Date
WOOD STONE	75661443	2613655	9/3/02
FIRE-DECK	75781264	2643410	10/29/02
H2	78623128	3581682	2/24/09

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