

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM337899

|                              |                              |
|------------------------------|------------------------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT               |
| <b>NATURE OF CONVEYANCE:</b> | Trademark Security Agreement |

**CONVEYING PARTY DATA**

| Name                     | Formerly | Execution Date | Entity Type           |
|--------------------------|----------|----------------|-----------------------|
| SF Investments, Inc.     |          | 04/02/2015     | CORPORATION: DELAWARE |
| Jonmor Investments, Inc. |          | 04/02/2015     | CORPORATION: DELAWARE |

**RECEIVING PARTY DATA**

|                        |   |
|------------------------|---|
| <b>Name:</b>           | Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. "Rabobank Nederland" |
| <b>Street Address:</b> | 245 Park Avenue   |
| <b>City:</b>           | New York  |
| <b>State/Country:</b>  | NEW YORK  |
| <b>Postal Code:</b>    | 10167   |
| <b>Entity Type:</b>    | Banking Association: NEW YORK   |

**PROPERTY NUMBERS Total: 28**

| Property Type        | Number  | Word Mark                                |
|----------------------|---------|--|
| Registration Number: | 3938898 | ARMOUR                                   |
| Registration Number: | 4176043 | ARMOUR                                   |
| Registration Number: | 3903609 | CURLY'S CR                               |
| Registration Number: | 4317288 | E ECKRICH A FAMILY TRADITION SINCE 1894  |
| Registration Number: | 4067995 | E ECKRICH SINCE 1894                     |
| Registration Number: | 4013319 | HEALTHY ONES                             |
| Registration Number: | 4010156 | HEALTHY ONES                             |
| Registration Number: | 4625998 | HEALTHY ONES                             |
| Registration Number: | 4196013 | HEALTHY ONES                             |
| Registration Number: | 4496291 | JOHN MORRELL OFF THE BONE                |
| Registration Number: | 4235090 | JOHN MORRELL OFF THE BONE HOMESTYLE CARV |
| Registration Number: | 3963041 | JOHN MORRELL SINCE 1827                  |
| Registration Number: | 4025006 | JOHN MORRELL SINCE 1827 E-Z-CUT PREMIUM  |
| Registration Number: | 4265662 | SINCE 1827 JOHN MORRELL SPECIAL RESERVE  |
| Registration Number: | 4205036 | SINCE 1827 JOHN MORRELL SPECIAL RESERVE  |
| Registration Number: | 4261576 | KRETSCHMAR                               |
| Registration Number: | 4261364 | KRETSCHMAR PREMIUM DELI MEATS LEGENDARY  |
| Registration Number: | 4261370 | KRETSCHMAR PREMIUM DELI MEATS LEGENDARY  |

**TRADEMARK**

| Property Type        | Number  | Word Mark                        |
|----------------------|---------|----------------------------------|
| Registration Number: | 4126395 | COOK'S CARVED FROM THE BONE      |
| Registration Number: | 4269586 | FARMLAND                         |
| Registration Number: | 4269585 | FARMLAND                         |
| Registration Number: | 4268310 | GWALTNEY                         |
| Registration Number: | 4485856 | GWALTNEY                         |
| Registration Number: | 4412214 | SINCE 1870 GWALTNEY              |
| Registration Number: | 4415973 | SINCE 1870 GWALTNEY GREAT BOLONY |
| Registration Number: | 4437496 | SINCE 1870 GWALTNEY GREAT DOGS   |
| Registration Number: | 4581664 | SMITHFIELD FARMLAND              |
| Registration Number: | 4264706 | SMITHFIELD MARKETPLACE           |

**CORRESPONDENCE DATA**

Fax Number: 8043447999

*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: 804-788-8331

Email: HWITM@hunton.com

Correspondent Name: Stephen P. Demm - Hunton & Williams LLP

Address Line 1: 951 East Byrd Street

Address Line 2: Riverfront Plaza - East Tower

Address Line 4: Richmond, VIRGINIA 23219-4074

**ATTORNEY DOCKET NUMBER:** 67350.9

**NAME OF SUBMITTER:** Stephen P. Demm

**SIGNATURE:** /Stephen P. Demm/

**DATE SIGNED:** 04/10/2015

**Total Attachments: 5**

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## TRADEMARK SECURITY AGREEMENT

April 2, 2015

WHEREAS, SF Investments, Inc., a Delaware corporation ("SF Investments") and Jonmor Investments, Inc., a Delaware corporation ("Jonmor," and collectively with SF Investments the "Grantor"), each own certain Trademarks (as defined in the Security Agreement) listed on Schedule 1 annexed hereto, and is a party to the Trademark Licenses (as defined in the Security Agreement) listed on Schedule 1 annexed hereto, as applicable; and

WHEREAS, Grantor and COÖPERATIEVE CENTRALE RAIFFEISEN-BOERENLEENBANK B.A., "RABOBANK NEDERLAND", NEW YORK BRANCH, as agent for itself and certain other parties (in its capacity as agent, together with its successors in such capacity, the "Secured Party") are parties to a Third Amended and Restated Credit Agreement dated as of April 2, 2015 (as same may be amended and in effect from time to time, the "Credit Agreement"); and

WHEREAS, pursuant to the terms of the Third Amended and Restated Pledge and Security Agreement dated as of April 2, 2015 (as said Agreement may be amended and in effect from time to time, the "Security Agreement"), among Grantor, certain other parties and Secured Party, Grantor has granted to Secured Party a security interest in substantially all the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks and Trademark Licenses, , and all proceeds thereof, to secure the payment of all Obligations (as such term is defined in the Credit Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Secured Party a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether presently existing or hereafter created or acquired:

- (1) each Trademark including, without limitation, the Trademarks referred to in Schedule 1 annexed hereto;
- (2) each Trademark License, including, without limitation, each Trademark License referred to in Schedule 1 annexed hereto; and
- (3) all products and proceeds of the foregoing, including, without limitation, and all rights to sue at law or in equity for any Infringement thereof, including the right to receive all proceeds and damages therefrom including, without limitation, the Trademarks referred to in Schedule 1 annexed hereto and the Trademarks licensed under any Trademark License;


provided, however, that notwithstanding any of the other provisions set forth herein in, this Trademark Security Agreement shall not constitute a grant of a security interest in any Excluded Collateral (as defined in the Security Agreement).

This security interest is granted in conjunction with the security interests granted to Secured Party pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Secured Party with respect to the 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 incorporated by reference herein as if fully set forth herein.

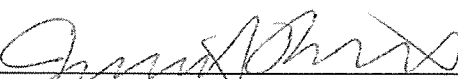
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IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the date first written above.











SF INVESTMENTS, INC., as Grantor











By:   
Name: Jeffrey A. Porter  
Title: President



JONMOR INVESTMENTS, INC., as Grantor

By:   
Name: Jeffrey A. Porter  
Title: President

Schedule I  
to Trademark  
Security Agreement

| Owner                    | Exact Mark   | Image   | Registration Number - | Reg. Date    |
|--------------------------|--|---|-----------------------|--------------|
| Jonmor Investments, Inc. | ARMOUR (stylized and/or with design)               |    | 3938898               | Mar 29, 2011 |
| Jonmor Investments, Inc. | ARMOUR (stylized and/or with design)               |    | 4176043               | Jul 17, 2012 |
| Jonmor Investments, Inc. | CURLY'S CR (Design)                                |    | 3903609               | Jan 11, 2011 |
| Jonmor Investments, Inc. | E ECKRICH A FAMILY TRADITION SINCE 1894 AND DESIGN |    | 4317288               | Apr 9, 2013  |
| Jonmor Investments, Inc. | E ECKRICH SINCE 1894 (stylized and/or with design) |   | 4067995               | Dec 6, 2011  |
| Jonmor Investments, Inc. | HEALTHY ONES                                       |   | 4013319               | Aug 16, 2011 |
| Jonmor Investments, Inc. | HEALTHY ONES (stylized and/or with design)         |  | 4010156               | Aug 9, 2011  |
| Jonmor Investments, Inc. | HEALTHY ONES (stylized and/or with design)         |  | 4625998               | Oct 21, 2014 |
| Jonmor Investments, Inc. | HEALTHY ONES AND CARVING BOARD DESIGN              |  | 4196013               | Aug 21, 2012 |
| Jonmor Investments, Inc. | JOHN MORRELL OFF THE BONE AND BANNER DESIGN        |  | 4496291               | Mar 11, 2014 |
| Jonmor Investments, Inc. | JOHN MORRELL OFF THE BONE HOMESTYLE CARVED         |   | 4235090               | Oct 30, 2012 |
| Jonmor Investments, Inc. | JOHN MORRELL SINCE 1827 (DESIGN)                   |  | 3963041               | May 17, 2011 |

| Owner                    | Exact Mark   | Image   | Registration Number - | Reg. Date    |
|--------------------------|--|---|-----------------------|--------------|
| Jonmor Investments, Inc. | JOHN MORRELL<br>SINCE 1827 E-Z<br>CUT PREMIUM<br>(stylized and/or with<br>design)                  |    | 4025006               | Sep 13, 2011 |
| Jonmor Investments, Inc. | SINCE 1827 JOHN<br>MORRELL<br>SPECIAL<br>RESERVE AND<br>BANNER DESIGN                              |    | 4265662               | Dec 25, 2012 |
| Jonmor Investments, Inc. | SINCE 1827 JOHN<br>MORRELL<br>SPECIAL<br>RESERVE AND<br>DESIGN                                     |    | 4205036               | Sep 11, 2012 |
| Jonmor Investments, Inc. | KRETSCHMAR   |   | 4261576               | Dec 18, 2012 |
| Jonmor Investments, Inc. | KRETSCHMAR<br>PREMIUM DELI<br>MEATS<br>LEGENDARY<br>TASTE SINCE 1883<br>AND DESIGN                 |    | 4261364               | Dec 18, 2012 |
| Jonmor Investments, Inc. | KRETSCHMAR<br>PREMIUM DELI<br>MEATS<br>LEGENDARY<br>TASTE SINCE 1883<br>OFF THE BONE<br>AND DESIGN |  | 4261370               | Dec 18, 2012 |
| SF Investments, Inc.     | COOK'S CARVED<br>FROM THE BONE   |   | 4126395               | Apr 10, 2012 |
| SF Investments, Inc.     | FARMLAND WITH<br>SUN BW LOGO   |  | 4269586               | Jan 1, 2013  |
| SF Investments, Inc.     | FARMLAND WITH<br>SUN COLOR<br>LOGO   |  | 4269585               | Jan 1, 2013  |
| SF Investments, Inc.     | GWALTNEY   |   | 4268310               | Jan 1, 2013  |
| SF Investments, Inc.     | GWALTNEY<br>STYLIZED LOGO  |  | 4485856               | Feb 18, 2014 |
| SF Investments, Inc.     | SINCE 1870<br>GWALTNEY AND<br>DESIGN   |  | 4412214               | Oct 1, 2013  |
| SF Investments, Inc.     | SINCE 1870<br>GWALTNEY<br>GREAT BOLONY   |  | 4415973               | Oct 8, 2013  |

| Owner                | Exact Mark   | Image   | Registration Number - | Reg. Date    |
|----------------------|--|---|-----------------------|--------------|
|                      | AND DESIGN   |   |                       |              |
| SF Investments, Inc. | SINCE 1870<br>GWALTNEY<br>GREAT DOGS<br>AND DESIGN |  | 4437496               | Nov 19, 2013 |
| SF Investments, Inc. | SMITHFIELD<br>FARMLAND<br>STYLIZED                 |  | 4581664               | Aug 5, 2014  |
| SF Investments, Inc. | SMITHFIELD<br>MARKETPLACE                          |   | 4264706               | Dec 25, 2012 |

Trademark Licenses:

- Amended and Restated Trademark License Agreement, dated as of March 1, 2013, between Jonmor Investments, Inc. and John Morrell & Co.
- Amended and Restated Trademark License Agreement, dated as of March 1, 2013, between Jonmor Investments, Inc. and Armour-Eckrich Meats LLC.
- Amended and Restated Trademark License Agreement, dated as of August 3, 2009, between SF Investments, Inc. and The Smithfield Packing Company.
- Amended and Restated Trademark License Agreement, dated as of May 24, 2012, between SF Investments, Inc. and Farmland Foods, Inc.
- Amended and Restated Trademark License Agreement, dated as of March 1, 2013, between SF Investments, Inc. and John Morrell & Co.