

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM373269

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
J & B Wholesale Distributing, Inc.		01/28/2016	CORPORATION: MINNESOTA
W.W. Johnson Meat Company		01/28/2016	CORPORATION: MINNESOTA
J & B Partners, Inc.		01/28/2016	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	U.S. Bank National Association
Street Address:	800 Nicollet Mall, Fourth Floor
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	national banking association: MINNESOTA

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Registration Number:	3548196	*NO NAME* FULLY GUARANTEED EST. 1970 BUT
Registration Number:	3389811	BLUEWAVE
Registration Number:	3874513	BLUEWAVE SEAFOOD COMPANY
Registration Number:	3091011	
Registration Number:	3577554	FRESH TONIGHT
Registration Number:	0015627	
Registration Number:	0015628	
Registration Number:	2088463	J & B
Registration Number:	2994737	J & B GROUP COMPANY CUSTOMER ASSOCIATE
Registration Number:	1857805	MIDWEST PRIDE
Registration Number:	1935191	MIDWEST PRIDE
Registration Number:	2156770	MIDWEST PRIDE
Registration Number:	3785441	MIDWEST PRIDE TENDER SELECTIONS
Registration Number:	4205478	MINNESOTA FARMS PREMIUM QUALITY
Registration Number:	2869731	NO NAME
Registration Number:	2164808	NO NAME
Registration Number:	3894597	NO NAME AUTHENTIC SMOKEHOUSE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3519231	NO NAME FULLY GUARANTEED BUTCHER QUALITY
Registration Number:	3772170	NO NAME HOCKEY KID OF THE YEAR FULLY GUA
Registration Number:	3832714	NO NAME STEAKHOUSE BURGERS
Registration Number:	0015733	
Registration Number:	0015732	
Registration Number:	1601126	NO NAME STEAKS
Registration Number:	1746500	SMART MEAT
Registration Number:	1763036	SMART MEAT
Registration Number:	1806280	SMARTBEEF
Registration Number:	1675998	SMARTBURGER
Registration Number:	1771662	SMARTMEAT CHOICE
Registration Number:	3399277	SUPERB & SIMPLE
Registration Number:	2261241	TENDER EVERY TIME.
Registration Number:	3908863	YOU VERIFY
Serial Number:	86627823	RESOLVE
Serial Number:	86630010	BUTCHER THE NO NAME RECIPE APPROVED
Serial Number:	86627331	J & B GROUP COMPANY CUSTOMER COMMUNITY
Serial Number:	86858777	SINCE 1934 ELLISON MEATS J&B FAMILY OF B
Serial Number:	86858889	W.W. JOHNSON GROUND BEEF J&B FAMILY OF B

CORRESPONDENCE DATA

Fax Number: 6129778650

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: 6129778650

Email: sgandel@briggs.com

Correspondent Name: Sandra Gandel

Address Line 1: 80 South 8th Street

Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER: 19401.02873

NAME OF SUBMITTER: Peter Surdel

SIGNATURE: /Peter Surdel/

DATE SIGNED: 02/16/2016

Total Attachments: 5

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

Dated: January 28, 2016

United States Patent and Trademark Office

Ladies and Gentlemen:

WHEREAS, pursuant to a Financing and Security Agreement dated December 23, 2014, as amended by a First Amendment and Joinder to Financing and Security Agreement dated as of the date hereof (as amended, the "Financing Agreement"), J & B WHOLESALE DISTRIBUTING, INC., a Minnesota corporation ("Wholesale"), W. W. JOHNSON MEAT COMPANY, a Minnesota corporation ("Johnson"), and J & B PARTNERS, INC., a Minnesota corporation ("Partners" and together with Wholesale and Johnson, the "Debtors" and each a "Debtor") granted to U.S. BANK NATIONAL ASSOCIATION, a national banking association (in its capacity as administrative agent for the Lenders (as defined in the Financing Agreement), the "Administrative Agent"), a continuing security interest in and continuing lien upon all of Debtors' now owned or existing and filed and hereafter acquired or arising and filed trademarks, service marks, trademark or service mark registrations, trade names, and trademark or service mark applications, including without limitation the Trademarks shown below:

DESCRIPTION OF TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
NO NAME FULLY GUARANTEED EST. 1970 BUTCHER QUALITY MEATS & Design	3548196	December 16, 2008
BLUEWAVE	3389811	February 26, 2008
BLUEWAVE SEAFOOD COMPANY & Design	3874513	November 9, 2010
Design of Chain	3091011	May 9, 2006
FRESH TONIGHT	3577554	February 17, 2009
FREZ-R-PAK	15627	January 23, 1990
FREZ-R-PAK	15628	January 23, 1990
J & B & Design	2088463	August 19, 1997
J & B GROUP COMPANY CUSTOMER ASSOCIATE & Design	2994737	September 13, 2005
MIDWEST PRIDE	1857805	October 11, 1994
MIDWEST PRIDE	1935191	November 14, 1995
MIDWEST PRIDE	2156770	May 12, 1998

DESCRIPTION OF TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
MIDWEST PRIDE TENDER SELECTIONS	3785441	May 4, 2010
MINNESOTA FARMS PREMIUM QUALITY & Design (2nd)	4205478	September 11, 2012
NO NAME	2869731	August 3, 2004
NO NAME (2nd Reg.)	2164808	June 9, 1998
NO NAME AUTHENTIC SMOKEHOUSE	3894597	December 21, 2010
NO NAME FULLY GUARANTEED BUTCHER QUALITY MEATS & Design	3519231	October 21, 2008
NO NAME HOCKEY KID OF THE YEAR FULLY GUARANTEED BUTCHER QUALITY MEAT & Design	3772170	April 6, 2010
NO NAME STEAKHOUSE BURGERS	3832714	August 10, 2010
NO NAME STEAKS	15733	February 21, 1990
NO NAME STEAKS	15732	February 21, 1990
NO NAME STEAKS	1601126	June 12, 1990
SMART MEAT	1746500	January 12, 1993
SMART MEAT	1763036	April 6, 1993
SMARTBEEF	1806280	November 23, 1993
SMARTBURGER	1675998	February 18, 1992
SMARTMEAT CHOICE	1771662	May 18, 1993
SUPERB & SIMPLE	3399277	March 18, 2008
TENDER EVERY TIME.	2261241	July 13, 1999
YOU VERIFY	3908863	January 18, 2011
BUTCHER QUALITY NO NAME SINCE 1970 & Design	86/627,823 (Application #)	May 12, 2015 (Application Date)
BUTCHER THE NO NAME RECIPE APPROVED & Design	86/630,010 (Application #)	May 14, 2015 (Application Date)
J & B GROUP COMPANY CUSTOMER COMMUNITY & Design	86/627,331 (Application #)	May 12, 2015 (Application Date)
SINCE 1934 ELLISON MEATS J&B FAMILY OF BRANDS & Design	86/858,777 (Application #)	December 28, 2015 (Application Date)

DESCRIPTION OF TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
W.W.JOHNSON GROUND BEEF J&B FAMILY OF BRANDS & Design	86/858,889 (Application #)	December 28, 2015 (Application Date)

The Debtors and the Administrative Agent hereby acknowledge and agree that the security interest in the foregoing Trademarks (a) may only be terminated in accordance with the terms of the Financing Agreement and (b) is not to be construed as an assignment of the foregoing Trademarks.

*[Remainder of page intentionally left blank;
signature pages follow]*

IN WITNESS WHEREOF, this Notice of Grant of Security Interest in Trademarks has been duly executed by the Debtors as of date first above written.

J & B WHOLESALE DISTRIBUTING, INC.

By: James Chapa
Name: James Chapa
Title: Director of Finance

W. W. JOHNSON MEAT COMPANY


By: James Chapa
Name: James Chapa
Title: Director of Finance

J & B PARTNERS, INC.

By: James Chapa
Name: James Chapa
Title: Director of Finance

[Signature page to Notice of Grant of Security Interest in Trademarks]

U.S. BANK NATIONAL ASSOCIATION,
as Administrative Agent and as a Lender

By: 
Name: Sean P. Olmstead
Title: Vice President

[Signature page to First Amendment and Joinder to Financing and Security Agreement]