

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM376545

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BROOKSHIRE BROTHERS, INC.		12/11/2015	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A., as Collateral Agent		
Street Address:	100 Federal Street		
Internal Address:	9th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	86659607	TAP ON 12 TAPPED IN TEXAS	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<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:	202-370-4750		
Email:	ipteam@nationalcorp.com		
Correspondent Name:	Joanna McCall		
Address Line 1:	1025 Vermont Ave NW, Suite 1130		
Address Line 2:	National Corporate Research, LTD		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	F161842		
NAME OF SUBMITTER:	Andrew Nash		
SIGNATURE:	/Andrew Nash/		
DATE SIGNED:	03/14/2016		
Total Attachments: 5			
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

December 11, 2015

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BROOKSHIRE BROTHERS, INC., a Texas corporation (the "Grantor") with principal offices at 1201 Ellen Trout Drive, Lufkin, Texas 75904, hereby grants to BANK OF AMERICA, N.A., as Collateral Agent, with offices at 100 Federal Street, 9th Floor, Boston, Massachusetts 02110 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications, and service mark applications (the foregoing, collectively, the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other Grantors from time to time party thereto and the Grantee, dated as of October 21, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

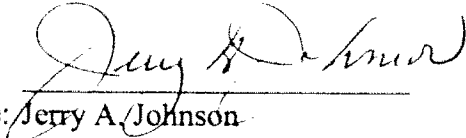
Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

BROOKSHIRE BROTHERS, INC., as Grantor

By:

Name: 
Jerry A. Johnson

Title: President and Chief Executive Officer

BANK OF AMERICA, N.A.,
as Collateral Agent and as Grantee

By: 

Name: Christine M. Scott

Title: SVP-Director

SCHEDULE A

<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>
TAP ON 12 TAPPED IN TEXAS	86659607	June 11, 2015

1907806.1

Schedule A to Grant of Security Interest in United States Trademarks

RECORDED: 03/14/2016

**TRADEMARK
REEL: 005750 FRAME: 0647**