

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM386656

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Franklin Foods Holdings, Inc.		05/23/2016	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	TD Bank, N.A.		
<b>Street Address:</b>	111 Main Street, PO Box 409		
<b>City:</b>	Burlington		
<b>State/Country:</b>	VERMONT		
<b>Postal Code:</b>	05402		
<b>Entity Type:</b>	National Banking Association: VERMONT		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4825799	GREEN MOUNTAIN FARMS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8027861100		
<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>			
<b>Phone:</b>	(802) 786-1017		
<b>Email:</b>	tsv@rsclaw.com		
<b>Correspondent Name:</b>	Thomas S Valente, Esq.		
<b>Address Line 1:</b>	98 Merchants Row, PO Box 310		
<b>Address Line 4:</b>	Rutland, VERMONT 05702		
<b>NAME OF SUBMITTER:</b>	Thomas S. Valente		
<b>SIGNATURE:</b>	/tsv/		
<b>DATE SIGNED:</b>	06/05/2016		
<b>Total Attachments: 6</b>			
source=Franklin Foods#page1.tif			
source=Franklin Foods#page2.tif			
source=Franklin Foods#page3.tif			
source=Franklin Foods#page4.tif			
source=Franklin Foods#page5.tif			
source=Franklin Foods#page6.tif			

OP \$40.00 4825799

**FIRST AMENDMENT TO PATENT, TRADEMARK AND COPYRIGHT SECURITY AGREEMENT**

This FIRST AMENDMENT TO PATENT, TRADEMARK AND COPYRIGHT SECURITY AGREEMENT ("Amendment") is made as of the 23<sup>rd</sup> day of May, 2016, between **FRANKLIN FOODS HOLDINGS, INC.**, a Delaware corporation with a place of business in Delray Beach, Florida (the "Debtor"), and **TD BANK, N.A.**, successor by merger to TD Banknorth, N.A. f/k/a Banknorth, N.A., a national banking association (the "Secured Party").

RECITALS:

WHEREAS, the Debtor has previously granted to the Secured Party that certain PATENT, TRADEMARK AND COPYRIGHT SECURITY AGREEMENT dated December 12, 2014 (the "PTC Security Agreement");

WHEREAS, the PTC Security Agreement secures, among other things, various Obligations from the Secured Party to the Debtor and each Borrower with Debtor of the loans made by the Security Party ( the "Loans");

WHEREAS, the Borrower has requested and the Secured Party has agreed to extend the term of an existing loan to Debtor for the benefit of Borrower, to make other miscellaneous changes to certain covenants of the Loans and to take other actions for the benefit of the Debtor, all as set forth in the Third Amended and Restated Loan Agreement of even date;

WHEREAS, the Obligations of the Debtor to the Secured Party shall include all obligations as defined in the Third Amended and Restated Loan Agreement, as amended, restated, supplemented or extended from time to time; and

WHEREAS, the PTC Security Agreement provides for the amending of Schedules A, B and C to the PTC Security Agreement if Borrower shall create or obtain rights to any new patents, trademarks, trademark registrations, trademark applications, trade names, trade styles, service marks, service marks registrations or service mark applications, or become entitled to the benefit of any patent, trademark, trademark registration, trademark application, trade name, trade style, service mark, service mark registration or service mark application; and

WHEREAS, Debtor has created and obtained new rights and desires to amend the PTC Security Agreement.

NOW, THEREFORE, in consideration of the foregoing, the parties hereby acknowledge and agree as follows:

1. Pursuant to Section 6 of the PTC Security Agreement, Schedules A, B and C to the PTC Security Agreement are replaced in their entirety with the attached Schedules A, B and C.

2. Debtor is currently prosecuting U.S. Trademark Application with Serial No. 86877097 ("BAKER'S CHOICE") as an intent-to-use application. Debtor will grant a security interest to Secured Party in this application, in the manner as provided for in Section 6 of the PTC Security Agreement once Debtor has filed an amendment alleging use or filed a verified statement of use and the application has been converted to a use-based application.

3. Terms not otherwise defined herein shall have the meanings ascribed to them in the Third Amended and Restated Loan Agreement dated May 23, 2016, as amended, restated, supplemented or extended from time to time, by and among the Debtor, Franklin Foods West, Inc., Franklin Foods, Inc., 12J Realty, LLC, the Bank, and Nordahl L. Brue, Michael J. Dressell and Jonathan R. Gutknecht (the "Loan Agreement").

4. The PATENT, TRADEMARK AND COPYRIGHT SECURITY AGREEMENT shall remain in full force and effect, as modified by this Amendment.

[THE REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the parties have caused this First Amendment to be duly executed as an instrument under seal as of the date first above written.

**DEBTOR**

**FRANKLIN FOODS HOLDINGS, INC.**

*Dina M. McCarty*  
Witness

By:

*Steven P. Schonberg*  
Steven P. Schonberg, Its Duly Authorized Agent

**SECURED PARTY**

**TD BANK, N.A.**

*Amy Lind*  
Witness

By:

*Katherine Brunelle*  
Katherine Brunelle, Its Duly Authorized Agent

324/798/656018

**Schedule A**  
**Patents and Patent Applications**

U.S. Patents

<b>Patent Title</b>	<b>Application/ Serial #</b>	<b>Patent #</b>	<b>Issue Date</b>
Cream cheese products, live and active	13012281	8518463	August 27, 2013
Yogurt-cheese compositions	12637556	8486476	July 16, 2013
Yogurt-cheese compositions	11360738	8298604	October 30, 2012
Yogurt-cheese products	13182160	8247015	August 21, 2012
Yogurt-cheese products, and methods of making the same	11151672	7998519	August 16, 2011
Cream cheese products and methods of making the same	11454756	7897185	March 1, 2011
Yogurt-cheese compositions, low-fat	11475853	7763294	July 27, 2010
Process for making yogurt cream cheese, and the resulting products	11006918	7572473	August 11, 2009
Yogurt cream cheese	11084292	7258886	August 21, 2007
Process for making yogurt cream cheese, and the resulting products	10369163	7083815	August 1, 2006

U.S. Patent Applications

<b>Patent Title</b>	<b>Application/ Serial #</b>	<b>Application Date</b>
High Protein Cream Cheese- Type Products	13803220	March 14, 2013
Milk – plant fat – curd cheese	13341434	December 30, 2011
Direct-Set cheese	13341497	December 30, 2011
Process of making cheese products, direct-set and CC oil	13341563	December 30, 2011
Processes for making cheese products utilizing denatured acid whey proteins	13037292	February 28, 2011

European Patent

<b>Patent Title</b>	<b>File #</b>	<b>Patent #</b>	<b>Issue Date</b>
Yogurt-Cheese Compositions, Low-fat (European)	5008EPCIP2	2037748	December 24, 2014

**Schedule B**  
**Trademarks and Trademark Applications**

U.S. TRADEMARK APPLICATIONS AND REGISTRATIONS

<b>Trademark</b>	<b>Serial #</b>	<b>Filing Date</b>	<b>Registration #</b>	<b>Registration Date</b>
Hahn's	73388871	Sept. 24, 1982	1262577	Dec. 27, 1983
All Season's Kitchen and illustration	75023414	Nov. 24, 1995	2054346	Apr. 22, 1997
Lombardi's Italian Classics	75796644	Sept. 10, 1999	2372874	Aug. 1, 2000
Lombardi's and illustration	78399286	Apr. 9, 2004	2979979	July 26, 2005
Heavenly Plain	78523732	Nov. 29, 2004	3041485	Jan. 10, 2006
Hahn's Yogurt and Cream Cheese Spread and illustration	78523806	Nov. 29, 2004	3054045	Jan. 31, 2006
Re-inventing Cream Cheese	78625951	May 9, 2005	3166602	Oct. 31, 2006
Hahn's and illustration	78886779	May 18, 2006	3222536	Mar. 27, 2007
Direct Set	77028198	Oct. 24, 2006	3278954	Aug. 14, 2007
Green Mountain Farms	77620470	Nov. 24, 2008	3707141	Nov. 03, 2009
Perfect Protein	77657535	Jan. 27, 2009	3782368	Apr. 27, 2010
Casa Grande Farms	86029717	Aug. 6, 2013	4685505	Feb. 10, 2015
Protein Burst	86274087	May 7, 2014	4765756	June 30, 2015
Green Mountain Farms	86509687	Jan. 21, 2015	4825799	Oct. 6, 2015
Bakers Choice	86877097	Jan. 15, 2016		

Schedule C  
Copyrights and Copyright Applications

Copyright  
GREEN MOUNTAIN FARMS LOGO

Registration No.  
VA 1-901-321

