

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM523725

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Honey Baked Ham Company, LLC		05/13/2019	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	PNC BANK, NATIONAL ASSOCIATION
Street Address:	249 Fifth Avenue
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15222
Entity Type:	Corporation: PENNSYLVANIA

PROPERTY NUMBERS Total: 39

Property Type	Number	Word Mark
Registration Number:	2026009	AUTHENTIC SPIRAL SLICED
Registration Number:	2996538	CHAT
Registration Number:	2024543	
Serial Number:	87669574	HBH
Serial Number:	88117626	HBH CO
Serial Number:	87669586	HBH CO.
Registration Number:	2331873	HBH SELECTS
Registration Number:	2575940	HEAVENLY HAM
Registration Number:	1932836	HEAVENLY HAM
Registration Number:	3292615	HEAVENLY HAM
Registration Number:	1601136	HICKORY HAMS HONEY GLAZED AND SPIRAL SLI
Registration Number:	5198699	HONEY BAKED HAM
Registration Number:	1384504	HONEY BAKED HAM
Serial Number:	88197911	·HONEY BAKED HAM· WORLD'S BEST HAM EST 1
Registration Number:	1861924	HONEYBAKED
Registration Number:	3049064	HONEYBAKED
Registration Number:	5094383	HONEYBAKED
Serial Number:	87143052	HONEYBAKED
Registration Number:	3639258	HONEYBAKED

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	5198701	HONEYBAKED
Registration Number:	1883717	HONEYBAKED
Serial Number:	88197910	HONEYBAKED ...EST... ...1957...
Registration Number:	5198700	HONEYBAKED HAM
Registration Number:	5198704	HONEYBAKED HAM
Registration Number:	3388022	
Registration Number:	1823002	
Registration Number:	2642568	TENDER & MOIST
Serial Number:	88216575	THE HONEY BAKED HAM CO
Serial Number:	88186809	THE HONEY BAKED HAM CO ...EST 1957...
Serial Number:	88186815	THE HONEY BAKED HAM CO ...EST 1957...
Registration Number:	3452316	· THE HONEYBAKED HAM · COMPANY
Registration Number:	2150993	THE HONEYBAKED HAM COMPANY EST. 1957
Registration Number:	2534573	THE HONEYBAKED HAM CO. AND CAFE
Registration Number:	2126500	THE HONEYBAKED HAM COMPANY
Registration Number:	5259277	THE HONEYBAKED HAM COMPANY
Registration Number:	2026371	THE HONEYBAKED HAM COMPANY EST. 1957 AUT
Registration Number:	2402685	THE HONEYGRAND
Serial Number:	88199846	THE WORLD'S BEST HAM
Serial Number:	88199848	WORLD'S BEST HAM

CORRESPONDENCE DATA

Fax Number: 2052445714

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: 205-458-5284

Email: ivincent@burr.com

Correspondent Name: India E. Vincent

Address Line 1: 420 20th Street North

Address Line 2: Suite 3400

Address Line 4: Birmingham, ALABAMA 35203

NAME OF SUBMITTER:	India E. Vincent
SIGNATURE:	/India E. Vincent/
DATE SIGNED:	05/15/2019

Total Attachments: 8

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TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "Agreement") is made as of May 13, 2019, among the Debtors listed on the signature pages hereof (collectively, jointly and severally, "Debtors" and each individually "Debtor") and PNC BANK, NATIONAL ASSOCIATION (together with its successors and assigns, the "Secured Party").

WITNESSETH:

WHEREAS, pursuant to that certain Credit and Security Agreement, dated as of even date herewith (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), by and among The Honey Baked Ham Company, LLC, a Delaware limited liability company ("Borrower") and the Secured Party, the Secured Party is willing to make certain financial accommodations available to the Borrower pursuant to the terms and conditions thereof;

WHEREAS, such financial accommodations are secured by the terms and provisions of the Credit Agreement (such terms and provisions of the Credit Agreement, as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"); and

WHEREAS, under the terms of the Credit Agreement, Debtors are required to execute and deliver to this Agreement in favor of the Secured Party;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Debtors hereby agree as follows:

1. **DEFINED TERMS.** All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement or, if not defined therein, in the Credit Agreement.

2. **GRANT OF SECURITY INTEREST IN COLLATERAL.** Each Debtor hereby grants to the Secured Party a continuing first priority security interest in all of such Debtor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Collateral"):

(a) all trademarks, trademark registrations, trade names and trademark applications, including, without limitation, the trademarks and applications listed on Schedule I attached hereto and made a part hereof (as the same may be amended from time to time), and (i) all renewals thereof, (ii) all income, royalties, damages and payments now or hereafter due or payable with respect thereto, including, without limitation, damages and payments for past or future infringements thereof, (iii) the right to sue for past, present and future infringements thereof, and (iv) all rights corresponding thereto throughout the world (all of the foregoing trademarks, trademark registrations, trade names and applications, together with the items described in clauses (i)-(iv), are hereinafter collectively referred to as the "Trademarks");

(b) the goodwill of each Debtor's business connected with and symbolized by the Trademarks; and

(c) all proceeds of the foregoing;

provided that, in no event shall the Trademarks include or the security interests granted hereunder attach to any United States intent-to-use trademark or service mark application to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use application under applicable federal law.

3. SECURITY FOR OBLIGATIONS. This Agreement and the security interests created hereby secures the payment and performance of all the Obligations, whether now existing or arising hereafter.

4. SECURITY AGREEMENT. The security interests granted pursuant to this Agreement are granted in conjunction with the security interests granted to the Secured Party pursuant to the Security Agreement. Each Debtor hereby acknowledges and affirms that the rights and remedies of the Secured Party with respect to the security interests in the 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. In the event that any provision of this Agreement is deemed to conflict with the rights and remedies of the Secured Party set forth in the Security Agreement, the provisions of the Security Agreement shall govern.

5. AUTHORIZATION TO SUPPLEMENT. If any Debtor shall obtain rights to any new Trademarks, the provisions of this Agreement shall automatically apply thereto. To the extent required by the Security Agreement or any other Loan Document, Debtors shall give prompt notice in writing to the Secured Party with respect to any such new Trademarks or renewal or extension of any Trademarks. Without limiting Debtors' obligations under this Section 5, Debtors hereby authorize the Secured Party unilaterally to modify this Agreement by amending Schedule I to include any such new Trademarks of Debtors. Notwithstanding the foregoing, no failure to so modify this Agreement or amend Schedule I shall in any way affect, invalidate or detract from the Secured Party's continuing security interest in all Collateral, whether or not listed on Schedule I.

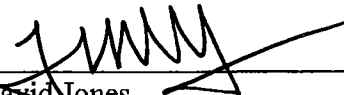
6. COUNTERPARTS. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same instrument. Any signatures delivered by a party by facsimile transmission or other electronic method of transmission shall be deemed an original signature hereto.

[REMAINDER OF PAGE LEFT BLANK INTENTIONALLY]

IN WITNESS WHEREOF, Debtor has caused this Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.





DEBTOR:

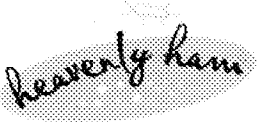

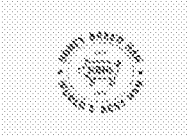

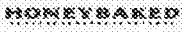
THE HONEY BAKED HAM COMPANY, LLC








By: 
Name: David Jones
Title: Chief Financial Officer

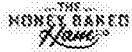

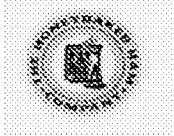
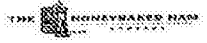

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT


Tradename/mark Registrations / Applications

Country	Mark	Status	Serial No. Filing Date	Reg. No. Reg. Date	Owner
United States of America	AUTHENTIC SPIRAL SLICED (and design) 	Registered	74648962 Mar 20, 1995	2026009 Dec 24, 1996	The Honey Baked Ham Company, LLC
United States of America	CHAT	Registered	76571350 Jan 22, 2004	2996538 Sep 20, 2005	The Honey Baked Ham Company, LLC
United States of America	CHEF AT OPEN HEARTH DESIGN 	Registered	74648966 Mar 20, 1995	2024543 Dec 17, 1996	The Honey Baked Ham Company, LLC
United States of America	HBH	Allowed	87669574 Nov 2, 2017		The Honey Baked Ham Company, LLC
United States of America	HBH CO (and design) 	Pending	88117626 Sep 14, 2018		The Honey Baked Ham Company, LLC
United States of America	HBH CO.	Allowed	87669586 Nov 2, 2017		The Honey Baked Ham Company, LLC
United States of America	HBH SELECTS (and design) 	Registered	75626597 Jan 23, 1999	2331873 Mar 21, 2000	The Honey Baked Ham Company, LLC
United States of America	HEAVENLY HAM	Registered	76263927 May 29, 2001	2575940 Jun 4, 2002	The Honey Baked Ham Company, LLC
United States of America	HEAVENLY HAM	Registered	74559872 Aug 11, 1994	1932836 Nov 7, 1995	The Honey Baked Ham Company, LLC

Country	Mark	Status	Serial No. Filing Date	Reg. No. Reg. Date	Owner
United States of America	HEAVENLY HAM (and design) 	Registered	76659673 May 8, 2006	3292615 Sep 18, 2007	The Honey Baked Ham Company, LLC
United States of America	HICKORY HAMS HONEY GLAZED AND SPIRAL SLICED CAFE DELI DESIGN 	Registered	73824333 Sep 11, 1989	1601136 Jun 12, 1990	The Honey Baked Ham Company, LLC
United States of America	HONEY BAKED HAM	Registered	87143026 Aug 18, 2016	5198699 May 9, 2017	The Honey Baked Ham Company, LLC
United States of America	HONEY BAKED HAM (word mark)	Registered	73139324 Aug 29, 1977	1384504 Feb 25, 1986	The Honey Baked Ham Company, LLC
United States of America	HONEY BAKED HAM WORLD'S BEST HAM EST 1957 HBH CO (and design) 	Pending	88197911 Nov 16, 2018		The Honey Baked Ham Company, LLC
United States of America	HONEYBAKED	Registered	74342368 Dec 21, 1992	1861924 Nov 8, 1994	The Honey Baked Ham Company, LLC
United States of America	HONEYBAKED	Registered	78435628 Jun 15, 2004	3049064 Jan 24, 2006	The Honey Baked Ham Company, LLC
United States of America	HONEYBAKED	Registered	86943886 Mar 17, 2016	5094383 Dec 6, 2016	The Honey Baked Ham Company, LLC
United States of America	HONEYBAKED	Allowed	87143052 Aug 18, 2016		The Honey Baked Ham Company, LLC
United States of America	HONEYBAKED (and design) 	Registered	77617596 Nov 19, 2008	3639258 Jun 16, 2009	The Honey Baked Ham Company, LLC
United States of America	HONEYBAKED (and design) 	Registered	87143033 Aug 18, 2016	5198701 May 9, 2017	The Honey Baked Ham Company, LLC

Country	Mark	Status	Serial No. Filing Date	Reg. No. Reg. Date	Owner
United States of America	HONEYBAKED (stylized) (upper/lower case one word) 	Registered	74385229 Apr 28, 1993	1883717 Mar 14, 1995	The Honey Baked Ham Company, LLC
United States of America	HONEYBAKED EST 1957 (and design) 	Pending	88197910 Nov 16, 2018		The Honey Baked Ham Company, LLC
United States of America	HONEYBAKED HAM	Registered	87143029 Aug 18, 2016	5198700 May 9, 2017	The Honey Baked Ham Company, LLC
United States of America	HONEYBAKED HAM (and design) 	Registered	87143306 Aug 18, 2016	5198704 May 9, 2017	The Honey Baked Ham Company, LLC
United States of America	SPIRAL SLICED DESIGN 	Registered	77178512 May 11, 2007	3388022 Feb 26, 2008	The Honey Baked Ham Company, LLC
United States of America	SWIRL IN HEXAGON DESIGN 	Registered	74384588 Apr 28, 1993	1823002 Feb 22, 1994	The Honey Baked Ham Company, LLC
United States of America	TENDER & MOIST (and design) 	Registered	76333162 Nov 1, 2001	2642568 Oct 29, 2002	The Honey Baked Ham Company, LLC
United States of America	THE HONEY BAKED HAM CO (STYLIZED) (HORIZONTAL) 	Pending	88216575 Dec 4, 2018		The Honey Baked Ham Company, LLC

Country	Mark	Status	Serial No. Filing Date	Reg. No. Reg. Date	Owner
United States of America	THE HONEY BAKED HAM CO EST 1957(and design) 	Pending	88186809 Nov 8, 2018		The Honey Baked Ham Company, LLC
United States of America	THE HONEY BAKED HAM CO. AND DESIGN 	Pending	88186815 Nov 8, 2018		The Honey Baked Ham Company, LLC
United States of America	THE HONEYBAKED HAM COMPANY (and design) 	Registered	77178488 May 11, 2007	3452316 Jun 24, 2008	The Honey Baked Ham Company, LLC
United States of America	THE HONEY BAKED HAM COMPANY EST. 1957 (and design) 	Registered	75304105 Jun 5, 1997	2150993 Apr 14, 1998	The Honey Baked Ham Company, LLC
United States of America	THE HONEYBAKED HAM CO. AND CAFE (stylized) THE HONEYBAKED HAM CO. AND CAFE	Registered	75714684 May 27, 1999	2534573 Jan 29, 2002	The Honey Baked Ham Company, LLC
United States of America	THE HONEYBAKED HAM COMPANY	Registered	74648964 Mar 20, 1995	2126500 Jan 6, 1998	The Honey Baked Ham Company, LLC
United States of America	THE HONEYBAKED HAM COMPANY (and design) 	Registered	87143043 Aug 18, 2016	5259277 Aug 8, 2017	The Honey Baked Ham Company, LLC

Country	Mark	Status	Serial No. Filing Date	Reg. No. Reg. Date	Owner
United States of America	THE HONEYBAKED HAM COMPANY EST. 1957 AUTHENTIC SPIRAL SLICED (and design) 	Registered	74648961 Mar 20, 1995	2026371 Dec 31, 1996	The Honey Baked Ham Company, LLC
United States of America	THE HONEYGRAND	Registered	75595345 Nov 24, 1998	2402685 Nov 7, 2000	The Honey Baked Ham Company, LLC
United States of America	THE WORLD'S BEST HAM	Pending	88199846 Nov 19, 2018		The Honey Baked Ham Company, LLC
United States of America	WORLD'S BEST HAM	Pending	88199848 Nov 19, 2018		The Honey Baked Ham Company, LLC