

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM529931

| | | | |
|---|--|--|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Security Agreement | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Lamb Weston, Inc. | | 06/27/2019 | Corporation: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Bank of America, N.A., as Administrative Agent | | |
| Street Address: | 101 North Tryon Street, 5th Floor | | |
| City: | Charlotte | | |
| State/Country: | NORTH CAROLINA | | |
| Postal Code: | 28255-0001 | | |
| Entity Type: | Bank: UNITED STATES | | |
| PROPERTY NUMBERS Total: 13 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5775656 | LAMB WESTON SEEING POSSIBILITIES IN POTA | |
| Registration Number: | 5755598 | WINDY CITY FRIES | |
| Registration Number: | 5755482 | TATER ROUNDABOUTS | |
| Registration Number: | 5703365 | SEEING POSSIBILITIES IN POTATOES | |
| Registration Number: | 5703364 | STUFFED SPUDZ | |
| Registration Number: | 5703335 | LAMB WESTON | |
| Registration Number: | 5702630 | CRISPY ON DELIVERY | |
| Registration Number: | 5570598 | TRACEMYFRIES | |
| Registration Number: | 5443733 | TRACE MY FRIES | |
| Registration Number: | 5306218 | STEALTH FRIES | |
| Registration Number: | 5302391 | LAMB WESTON SEEING POSSIBILITIES IN POTA | |
| Serial Number: | 87797003 | POTATOVATION | |
| Serial Number: | 87796991 | POTATOVATION | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 8009144240 | | |
| <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: | 800-713-0755 | | |
| Email: | Michael.Violet@wolterskluwer.com | | |

OP \$340.00 5775656

Correspondent Name: CT Corporation
Address Line 1: 4400 Easton Commons Way
Address Line 2: Suite 125
Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER: Doris Ka

SIGNATURE: /Doris Ka/

DATE SIGNED: 07/01/2019

Total Attachments: 7

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Lamb Weston, Inc.

- Individual(s)
- Partnership
- Corporation- State: Delaware
- Other
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) June 27, 2019

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A., as Administrative Agent

Street Address: 101 North Tryon Street, 5th Floor

City: Charlotte

State: NC

Country: USA Zip: 28255-0001

- Individual(s) Citizenship
- Association Citizenship
- Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other Bank Citizenship USA

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See attached Schedule 2

B. Trademark Registration No.(s)

See attached Schedule 2

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Doris Ka, Senior Paralegal (IP)

Internal Address: Cahill Gordon & Reindel LLP

Street Address: 80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3569

Docket Number: 08061.1775

Email Address: dka@cahill.com

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:



Signature

June 28, 2019

Date

Doris Ka

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (Including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

June 27, 2019

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of November 9, 2016 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Obligors have granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Secured Parties:

TRADEMARKS

| <u>Trademark No.</u> | <u>Description of Trademark Item</u> | <u>Date of Trademark</u> |
|----------------------|--|--------------------------|
|----------------------|--|--------------------------|

See Schedules 1 and 2 attached hereto

TRADEMARK APPLICATIONS

| <u>Trademark Applications No.</u> | <u>Description of Trademark Applied for</u> | <u>Date of Trademark Applications</u> |
|-----------------------------------|---|---|
|-----------------------------------|---|---|

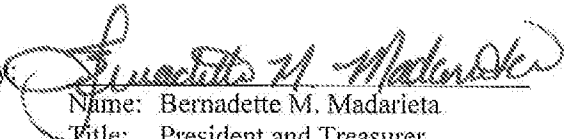
See Schedules 1 and 2 attached hereto

The undersigned Obligors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any patent or trademark application.

This Notice of Grant of Security Interest in Trademarks has been entered into in conjunction with the provisions of the Agreement. The Grantors do hereby acknowledge and confirm that the grant of the security interest to, and the rights and remedies of, the Administrative Agent with respect to the Collateral are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference as if fully set forth herein.

Very truly yours,

LAMB WESTON BSW, LLC

By: 
Name: Bernadette M. Madarieta
Title: President and Treasurer

LAMB WESTON, INC.

By: _____

Name: Robert M. McNutt
Title: Senior Vice President and Chief
Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name:
Title:

The undersigned Obligors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any patent or trademark application.

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Very truly yours,

LAMB WESTON BSW, LLC

By: _____

Name: Bernadette M. Madarieta

Title: President and Treasurer

LAMB WESTON, INC.

By: _____

Name: Robert M. McNutt

Title: Senior Vice President and Chief
Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent


By: _____

Name:

Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name: Mollie S. Canup

Title: Vice President

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006682 FRAME: 0489

Schedule 1

**Lamb Weston BSW, LLC
(Delaware limited liability company)**

U.S. Trademarks

Trademark Registrations

| Mark | Reg. No. | Reg. Date |
|----------------|-----------------|------------------|
| OPTIMÓ | 4065662 | 12/06/11 |
| FIVE STAR | 4065661 | 12/06/11 |
| ZESTY SEASONED | 4014128 | 08/16/11 |
| MÁXIMO | 3984563 | 06/28/11 |
| JUST FRIES | 3969832 | 05/31/11 |
| MIGHTY CRISP | 3969831 | 05/31/11 |
| SUN GOLD FRIES | 3969830 | 05/31/11 |

Schedule 2

**Lamb Weston, Inc.
(Delaware Corporation)**

U.S. Trademarks

Trademark Registrations

| Mark | Reg. No. | Reg. Date |
|--|-----------------|------------------|
| LAMB WESTON SEEING POSSIBILITIES IN POTATOES and Design | 5775656 | 06/11/19 |
| WINDY CITY FRIES | 5755598 | 05/21/19 |
| TATER ROUNDABOUTS | 5755482 | 05/21/19 |
| SEEING POSSIBILITIES IN POTATOES | 5703365 | 03/19/19 |
| STUFFED SPUDZ | 5703364 | 03/19/19 |
| LAMB WESTON and Design | 5703335 | 03/19/19 |
| CRISPY ON DELIVERY and Design | 5702630 | 03/19/19 |
| TRACEMYFRIES | 5570598 | 09/25/18 |
| TRACE MY FRIES | 5443733 | 04/10/18 |
| STEALTH FRIES | 5306218 | 10/10/17 |
| LAMB WESTON SEEING POSSIBILITIES IN POTATOES and Design | 5302391 | 10/03/17 |

Trademark Applications

| Mark | Appl. No. | Filing Date |
|-------------------------|------------------|--------------------|
| POTATOVATION and Design | 87797003 | 02/14/18 |
| POTATOVATION | 87796991 | 02/14/18 |