

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM569073

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BROOKSHIRE BROTHERS, INC.		03/25/2020	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:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Serial Number:	88693875	BUDGET CHOPPER
Serial Number:	88693878	FRESH HARVEST
Registration Number:	5888658	BROOKSHIRE BROTHERS FRESH HARVEST
Registration Number:	5888657	BROOKSHIRE BROTHERS FRESH HARVEST
Registration Number:	5888656	BROOKSHIRE BROTHERS FRESH HARVEST
Registration Number:	5888655	BROOKSHIRE BROTHERS ANYWHERE
Registration Number:	5888654	BROOKSHIRE BROTHERS ANYWHERE
Registration Number:	5888653	B BROOKSHIRE BROTHERS EXPRESS
Registration Number:	5888652	BROOKSHIRE BROTHERS EXPRESS
Registration Number:	5888650	BROOKSHIRE BROTHERS EXPRESS
Serial Number:	88134504	BROOKSHIRE BROTHERS EXPRESS
Serial Number:	88134495	BROOKSHIRE BROTHERS PHARMACY
Serial Number:	88134490	BROOKSHIRE BROTHERS PHARMACY
Serial Number:	88134481	BROOKSHIRE BROTHERS PHARMACY
Serial Number:	88134473	B BROOKSHIRE BROTHERS ESTD 1921
Serial Number:	88134456	BROOKSHIRE BROTHERS
Serial Number:	88134451	BROOKSHIRE BROTHERS
Serial Number:	88134431	BROOKSHIRE BROTHERS

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	88134699	BROOKSHIRE BROTHERS FRESH HARVEST
Registration Number:	5847284	YOUR COMMUNITY GROCER SINCE 1921
Serial Number:	88134596	BROOKSHIRE BROTHERS FRESH HARVEST
Registration Number:	5818293	BROOKSHIRE BROTHERS FRESH HARVEST
Registration Number:	5818292	BROOKSHIRE BROTHERS FRESH HARVEST
Serial Number:	88134652	BROOKSHIRE BROTHERS FRESH HARVEST
Registration Number:	5546077	FRESH HARVEST
Registration Number:	5544857	FRESH HARVEST
Registration Number:	5544849	FRESH HARVEST

CORRESPONDENCE DATA

Fax Number: 8004947512

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: 202.370.4750

Email: ipteam@coagencyglobal.com

Correspondent Name: Joanna McCall

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: COGENCY GLOBAL INC.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	1204348
NAME OF SUBMITTER:	Janet Wamsley
SIGNATURE:	/Janet Wamsley/
DATE SIGNED:	03/26/2020

Total Attachments: 5
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

March 25, 2020

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: John Alston

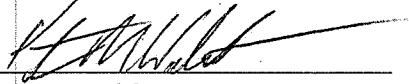
Title: President and CEO

Signature Page to Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 006900 FRAME: 0744

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

By: _____



Name: Peter M. Walther

Title: Senior Vice President

SCHEDULE A

<u>MARK</u>	<u>SERIAL NUMBER/ REGISTRATION NUMBER</u>	<u>FILING DATE/ REGISTRATION DATE</u>
Budget Chopper	88693875	November 15, 2019
Fresh Harvest	88693878	November 15, 2019
Brookshire Brothers Fresh Harvest	5888658	October 22, 2019
Brookshire Brothers Fresh Harvest	5888657	October 22, 2019
Brookshire Brothers Fresh Harvest	5888656	October 22, 2019
Brookshire Brothers Anywhere	5888655	October 22, 2019
Brookshire Brothers Anywhere	5888654	October 22, 2019
B Brookshire Brothers Express	5888653	October 22, 2019
Brookshire Brothers Express	5888652	October 22, 2019
Brookshire Brothers Express	5888650	October 22, 2019
Brookshire Brothers Express	88/134504	September 27, 2018
Brookshire Brothers Pharmacy	88/134495	September 27, 2018
Brookshire Brothers Pharmacy	88/134490	September 27, 2018
Brookshire Brothers Pharmacy	88/134481	September 27, 2018
B Brookshire Brothers Estd 1921	88/134473	September 27, 2018
Brookshire Brothers	88/134456	September 27, 2018
Brookshire Brothers	88/134451	September 27, 2018
Brookshire Brothers	88/134431	September 27, 2018
Brookshire Brothers Fresh Harvest	88/134699	September 27, 2018
Your Community Grocer Since 1921	5847284	August 27, 2019
Brookshire Brothers Fresh Harvest	88/134596	September 27, 2018
Brookshire Brothers Fresh Harvest	5818293	July 30, 2019
Brookshire Brothers Fresh Harvest	5818292	July 30, 2019
Brookshire Brothers Fresh Harvest	88/134652	September 27, 2018
Fresh Harvest	5546077	August 21, 2018
Fresh Harvest	5544857	January 11, 2018
Fresh Harvest	5544849	January 11, 2018

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