

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM713834

<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>
The Chefs' Warehouse, Inc.		03/11/2022	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BMO Harris Bank N.A., as Administrative Agent		
<b>Street Address:</b>	111 West Monroe		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 45</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5547404	ALLEN BROTHERS PRIME DELIVERY	
<b>Registration Number:</b>	6465057	ALLEN BROTHERS THE GREAT STEAKHOUSE STEA	
<b>Registration Number:</b>	6465058	ALLEN BROTHERS WORLD'S FINEST SEAFOOD	
<b>Registration Number:</b>	2122361	ATLANTIC ISLES	
<b>Registration Number:</b>	5808229		
<b>Registration Number:</b>	2140079	DOMAINE DE PROVENCE	
<b>Registration Number:</b>	2219770	FONDO DI ALBA	
<b>Registration Number:</b>	2148228	FONDO DI TOSCANA	
<b>Registration Number:</b>	2160855	FONDO DI TREBBIANO	
<b>Registration Number:</b>	2960120	GOURMET OUTLET OF AMERICA	
<b>Registration Number:</b>	2779823	HACCP - HAND PICKED FROM THE WORLD'S FIN	
<b>Registration Number:</b>	2596704	HANDPICKED FROM THE WORLD'S FINEST FARMS	
<b>Registration Number:</b>	2138504	HANDPICKED FROM THE WORLD'S FINEST FARMS	
<b>Registration Number:</b>	2096166	HANDPICKED FROM THE WORLD'S FINEST FARMS	
<b>Registration Number:</b>	6389507	INSPIRATION DISCOVERED	
<b>Registration Number:</b>	5783389	INSPIRATION DISCOVERED	
<b>Registration Number:</b>	3450553	INTERNATIONAL GALLERY OF CHEESE	
<b>Registration Number:</b>	5932447	JANSAL VALLEY	
<b>Registration Number:</b>	5808228	JANSAL VALLEY	

CH \$1140.00 5547404

Property Type	Number	Word Mark
Registration Number:	2097889	JANSAL VALLEY
Registration Number:	2133394	JANSAL VALLEY 1ST PICK
Registration Number:	3204454	JANSAL VALLEY 1ST PICK OF THE HARVEST
Registration Number:	4841762	JANSAL VALLEY FARM
Registration Number:	6014347	JANSAL VALLEY HERITAGE EST. 1914
Registration Number:	5783386	JANSAL VALLEY INSPIRATION DISCOVERED
Registration Number:	5944546	JANSAL VALLEY INSPIRATION DISCOVERED
Registration Number:	5670268	KILCHURN ESTATE
Registration Number:	2171412	KILCHURN ESTATE
Registration Number:	2152961	KILCHURN ESTATE
Registration Number:	2614310	L'ESSENCE DES FRUITS
Registration Number:	3309625	L'ESSENCE DU CHOCOLAT
Registration Number:	2577715	L'ESSENCE DU FROMAGE
Registration Number:	2503948	NA ZDOROVIA
Registration Number:	3353377	SAKURAUCHI SA
Registration Number:	5524513	SAKURAUCHI SA
Registration Number:	2110778	SID WAINER & SON
Registration Number:	2550725	SID WAINER & SON - HACCP
Registration Number:	5235003	SOUTHCOAST FARMS
Registration Number:	3218891	SOUTHCOAST FARMS
Registration Number:	3077352	SOUTHCOAST FARMS
Registration Number:	6628776	ST. LUC
Registration Number:	5104456	SUSTAINABLE FIELDS
Registration Number:	3484303	THE FRESH OLIVE COMPANY OF PROVENCE
Registration Number:	2740851	THE GOURMET OUTLET OF AMERICA
Registration Number:	5083911	WAINER FAMILY FARM

**CORRESPONDENCE DATA**

**Fax Number:** 3129939767

*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:** 312-993-2622

**Email:** gayle.grocke@lw.com

**Correspondent Name:** Latham & Watkins LLP

**Address Line 1:** 330 N. Wabash Avenue

**Address Line 2:** Suite 2800

**Address Line 4:** Chicago, ILLINOIS 60611

**ATTORNEY DOCKET NUMBER:** 030772-0008

**NAME OF SUBMITTER:** Gayle D. Grocke

<b>SIGNATURE:</b>	/gdg/
<b>DATE SIGNED:</b>	03/11/2022
<b>Total Attachments: 7</b> source=Chefs' Warehouse - 2022 ABL Confirmatory Grant re Trademarks#page1.tif source=Chefs' Warehouse - 2022 ABL Confirmatory Grant re Trademarks#page2.tif source=Chefs' Warehouse - 2022 ABL Confirmatory Grant re Trademarks#page3.tif source=Chefs' Warehouse - 2022 ABL Confirmatory Grant re Trademarks#page4.tif source=Chefs' Warehouse - 2022 ABL Confirmatory Grant re Trademarks#page5.tif source=Chefs' Warehouse - 2022 ABL Confirmatory Grant re Trademarks#page6.tif source=Chefs' Warehouse - 2022 ABL Confirmatory Grant re Trademarks#page7.tif	

**CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (as the same may be amended, restated, supplemented or otherwise modified from time to time, the “Confirmatory Grant”) is made effective as of March 11, 2022, by and from THE CHEFS’ WAREHOUSE, INC., a Delaware corporation (“Grantor”) to and in favor of BMO HARRIS BANK N.A., as Administrative Agent for the Secured Parties (in such capacity, “Grantee”).

WHEREAS, Chefs’ Warehouse Parent, LLC (“CW Parent”), and Dairyland USA Corporation (“Dairyland” and, together with CW Parent, the “Borrowers”), the other Loan Parties party thereto, the Lenders and Grantee have entered into that certain Credit Agreement, dated as of June 29, 2018 (as amended by that certain First Amendment to Credit Agreement, dated as of November 18, 2019 and by that certain Second Amendment to Credit Agreement, dated as of February 24, 2021, and as it may be further amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”).

WHEREAS, the Borrowers, the other Subsidiaries of Holdings and the Administrative Agent have entered into that certain ABL Pledge and Security Agreement dated as of June 29, 2018 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”).

WHEREAS, Grantor and the other Loan Parties have guaranteed the repayment of the Secured Obligations owing to the Lenders pursuant to Article X (Loan Guaranty) of the Credit Agreement.

WHEREAS, Grantor owns the trademarks listed on Exhibit A attached hereto (the “Trademarks”), which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted under the Security Agreement to Grantee for the benefit of the Secured Parties. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement (as in effect on the date hereof).

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Secured Obligations. Upon the payment in full of all the Secured Obligations, Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under the Security Agreement and this Confirmatory Grant.

(b) Grantor hereby grants to Grantee a security interest in (1) all of Grantor’s right, title and interest in and to the Trademarks, together with (2) all proceeds of the Trademarks, (3) the goodwill

associated with the Trademarks and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

3) Counterparts. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

4) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York, but giving effect to federal laws applicable to national banks.

5) Intercreditor Agreement. Notwithstanding anything herein to the contrary, the liens and security interests granted to the Administrative Agent pursuant to this Confirmatory Grant and the exercise of any right or remedy by the Administrative Agent hereunder, are subject to the provisions of the Intercreditor Agreement dated as of June 22, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the "Intercreditor Agreement"), between BMO Harris Bank N.A., as administrative agent for the ABL Secured Parties (as defined in the Intercreditor Agreement) (after giving effect to the joinder to the Intercreditor Agreement referred to in the Credit Agreement), Jefferies Finance LLC, as administrative agent and collateral agent for the Term Loan Secured Parties (as defined in the Intercreditor Agreement), and each of the Loan Parties party thereto (as defined in the Intercreditor Agreement). In the event of any conflict between the terms of the Intercreditor Agreement and the terms of this Confirmatory Grant, the terms of the Intercreditor Agreement shall govern and control.

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IN WITNESS WHEREOF, Grantor has executed this Confirmatory Grant effective as of the date first written above.

THE CHEFS' WAREHOUSE, INC.

By: Alexandros Aldous

Name: Alexandros Aldous

Title: General Counsel, Corporate Secretary and  
Chief Government Relations Officer

Confirmatory Grant of Security Interest In United States Trademarks

**TRADEMARK**  
**REEL: 007657 FRAME: 0334**



CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

Exhibit A - SCHEDULE OF TRADEMARKS


**Trademark Registrations**

UNITED STATES

NAME OF GRANTOR	TRADEMARK	APPLICATION NO. / APPLICATION DATE	REGISTRATION NO. / REGISTRATION DATE
THE CHEFS' WAREHOUSE, INC.	ALLEN BROTHERS PRIME DELIVERY	87632470 03-OCT-2017	5547404 21-AUG-2018
THE CHEFS' WAREHOUSE, INC.	ALLEN BROTHERS THE GREAT STEAKHOUSE STEAKS & WORLD'S FINEST SEAFOOD	90056954 16-JUL-2020	6465057 24-AUG-2021
THE CHEFS' WAREHOUSE, INC.	ALLEN BROTHERS WORLD'S FINEST SEAFOOD	90056964 16-JUL-2020	6465058 24-AUG-2021
THE CHEFS' WAREHOUSE, INC.	ATLANTIC ISLES	75115372 06-JUN-1996	2122361 16-DEC-1997
THE CHEFS' WAREHOUSE, INC.	Design Only  	87980914 14-APR-2017	5808229 16-JUL-2019
THE CHEFS' WAREHOUSE, INC.	DOMAINE DE PROVENCE	75105540 17-MAY-1996	2140079 03-MAR-1998
THE CHEFS' WAREHOUSE, INC.	FONDO DI ALBA	75205995 25-NOV-1996	2219770 19-JAN-1999
THE CHEFS' WAREHOUSE, INC.	FONDO DI TOSCANA	75108852 23-MAY-1996	2148228 31-MAR-1998
THE CHEFS' WAREHOUSE, INC.	FONDO DI TREBBIANO	75108127 22-MAY-1996	2160855 26-MAY-1998
THE CHEFS' WAREHOUSE, INC.	GOURMET OUTLET OF AMERICA	76410919 14-MAY-2002	2960120 07-JUN-2005
THE CHEFS' WAREHOUSE, INC.	HACCPHAND PICKED FROM THE WORLD'S FINEST FARMS	75853882 19-NOV-1999	2779823 04-NOV-2003

NAME OF GRANTOR	TRADEMARK	APPLICATION NO. / APPLICATION DATE	REGISTRATION NO. / REGISTRATION DATE
THE CHEFS' WAREHOUSE, INC.	HANDPICKED FROM THE WORLD'S FINEST FARMS 	75882926 29-DEC-1999	2596704 23-JUL-2002
THE CHEFS' WAREHOUSE, INC.	HANDPICKED FROM THE WORLD'S FINEST FARMS 	75201762 19-NOV-1996	2138504 24-FEB-1998
THE CHEFS' WAREHOUSE, INC.	HANDPICKED FROM THE WORLD'S FINEST FARMS	75122129 19-JUN-1996	2096166 09-SEP-1997
THE CHEFS' WAREHOUSE, INC.	INSPIRATION DISCOVERED	87403677 07-APR-2017	6389507 15-JUN-2021
THE CHEFS' WAREHOUSE, INC.	INSPIRATION DISCOVERED	87980907 07-APR-2017	5783389 18-JUN-2019
THE CHEFS' WAREHOUSE, INC.	INTERNATIONAL GALLERY OF CHEESE	77176388 09-MAY-2007	3450553 17-JUN-2008
THE CHEFS' WAREHOUSE, INC.	JANSAL VALLEY	87412450 14-APR-2017	5932447 10-DEC-2019
THE CHEFS' WAREHOUSE, INC.	JANSAL VALLEY	87980913 14-APR-2017	5808228 16-JUL-2019
THE CHEFS' WAREHOUSE, INC.	JANSAL VALLEY	75217974 24-DEC-1996	2097889 16-SEP-1997
THE CHEFS' WAREHOUSE, INC.	JANSAL VALLEY 1ST PICK	75166181 16-SEP-1996	2133394 27-JAN-1998
THE CHEFS' WAREHOUSE, INC.	JANSAL VALLEY 1ST PICK OF THE HARVEST	78500586 15-OCT-2004	3204454 30-JAN-2007
THE CHEFS' WAREHOUSE, INC.	JANSAL VALLEY FARM	85914724 25-APR-2013	4841762 27-OCT-2015



NAME OF GRANTOR	TRADEMARK	APPLICATION NO. / APPLICATION DATE	REGISTRATION NO. / REGISTRATION DATE
THE CHEFS' WAREHOUSE, INC.	JANSAL VALLEY HERITAGE EST. 1914 	88019236 28-JUN-2018	6014347 17-MAR-2020
THE CHEFS' WAREHOUSE, INC.	JANSAL VALLEY INSPIRATION DISCOVERED	87980892 19-APR-2017	5783386 18-JUN-2019
THE CHEFS' WAREHOUSE, INC.	JANSAL VALLEY INSPIRATION DISCOVERED	87417149 19-APR-2017	5944546 24-DEC-2019
THE CHEFS' WAREHOUSE, INC.	KILCHURN ESTATE	88009689 21-JUN-2018	5670268 05-FEB-2019
THE CHEFS' WAREHOUSE, INC.	KILCHURN ESTATE	75332426 29-JUL-1997	2171412 07-JUL-1998
THE CHEFS' WAREHOUSE, INC.	KILCHURN ESTATE	75111979 31-MAY-1996	2152961 21-APR-1998
THE CHEFS' WAREHOUSE, INC.	L'ESSENCE DES FRUITS	76172422 29-NOV-2000	2614310 03-SEP-2002
THE CHEFS' WAREHOUSE, INC.	L'ESSENCE DU CHOCOLAT	78853570 04-APR-2006	3309625 09-OCT-2007
THE CHEFS' WAREHOUSE, INC.	L'ESSENCE DU FROMAGE	76145741 12-OCT-2000	2577715 11-JUN-2002
THE CHEFS' WAREHOUSE, INC.	NA ZDOROVIA	76145742 12-OCT-2000	2503948 06-NOV-2001
THE CHEFS' WAREHOUSE, INC.	SAKURAUCHI S.A.	78579645 03-MAR-2005	3353377 11-DEC-2007
THE CHEFS' WAREHOUSE, INC.	SAKURAUCHI SA	87728575 20-DEC-2017	5524513 24-JUL-2018
THE CHEFS' WAREHOUSE, INC.	SID WAINER & SON	75198221 07-NOV-1996	2110778 04-NOV-1997

NAME OF GRANTOR	TRADEMARK	APPLICATION NO. / APPLICATION DATE	REGISTRATION NO. / REGISTRATION DATE
THE CHEFS' WAREHOUSE, INC.	SID WAINER & SONHACCP	75853686 19-NOV-1999	2550725 19-MAR-2002
THE CHEFS' WAREHOUSE, INC.	SOUTHCOAST FARMS	87024780 04-MAY-2016	5235003 04-JUL-2017
THE CHEFS' WAREHOUSE, INC.	SOUTHCOAST FARMS	78657933 24-JUN-2005	3218891 13-MAR-2007
THE CHEFS' WAREHOUSE, INC.	SOUTHCOAST FARMS	78239238 17-APR-2003	3077352 04-APR-2006
THE CHEFS' WAREHOUSE, INC.	ST. LUC	90573990 11-MAR-2021	6628776 25-JAN-2022
THE CHEFS' WAREHOUSE, INC.	SUSTAINABLE FIELDS	87025048 04-MAY-2016	5104456 20-DEC-2016
THE CHEFS' WAREHOUSE, INC.	THE FRESH OLIVE COMPANY OF PROVENCE	77366880 08-JAN-2008	3484303 12-AUG-2008
THE CHEFS' WAREHOUSE, INC.	THE GOURMET OUTLET OF AMERICA	76419989 13-JUN-2002	2740851 22-JUL-2003
THE CHEFS' WAREHOUSE, INC.	WAINER FAMILY FARM	86807804 03-NOV-2015	5083911 15-NOV-2016
BASSIAN FARMS, INC. <sup>1</sup>	STEPHENS	73261109 7-MAY-1980	1198367 15-JUN-1982

<sup>1</sup> Acquired from Bassian Farms, Inc., in 2019, to be assigned to The Chefs' Warehouse, Inc.