

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM531321

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HOUCHENS FOOD GROUP, INC.		07/09/2019	Corporation: KENTUCKY
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Administrative Agent		
Street Address:	10 SOUTH DEARBORN		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	2878657	CLOSE TO HOME	
Registration Number:	4845976	COON CREEK	
Registration Number:	4989809	FRIENDLY SERVICE. LOW PRICES.	
Registration Number:	4989808	HANK'S MARKET	
Registration Number:	4989807	HANK'S MARKET	
Registration Number:	1827893	HOUCHENS	
Registration Number:	1901824	HOUCHENS	
Registration Number:	4994326	THAT'S THE HANK'S WAY	
Registration Number:	5261971	THE KETTLE CO. GOURMET POPCORN	
Serial Number:	87797392	CHURCH STREET	
CORRESPONDENCE DATA			
Fax Number:	2149813400		
<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:	214-981-3483		
Email:	dclark@sidley.com		
Correspondent Name:	Dusan Clark, Esq.		
Address Line 1:	Sidley Austin LLP		
Address Line 2:	2021 McKinney Ave., Suite 2000		

CH \$265.00 2878657

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER: 36084-35310

NAME OF SUBMITTER: Dusan Clark

SIGNATURE: /Dusan Clark/

DATE SIGNED: 07/10/2019

Total Attachments: 4

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CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Confirmatory Grant") is made effective as of July 9, 2019 by and from HOUCHENS FOOD GROUP, INC., a Kentucky corporation (the "Grantor"), to and in favor of JPMORGAN CHASE BANK, N.A., (the "Grantee") for itself and as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below).

WHEREAS, the Grantor, the other Loan Parties party thereto, the Lenders and Grantee have entered into a Credit Agreement dated July 9, 2019 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, the Grantor and the other Loan Parties have entered into a Pledge and Security Agreement dated July 9, 2019 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, the Grantor owns the trademarks (the "Trademarks") listed on Exhibit A attached hereto, 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 to Grantee under the Security Agreement. 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 meanings given to them in the Credit Agreement.

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 Secured Obligations (other than contingent indemnification 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 this Confirmatory Grant.

(b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such 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 Commonwealth of Kentucky.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest in United States Trademarks effective as of the date first written above.

HOUCHENS FOOD GROUP, INC.
By: Spencer Coates
Name: Spencer Coates
Title: President

CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS
Exhibit A - SCHEDULE OF TRADEMARKS

Mark	App. No./ App. Date	Reg. No./ Reg. Date	Status
CHURCH STREET 	87797392 14-FEB-2018		Published (Pending) Intent to Use
CLOSE TO HOME 	76507097 15-APR-2003	2878657 31-AUG-2004	Registered
COON CREEK	86586983 03-APR-2015	4845976 03-NOV-2015	Registered
FRIENDLY SERVICE. LOW PRICES.	86579707 27-MAR-2015	4989809 28-JUN-2016	Registered
HANK'S MARKET 	86579694 27-MAR-2015	4989808 28-JUN-2016	Registered
HANK'S MARKET	86579693 27-MAR-2015	4989807 28-JUN-2016	Registered
HOUCHENS 	74404779 23-JUN-1993	1827893 22-MAR-1994	Registered
HOUCHENS	74404780 23-JUN-1993	1901824 27-JUN-1995	Registered
THAT'S THE HANK'S WAY	86579702 27-MAR-2015	4994326 05-JUL-2016	Registered
THE KETTLE CO. GOURMET POPCORN 	86928244 03-MAR-2016	5261971 08-AUG-2017	Registered