

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM337899

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SF Investments, Inc.		04/02/2015	CORPORATION: DELAWARE
Jonmor Investments, Inc.		04/02/2015	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. "Rabobank Nederland"
Street Address:	245 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10167
Entity Type:	Banking Association: NEW YORK

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	3938898	ARMOUR
Registration Number:	4176043	ARMOUR
Registration Number:	3903609	CURLY'S CR
Registration Number:	4317288	E ECKRICH A FAMILY TRADITION SINCE 1894
Registration Number:	4067995	E ECKRICH SINCE 1894
Registration Number:	4013319	HEALTHY ONES
Registration Number:	4010156	HEALTHY ONES
Registration Number:	4625998	HEALTHY ONES
Registration Number:	4196013	HEALTHY ONES
Registration Number:	4496291	JOHN MORRELL OFF THE BONE
Registration Number:	4235090	JOHN MORRELL OFF THE BONE HOMESTYLE CARV
Registration Number:	3963041	JOHN MORRELL SINCE 1827
Registration Number:	4025006	JOHN MORRELL SINCE 1827 E-Z-CUT PREMIUM
Registration Number:	4265662	SINCE 1827 JOHN MORRELL SPECIAL RESERVE
Registration Number:	4205036	SINCE 1827 JOHN MORRELL SPECIAL RESERVE
Registration Number:	4261576	KRETSCHMAR
Registration Number:	4261364	KRETSCHMAR PREMIUM DELI MEATS LEGENDARY
Registration Number:	4261370	KRETSCHMAR PREMIUM DELI MEATS LEGENDARY

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4126395	COOK'S CARVED FROM THE BONE
Registration Number:	4269586	FARMLAND
Registration Number:	4269585	FARMLAND
Registration Number:	4268310	GWALTNEY
Registration Number:	4485856	GWALTNEY
Registration Number:	4412214	SINCE 1870 GWALTNEY
Registration Number:	4415973	SINCE 1870 GWALTNEY GREAT BOLONY
Registration Number:	4437496	SINCE 1870 GWALTNEY GREAT DOGS
Registration Number:	4581664	SMITHFIELD FARMLAND
Registration Number:	4264706	SMITHFIELD MARKETPLACE

CORRESPONDENCE DATA

Fax Number: 8043447999

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: 804-788-8331

Email: HWITM@hunton.com

Correspondent Name: Stephen P. Demm - Hunton & Williams LLP

Address Line 1: 951 East Byrd Street

Address Line 2: Riverfront Plaza - East Tower

Address Line 4: Richmond, VIRGINIA 23219-4074

ATTORNEY DOCKET NUMBER: 67350.9

NAME OF SUBMITTER: Stephen P. Demm

SIGNATURE: /Stephen P. Demm/

DATE SIGNED: 04/10/2015

Total Attachments: 5

source=Cooperatieve Centrale Trademark Security Agreement#page1.tif

source=Cooperatieve Centrale Trademark Security Agreement#page2.tif

source=Cooperatieve Centrale Trademark Security Agreement#page3.tif

source=Cooperatieve Centrale Trademark Security Agreement#page4.tif

source=Cooperatieve Centrale Trademark Security Agreement#page5.tif

TRADEMARK SECURITY AGREEMENT

April 2, 2015

WHEREAS, SF Investments, Inc., a Delaware corporation ("SF Investments") and Jonmor Investments, Inc., a Delaware corporation ("Jonmor," and collectively with SF Investments the "Grantor"), each own certain Trademarks (as defined in the Security Agreement) listed on Schedule 1 annexed hereto, and is a party to the Trademark Licenses (as defined in the Security Agreement) listed on Schedule 1 annexed hereto, as applicable; and

WHEREAS, Grantor and COÖPERATIEVE CENTRALE RAIFFEISEN-BOERENLEENBANK B.A., "RABOBANK NEDERLAND", NEW YORK BRANCH, as agent for itself and certain other parties (in its capacity as agent, together with its successors in such capacity, the "Secured Party") are parties to a Third Amended and Restated Credit Agreement dated as of April 2, 2015 (as same may be amended and in effect from time to time, the "Credit Agreement"); and

WHEREAS, pursuant to the terms of the Third Amended and Restated Pledge and Security Agreement dated as of April 2, 2015 (as said Agreement may be amended and in effect from time to time, the "Security Agreement"), among Grantor, certain other parties and Secured Party, Grantor has granted to Secured Party a security interest in substantially all the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks and Trademark Licenses, , and all proceeds thereof, to secure the payment of all Obligations (as such term is defined in the Credit Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Secured Party a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether presently existing or hereafter created or acquired:

- (1) each Trademark including, without limitation, the Trademarks referred to in Schedule 1 annexed hereto;
- (2) each Trademark License, including, without limitation, each Trademark License referred to in Schedule 1 annexed hereto; and
- (3) all products and proceeds of the foregoing, including, without limitation, and all rights to sue at law or in equity for any Infringement thereof, including the right to receive all proceeds and damages therefrom including, without limitation, the Trademarks referred to in Schedule 1 annexed hereto and the Trademarks licensed under any Trademark License;


provided, however, that notwithstanding any of the other provisions set forth herein in, this Trademark Security Agreement shall not constitute a grant of a security interest in any Excluded Collateral (as defined in the Security Agreement).

This security interest is granted in conjunction with the security interests granted to Secured Party pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Secured Party with respect to the security interest in the Trademark 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.


[Rest of Page Intentionally Blank]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the date first written above.











SF INVESTMENTS, INC., as Grantor











By: 
Name: Jeffrey A. Porter
Title: President


JONMOR INVESTMENTS, INC., as Grantor

By: 
Name: Jeffrey A. Porter
Title: President

Schedule I
to Trademark
Security Agreement

Owner	Exact Mark	Image	Registration Number -	Reg. Date
Jonmor Investments, Inc.	ARMOUR (stylized and/or with design)		3938898	Mar 29, 2011
Jonmor Investments, Inc.	ARMOUR (stylized and/or with design)		4176043	Jul 17, 2012
Jonmor Investments, Inc.	CURLY'S CR (Design)		3903609	Jan 11, 2011
Jonmor Investments, Inc.	E ECKRICH A FAMILY TRADITION SINCE 1894 AND DESIGN		4317288	Apr 9, 2013
Jonmor Investments, Inc.	E ECKRICH SINCE 1894 (stylized and/or with design)		4067995	Dec 6, 2011
Jonmor Investments, Inc.	HEALTHY ONES		4013319	Aug 16, 2011
Jonmor Investments, Inc.	HEALTHY ONES (stylized and/or with design)		4010156	Aug 9, 2011
Jonmor Investments, Inc.	HEALTHY ONES (stylized and/or with design)		4625998	Oct 21, 2014
Jonmor Investments, Inc.	HEALTHY ONES AND CARVING BOARD DESIGN		4196013	Aug 21, 2012
Jonmor Investments, Inc.	JOHN MORRELL OFF THE BONE AND BANNER DESIGN		4496291	Mar 11, 2014
Jonmor Investments, Inc.	JOHN MORRELL OFF THE BONE HOMESTYLE CARVED		4235090	Oct 30, 2012
Jonmor Investments, Inc.	JOHN MORRELL SINCE 1827 (DESIGN)		3963041	May 17, 2011

Owner	Exact Mark	Image	Registration Number -	Reg. Date
Jonmor Investments, Inc.	JOHN MORRELL SINCE 1827 E-Z CUT PREMIUM (stylized and/or with design)		4025006	Sep 13, 2011
Jonmor Investments, Inc.	SINCE 1827 JOHN MORRELL SPECIAL RESERVE AND BANNER DESIGN		4265662	Dec 25, 2012
Jonmor Investments, Inc.	SINCE 1827 JOHN MORRELL SPECIAL RESERVE AND DESIGN		4205036	Sep 11, 2012
Jonmor Investments, Inc.	KRETSCHMAR		4261576	Dec 18, 2012
Jonmor Investments, Inc.	KRETSCHMAR PREMIUM DELI MEATS LEGENDARY TASTE SINCE 1883 AND DESIGN		4261364	Dec 18, 2012
Jonmor Investments, Inc.	KRETSCHMAR PREMIUM DELI MEATS LEGENDARY TASTE SINCE 1883 OFF THE BONE AND DESIGN		4261370	Dec 18, 2012
SF Investments, Inc.	COOK'S CARVED FROM THE BONE		4126395	Apr 10, 2012
SF Investments, Inc.	FARMLAND WITH SUN BW LOGO		4269586	Jan 1, 2013
SF Investments, Inc.	FARMLAND WITH SUN COLOR LOGO		4269585	Jan 1, 2013
SF Investments, Inc.	GWALTNEY		4268310	Jan 1, 2013
SF Investments, Inc.	GWALTNEY STYLIZED LOGO		4485856	Feb 18, 2014
SF Investments, Inc.	SINCE 1870 GWALTNEY AND DESIGN		4412214	Oct 1, 2013
SF Investments, Inc.	SINCE 1870 GWALTNEY GREAT BOLONY		4415973	Oct 8, 2013

Owner	Exact Mark	Image	Registration Number -	Reg. Date
	AND DESIGN			
SF Investments, Inc.	SINCE 1870 GWALTNEY GREAT DOGS AND DESIGN		4437496	Nov 19, 2013
SF Investments, Inc.	SMITHFIELD FARMLAND STYLIZED		4581664	Aug 5, 2014
SF Investments, Inc.	SMITHFIELD MARKETPLACE		4264706	Dec 25, 2012

Trademark Licenses:

- Amended and Restated Trademark License Agreement, dated as of March 1, 2013, between Jonmor Investments, Inc. and John Morrell & Co.
- Amended and Restated Trademark License Agreement, dated as of March 1, 2013, between Jonmor Investments, Inc. and Armour-Eckrich Meats LLC.
- Amended and Restated Trademark License Agreement, dated as of August 3, 2009, between SF Investments, Inc. and The Smithfield Packing Company.
- Amended and Restated Trademark License Agreement, dated as of May 24, 2012, between SF Investments, Inc. and Farmland Foods, Inc.
- Amended and Restated Trademark License Agreement, dated as of March 1, 2013, between SF Investments, Inc. and John Morrell & Co.