

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM339052

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent		04/17/2015	BANK: SWITZERLAND
RECEIVING PARTY DATA			
Name:	HENRY'S HOLDINGS LLC		
Street Address:	11811 N. TATUM BLVD.		
Internal Address:	SUITE 2400		
City:	PHOENIX		
State/Country:	ARIZONA		
Postal Code:	85028		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2784309	HENRY'S MARKETPLACE	
Registration Number:	3659270	BEST PEOPLE · BEST PRODUCTS · BEST VALUE	
Registration Number:	3023486	HENRY'S FARMERS MARKET	
Registration Number:	3440589	SUN HARVEST MARKET	
Registration Number:	3822219	TRUST HENRY'S FOR LIFE	
Registration Number:	3734210	TRUST HENRY'S FOR LIFE	
Registration Number:	1781641	SUN HARVEST	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	kepark@paulweiss.com, dewilliams@paulweiss.com		
Correspondent Name:	Kevin E. Park		
Address Line 1:	1285 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10019-6064		
ATTORNEY DOCKET NUMBER:	21213-002		
NAME OF SUBMITTER:	Kevin Park		

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SIGNATURE:	/Kevin Park/
DATE SIGNED:	04/22/2015
Total Attachments: 3 source=#87095254v1 - (Trademark Release Henry_s Holdings executed)#page1.tif source=#87095254v1 - (Trademark Release Henry_s Holdings executed)#page2.tif source=#87095254v1 - (Trademark Release Henry_s Holdings executed)#page3.tif	

TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of April 17, 2015 is made by **CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH**, as Collateral Agent for the Secured Parties (together with its successors and assigns, the "Agent") (all terms used but not defined herein shall have the meaning assigned to such terms in the Guarantee and Collateral Agreement (as defined below)).

WHEREAS, Henry's Holdings LLC, a Delaware limited liability company (together with each Subsidiary Loan Party, the "Pledgor"), has assigned and pledged a security interest in all of the Article 9 Collateral, including, without limitation, all right, title and interest of Pledgor in, to and under all owned and acquired trademarks, trademark applications and trademark licenses, with all goodwill associated therewith, and all products and proceeds thereof ("Trademarks"), pursuant to that certain Guarantee and Collateral Agreement, dated as of April 23, 2013 (the "Guarantee and Collateral Agreement");

WHEREAS, the security interests granted to the Secured Party were recorded at the United States Patent and Trademark Office as follows: on April 24, 2013 at Reel 005013 and Frames 0677;

WHEREAS, the Agent, on behalf of the Secured Parties, has agreed to terminate and release its security interest in the Pledgor's Trademarks identified on Schedule A attached hereto.

NOW, THEREFORE, for valuable consideration, the Agent, on behalf of the Secured Parties, hereby terminates and releases all mortgages, liens, and security interests granted to the Secured Parties in the following:

1. each of Pledgor's trademarks referred to on Schedule A attached hereto; together with any reissues, continuations or extensions thereof and all goodwill associated therewith;
2. all products and proceeds of the foregoing, including, without limitation, any claim by Pledgor against third parties for past, present or future infringement of any trademark referred to in Schedule A attached hereto.

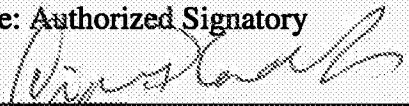
[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Agent has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent

By: 

Name: Robert Hetu
Title: Authorized Signatory

By: 

Name: Vipul Dhadda
Title: Authorized Signatory

**SCHEDULE A TO THE
TERMINATION OF SECURITY INTEREST IN TRADEMARKS**

TRADEMARK

U.S. Trademarks

Trademark	Application No.	Filing Date	Registration No.	Registration Date
HENRY'S MARKETPLACE	78/170840	10/3/2002	2784309	11/18/2003
BEST PEOPLE - BEST PRODUCTS - BEST VALUE	77/575754	9/22/2008	3659270	7/21/2009
HENRY'S FARMERS MARKET	78/491460	9/29/2004	3023486	12/6/2005
SUN HARVEST MARKET	78/558157	2/1/2005	3440589	6/3/2008
TRUST HENRY'S FOR LIFE	77/012069	10/02/2006	3822219	7/20/2010
TRUST HENRY'S FOR LIFE	77/755786	6/9/2009	3734210	1/5/2010
SUN HARVEST (stylized)	74/311677	9/8/1992	1781641	7/13/1993