

This FINANCING STATEMENT is presented to the public for filing only and is not to be used for any other purpose.

1. Debtor(s) (Last Name First) and address(es): John Sexton & Co., 1050 Warrenville Road, Lisle, IL 60532

2. Secured Party(ies) and address(es): Bank of America, N.A. & S.A., Administrative Agent, 231 S. LaSalle Street, Chicago, IL 60697

96375244

Tax ID - Social Security No. 15-3114170

Tax ID - Social Security No. 94-1687665

3. This Financing Statement covers the following types for interest of property:

All of Debtor's right, title and interest in and to all personal property described in EXHIBIT A attached hereto and made a part hereof, whether now owned or existing or hereafter acquired or arising and regardless of where located. Any and all property described in EXHIBIT A hereto may be or may become fixtures on the real property described in EXHIBIT B attached hereto and made a part hereof.

4. Assignments of Secured Party and Address(es)

To be filed in the real estate records of Cook County.

*See attached SCHEDULE I for additional Debtors.

This statement is filed without the debtor's signature to perfect a security interest in collateral. (Check ☒ if not)

☐ already subject to a security interest or lien but jurisdiction when it was brought into this state

☐ which proceeds of the original collateral described above in which a security interest was perfected

Check ☒ if covered ☒ Proceeds of Collateral are also covered ☒ Products of collateral are also covered No. of additional sheets presented 7

John Sexton & Co.

By:  (Signature of Debtor(s))

Thomas F. Flanagan, Assistant Secretary

By: _____ (Signature of Secured Party(ies))

(1) Filing Office Copy - Alphabetical

STANDARD FORM - FORM UCC-1.

F	375	A
		P
	375	V
I		



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Chicago, IL 60603

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96375241

This FINANCING STATEMENT is presented to the filing office for filing in accordance with Uniform Commercial Code. Maturity date (if any):

1 Debtor(s) (Last Name First) and address(es) 2 Secured Party (Last Name First) and address(es) For Filing Officer (Date, Time, Number, and Filing Office)

John Sexton & Co.
1050 Warrenville Road
Lisle, IL 60532

Bank of America N.A. & S.A.,
as Administrative Agent
231 S. LaSalle Street
Chicago, IL 60697

96375244

Tax ID / Social Security No. 36-3114370

Tax ID / Social Security No. 94-1687665

4. This Financing Statement covers the following types (or types) of property:

All of Debtor's right, title and interest in and to all personal property described in EXHIBIT A attached hereto and made a part hereof, whether now owned or existing or hereafter acquired or arising and regardless of where located. Any and all property described in EXHIBIT A hereto may be or may become fixtures on the real property described in EXHIBIT B attached hereto and made a part hereof.

b. Assignments of Secured Party and "Address(es)"

To be filed in the real estate records of Cook County.

*See attached SCHEDULE I for additional Debtors.

This statement is filed without the Debtor's signature to perfect a security interest in collateral. (check ☒ if so)

☐ already subject to a security interest in another jurisdiction when it was brought into this state

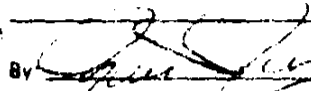
☐ which is proceeds of the original collateral described above in which a security interest was perfected

Filed with

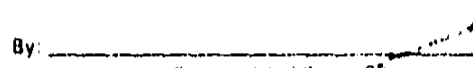
Cook County, Illinois

Check ☒ if covered ☒ Proceeds of Collateral are also covered ☒ Products of collateral are also covered No. of additional Sheets presented 7

John Sexton & Co.

By: 
Signature(s) of Debtor(s)

Thomas F. Flanagan, Assistant Secretary

By: 
Signature(s) of Secured Party(ies)

(2) Filing Officer Copy - Numerical

11-22-98

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01/11/11

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SCHEDULE I

The Debtor also does business under the following names:

White River Canning Co.

Burbank-Douglas

Continental Foods, Inc.

Continental Foods

Continental Foods, Inc., a division of Rykoff-Sexton, Inc.

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98-000001

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EXHIBIT A TO UCC-1 FINANCING STATEMENT

DEBTOR

John Sexton & Co.
1050 Warrenville Road
Lisle, IL 60532-5201

SECURED PARTY

Bank of America National Trust and
Savings Association, as Administrative
Agent
231 S. LaSalle Street, 8th Floor
Chicago, IL 60697

The Financing Statement grants a security interest in the following types (or items) of property:

All of Debtor's right, title and interest in, to and under the following property, wherever located and whether now existing or owned or hereafter acquired or arising (collectively, the "Collateral"): (i) all Accounts; (ii) all Chattel Paper; (iii) all Deposit Accounts; (iv) all Documents; (v) all General Intangibles; (vi) all Instruments; (vii) all Books; (viii) all Fixtures; (ix) all Investment Property; (x) all Equipment; (xi) all Inventory; (xii) all money, cash or cash equivalents; and (xiii) all products and Proceeds of any and all of the foregoing.

For purposes of this Financing Statement, the following definitions shall apply:

"Accounts" means any and all "accounts," as such term is defined in the UCC, whether now existing or hereafter arising or acquired by the Debtor, and in any event includes all accounts receivable, contract rights, rights to payment and other obligations of any kind owed to the Debtor arising out of or in connection with the sale or lease of merchandise, goods or commodities or the rendering of services or arising from any other transaction, however evidenced, and whether or not earned by performance, all guaranties, indemnities and security with respect to the foregoing, and all letters of credit relating thereto, in each case whether now existing or hereafter acquired or arising; provided, however, in no event shall "Accounts" include any property constituting Permitted Receivables transferred or eligible to be transferred to a Receivables Subsidiary pursuant to a Permitted Receivables Purchase Facility.

"Books" means all books, records and other written, electronic or other documentation in whatever form maintained now or hereafter by or for the Debtor in connection with the ownership of its assets or the conduct of its business or evidencing or containing information relating to the Collateral, including (i) ledgers; (ii) records indicating, summarizing, or evidencing the Debtor's assets (including Inventory and Rights to Payment), business operations or financial condition; (iii) computer programs and software; (iv) computer discs, tapes, files, manuals, spreadsheets; (v) computer printouts and output of whatever kind; (vi) any other computer prepared or electronically stored, collected or reported information and equipment of any kind; and (vii) any and all other rights now or hereafter arising out of any contract or agreement between the Debtor and any

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service bureau, computer or data processing company or other Person charged with preparing or maintaining any of the Debtor's books or records or with credit reporting, including with regard to the Debtor's Accounts.

"Chattel Paper" means any "chattel paper," as such term is defined in the UCC, whether now existing or hereafter arising or acquired by the Debtor; provided, however, in no event shall "Chattel Paper" include any property constituting Permitted Receivables transferred or eligible to be transferred to a Receivables Subsidiary pursuant to a Permitted Receivables Purchase Facility.

"Deposit Account" means any demand, time, savings, passbook or like account now or hereafter maintained by or for the benefit of the Debtor with a bank, savings and loan association, credit union or like organization (including BofA) and all funds and amounts therein, whether or not restricted or designated for a particular purpose, other than accounts maintained in connection with a Permitted Receivables Purchase Facility.

"Documents" means any and all "documents," as such term is defined in the UCC, including without limitation all documents of title, bills of lading, dock warrants, dock receipts, warehouse receipts and other documents of the Debtor, whether or not negotiable, and includes all other documents which purport to be issued by a bailee or agent and purport to cover goods in any bailee's or agent's possession which are either identified or are fungible portions of an identified mass, including such documents of title made available to the Debtor for the purpose of ultimate sale or exchange of goods or for the purpose of loading, unloading, storing, shipping, transshipping, manufacturing, processing or otherwise dealing with goods in a manner preliminary to their sale or exchange, in each case whether now existing or hereafter required or arising; provided, however, in no event shall "Documents" include any property constituting Permitted Receivables transferred or eligible to be transferred to a Receivables Subsidiary pursuant to a Permitted Receivables Purchase Facility

"Equipment" means all "equipment," as such term is defined in the UCC (other than automobiles, trucks, tractors, rolling stock and other vehicles), whether now existing or hereafter acquired by the Debtor in all of its forms, wherever located, and in any event it includes any and all machinery, furniture, equipment, furnishings and fixtures in which the Debtor now or hereafter acquires any right, and all other goods and tangible personal property (other than Inventory), including tools, parts and supplies, computer and other electronic data processing equipment and other office equipment, computer programs and related data processing software, and all additions, substitutions, replacements, parts, accessories, and accessions to and for the foregoing, now owned or hereafter acquired, and including any of the foregoing which are or are to become fixtures on real property.

"Fixtures" shall mean any "fixtures" as such term is defined in the UCC, whether now owned or hereafter acquired by the Debtor.

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"General Intangibles" means any "general intangibles," as such term is defined in the UCC, whether now existing or hereafter arising or acquired by the Debtor, and in any event includes: (i) all tax and other refunds, rebates or credits of every kind and nature to which the Debtor is now or hereafter may become entitled; (ii) all goodwill, choses in action and causes of action, whether legal or equitable, whether in contract or tort and however arising; (iii) all Intellectual Property Collateral; (iv) all uncertificated securities and interests in limited and general partnerships; (v) all rights of stoppage in transit, replevin and reclamation; (vi) all licenses, permits, consents, indulgences and rights of whatever kind issued in favor of or otherwise recognized as belonging to the Debtor by any Governmental Authority; and (vii) all indemnity agreements, guaranties, insurance policies and other contractual, equitable and legal rights of whatever kind or nature; in each case whether now existing or hereafter acquired or arising; provided, however, in no event shall "General Intangibles" include any property constituting Permitted Receivables transferred or eligible to be transferred to a Receivables Subsidiary pursuant to a Permitted Receivables Purchase Facility.

"Instruments" means any and all negotiable instruments, certificated securities and every other writing which evidences a right to the payment of money, in each case whether now existing or hereafter acquired by the Debtor; provided, however, in no event shall "Instruments" include any property constituting Permitted Receivables transferred or eligible to be transferred to a Receivables Subsidiary pursuant to a Permitted Receivables Purchase Facility.

"Intellectual Property Collateral" means the following properties and assets owned or held by the Debtor or in which the Debtor otherwise has any interest, now existing or hereafter acquired or arising:

(i) all patents and patent applications, domestic or foreign, all licenses relating to any of the foregoing and all income and royalties with respect to any licenses (including without limitation such patents, patent applications and patent licenses as described in Schedule E), present or future infringement thereof, all rights arising therefrom and pertaining thereto and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof;

(ii) all copyrights and applications for copyright, domestic or foreign, together with the underlying works of authorship (including titles), whether or not the underlying works of authorship have been published and whether said copyrights are statutory or arise under the common law, and all other rights and works of authorship, all rights, claims and demands in any way relating to any such copyrights or works, including royalties and rights to sue for past, present or future infringement, and all rights of renewal and extension of copyright;

(iii) all state (including common law), federal and foreign trademarks, service marks and trade names, and applications for registration of such trademarks, service marks and trade names, all licenses relating to any of the foregoing and all income and royalties with respect to any licenses (including without limitation such marks, names, applications and licenses as described in Schedule E), whether registered or unregistered and wherever registered, all rights to sue for past, present or

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future infringement or unconsented use thereof, all rights arising therefrom and pertaining thereto and all reissues, extensions and renewals thereof;

(iv) all trade secrets, confidential information, customer lists, license rights, advertising materials, operating manuals, methods, processes, know-how, sales literature, drawings, specifications, blue prints, descriptions, inventions, name plates and catalogs; and

(v) the entire goodwill of or associated with the businesses now or hereafter conducted by the Debtor connected with and symbolized by any of the aforementioned properties and assets.

"Inventory" means any "inventory," as such term is defined in the UCC, wherever located, whether now owned or hereafter acquired by the Debtor, and in any event includes all goods (including goods in transit) which are held for sale, lease or other disposition, including those held for display or demonstration or out on lease or consignment or to be furnished under a contract of service, or which are raw materials, work in process, finished goods or materials used or consumed in the Debtor's business, and the resulting product or mass, and all repossessed, returned, rejected, reclaimed and replevied goods, together with all parts, components, supplies, packing and other materials used or usable in connection with the manufacture, production, packing, shipping, advertising, selling or furnishing of such goods; and all other items hereafter acquired by the Debtor by way of substitution, replacement, return, repossession or otherwise, and all additions and accessions thereto, and any Document representing or relating to any of the foregoing at any time; provided, however, in no event shall "Inventory" include any property constituting Permitted Receivables transferred or eligible to be transferred to a Receivables Subsidiary pursuant to a Permitted Receivables Purchase Facility

"Investment Property" shall have the meaning ascribed thereto in Section 9115 of the UCC in those jurisdictions in which such definition has been adopted and shall include without limitation (i) all securities, whether certificated or uncertificated, stocks, bonds, interests in limited liability companies, partnership interests, treasuries, certificates of deposit, and mutual fund shares; (ii) all securities entitlements of the Debtor including without limitation, the rights of the Debtor to any securities account of the Debtor and financial assets held by a securities intermediary in such securities account and any fee, credit balance or other money owing by any securities intermediary with respect to that account; (iii) all securities accounts held by the Debtor; (iv) all commodity contracts held by the Debtor and (v) all commodity accounts held by the Debtor.

"Proceeds" means "proceeds," as such term is defined in the UCC, and in any event, includes whatever is receivable or received from or upon the sale, lease, license, collection, use, exchange or other disposition, whether voluntary or involuntary, of any Collateral or other assets of the Debtor, any and all proceeds of any insurance, indemnity, warranty or guaranty payable to or for the account of the Debtor from time to time with respect to any of the Collateral, any and all payments (in any form whatsoever) made or due and payable to the Debtor from time to time in connection with any requisition, confiscation, condemnation, seizure or forfeiture of all or any part

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of the Collateral by any Governmental Authority (or any Person acting under color of Governmental Authority), any and all other amounts from time to time paid or payable under or in connection with any of the Collateral or for or on account of any damage or injury to or conversion of any Collateral by any Person, any and all other tangible or intangible property received upon the sale or disposition of Collateral, and all proceeds of proceeds; provided, however, in no event shall "Proceeds" include any property constituting Permitted Receivables transferred or eligible to be transferred to a Receivables Subsidiary pursuant to a Permitted Receivables Purchase Facility but, notwithstanding any other provision contained herein, shall include any and all proceeds received from or upon the sale of Permitted Receivables.

"Rights to Payment" means all Accounts, and any and all rights and claims to the payment or receipt of money or other forms of consideration of any kind in, to and under all Chattel Paper, Document, General Intangibles, Instruments and Proceeds.

"UCC" means the Uniform Commercial Code as the same may, from time to time, be in effect in the State of New York; provided, however, in the event that, by reason of mandatory provisions of law, any or all of the attachment, perfection or priority of the security interest in any Collateral is governed by the Uniform Commercial Code as in effect in a jurisdiction other than the State of New York, the term "UCC" shall mean the Uniform Commercial Code as in effect in such other jurisdiction for purposes of the provisions hereof relating to such attachment, perfection or priority and for purposes of definitions related to such provisions.

All capitalized terms used herein and not otherwise defined shall have the same meaning as used in that certain Subsidiaries Security Agreement dated May, 1996 between the Debtor, the Secured Party and the other parties thereto.

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5-15-96/11:01am

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SITE I.A.10/ELK GROVE VILLAGE, IL
(Cook County)

EXHIBIT B

(1225 Arthur Avenue)

Legal Description

LOT 1 IN WESTERBERG RESUBDIVISION OF LOT 316 IN CENTEX INDUSTRIAL PARK UNIT 192
BEING A SUBDIVISION IN THE SOUTH EAST 1/4 OF SECTION 34, TOWNSHIP 41 NORTH, RANGE
11 EAST OF THE THIRD PRINCIPAL MERIDIAN, AND OF LOT 276 IN CENTEX INDUSTRIAL PARK
UNIT 197, BEING A SUBDIVISION IN THE SOUTH 1/2 OF SECTION 34, AFORESAID, IN COOK
COUNTY, ILLINOIS

08-34-402-041-0000

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9-27-2011