

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Diamond Foods, Inc.		03/31/2010	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A.
<b>Street Address:</b>	2001 Clayton Road, 2nd Floor
<b>City:</b>	Concord
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94520
<b>Entity Type:</b>	a national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 41**

Property Type	Number	Word Mark
Registration Number:	0796084	CALWAL
Registration Number:	3455993	COCOA ROAST
Registration Number:	1299727	
Registration Number:	1365849	
Registration Number:	2975312	
Registration Number:	511213	DIAMOND
Registration Number:	1890026	DIAMOND
Registration Number:	1513769	DIAMOND
Registration Number:	130162	DIAMOND BRAND
Registration Number:	724880	DIAMOND BRAND
Registration Number:	2449847	DIAMOND OF CALIFORNIA
Registration Number:	1801304	DIAMOND OF CALIFORNIA
Registration Number:	1299723	DIAMOND OF CALIFORNIA
Registration Number:	728907	EMERALD

CH \$1040.00 0796084

Registration Number:	639432	EMERALD
Registration Number:	3498270	EMERALD COCOA ROAST
Registration Number:	2093018	EMERALD OF CALIFORNIA
Registration Number:	3247988	EMERALD OF CALIFORNIA
Registration Number:	2901557	HARVEST RESERVE
Registration Number:	592483	HOLIDAY
Registration Number:	3108855	SNACK ON!
Registration Number:	808927	SUNTAND
Registration Number:	3110068	WE WANT TO BE ALL NUTS TO ALL PEOPLE
Registration Number:	1859218	COUNTRY STREAM
Registration Number:	2547353	GOLDEN STREAM
Registration Number:	2713406	GOLDEN STREAM
Registration Number:	1741507	GOLDEN STREAM FIRST CHOICE SNACKS
Registration Number:	1129029	HARMONY
Registration Number:	1397028	HARMONY
Registration Number:	1129023	HARMONY
Registration Number:	2665022	HARMONY
Registration Number:	2682629	HARMONY
Registration Number:	3080252	HARMONY
Registration Number:	2870822	HARMONY SNACKS
Registration Number:	3236174	HOMA
Registration Number:	3236175	HOMA
Registration Number:	1517330	TROPICAL TRAIL MIX
Registration Number:	3074088	UP & AT 'EM
Registration Number:	3176924	WHEN GREAT TASTE AND WHOLESOME GOODNESS COME TOGETHER, YOU HAVE HARMONY
Serial Number:	78754524	EMERALD
Serial Number:	77852070	FEED YOUR FINGERS

**CORRESPONDENCE DATA**

Fax Number: (704)350-7800  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (704) 350-7738  
Email: bsmith@winston.com  
Correspondent Name: Betty G. Smith  
Address Line 1: Winston & Strawn LLP, 214 N. Tryon St.  
Address Line 2: 22nd Floor

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER: 3165.07029

NAME OF SUBMITTER: Betty G. Smith

Signature: /Betty G. Smith/

Date: 04/01/2010

**Total Attachments: 6**

source=Diamond Foods - trademarks\_00000001#page1.tif

source=Diamond Foods - trademarks\_00000001#page2.tif

source=Diamond Foods - trademarks\_00000001#page3.tif

source=Diamond Foods - trademarks\_00000001#page4.tif

source=Diamond Foods - trademarks\_00000001#page5.tif

source=Diamond Foods - trademarks\_00000001#page6.tif

## TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement (this "Agreement") dated as of March 31, 2010 by and between DIAMOND FOODS, INC., a Delaware corporation (the "Grantor"), having its chief executive office at 600 Montgomery Street, 17<sup>th</sup> Floor, San Francisco, California, 94111, and BANK OF AMERICA, N.A., as Administrative Agent (the "Administrative Agent"), with offices at 2001 Clayton Road, 2<sup>nd</sup> Floor, Concord, California 94520, for the ratable benefit of the Secured Parties as defined in that certain Credit Agreement, dated as of February 25, 2010 (as amended, restated, supplemented or otherwise modified, the "Credit Agreement"), among the Grantor, the banks and other financial institutions from time to time party thereto and the Administrative Agent.

This Agreement is executed pursuant to the terms of a Collateral Agreement dated as of February 25, 2010 among the Grantor, certain of its Subsidiaries party thereto and the Administrative Agent for the ratable benefit of the Secured Parties (as amended, restated, supplemented or otherwise modified, the "Collateral Agreement"). Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Collateral Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:


- (i) each Trademark and all of the associated goodwill connected with the use of, and symbolized by, each Trademark of the Grantor, including, without limitation, each Trademark described on Schedule A;
- (ii) all claims by the Grantor against third parties for (a) past, present or future infringement or dilution of any Trademark, including, without limitation, any Trademark described on Schedule A or (b) injury to the goodwill associated with any Trademark; and
- (iii) all products and proceeds of the foregoing.

The rights and remedies of the Administrative Agent, on behalf of the Secured Parties, with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

DIAMOND FOODS, INC., as Grantor

By:   
Name: Steven M. Neil  
Title: Executive Vice President, Chief  
Financial and Administrative  
Officer

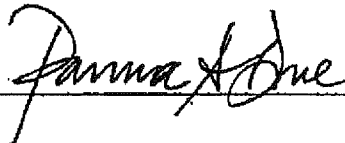
ACKNOWLEDGMENT

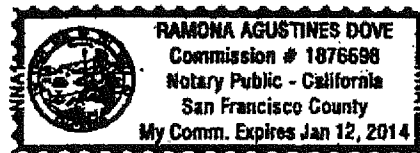
State of California  
County of San Francisco

On March 23, 2010 before me, Ramona Agustines Dove, personally appeared Steven M. Neil who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/hers/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature  (Seal)



Any certificate of acknowledgment taken in another state shall be sufficient in the State of California if it is taken in accordance with the laws of the place where the acknowledgment is made.

260.165 (Rev. 1/06)

[Signature Pages Continue]


Diamond Foods, Inc.  
Trademark Security Agreement  
Signature Pages

TRADEMARK  
REEL: 004178 FRAME: 0083

Agreed and Accepted as of the  
31<sup>st</sup> day of March, 2010.

**BANK OF AMERICA, N.A.,**  
as Administrative Agent

By: \_\_\_\_\_

  
Name: Ken Puro

Title: Vice President

Diamond Foods, Inc.  
Trademark Security Agreement  
Signature Pages

**TRADEMARK**  
**REEL: 004178 FRAME: 0084**

**SCHEDULE A**



to

**Trademark Security Agreement dated as of March 31, 2010**




by and between

**Diamond Foods, Inc. and Bank of America, N.A.**

<b>TRADEMARK</b>	<b>COUNTRY</b>	<b>REGISTRATION NUMBER OR SERIAL NUMBER</b>	<b>OWNER</b>	<b>FILING DATE</b>	<b>REGISTRATION DATE (IF APPLICABLE)</b>	<b>DATE AFFIDAVIT OF USE AND/OR RENEWAL IS DUE</b>
<b>CALWAL</b>	UNITED STATES OF AMERICA	0796084	Diamond Foods, Inc.	04-Jan-1965	14-Sep-1965	Renewal - FILE RENEWAL - 14-Sep-2015
<b>COCOA ROAST</b>	UNITED STATES OF AMERICA	3455993	Diamond Foods, Inc.	19-Nov-2007	24-Jun-2008	Aff of Use - 24-Jun-2014 Renewal - First Renewal - 24-Jun-2018
<b>Design (diamond)</b>	UNITED STATES OF AMERICA	1299727	Diamond Foods, Inc.	07-Nov-1983	09-Oct-1984	Renewal - FILE RENEWAL - 09-Oct-2014
<b>Design (diamond)</b>	UNITED STATES OF AMERICA	1365849	Diamond Foods, Inc.	07-Nov-1983	15-Oct-1985	Renewal - FILE RENEWAL - 15-Oct-2015
<b>Design (red diamond)</b>	UNITED STATES OF AMERICA	2975312	Diamond Foods, Inc.	29-Oct-2003	26-Jul-2005	SECTIONS 8&15 DUE - FILE - 26-Jul-2011 Renewal - FILE RENEWAL - 26-Jul-2015
<b>DIAMOND</b>	UNITED STATES OF AMERICA	511213	Diamond Foods, Inc.	19-Sep-1947	21-Jun-1949	Renewal - Next Renewal - 21-Jun-2019
<b>DIAMOND</b>	UNITED STATES OF AMERICA	1890026	Diamond Foods, Inc.	16-May-1994	18-Apr-1995	Renewal - FILE RENEWAL - 18-Apr-2015
<b>DIAMOND AND DESIGN</b>	UNITED STATES OF AMERICA	1513769	Diamond Foods, Inc.	05-Feb-1988	22-Nov-1988	Renewal - Next Renewal - 22-Nov-2018
<b>DIAMOND BRAND and design</b>	UNITED STATES OF AMERICA	130162	Diamond Foods, Inc.	09-Jun-1919	13-Apr-1920	Renewal - FILE RENEWAL - 13-Apr-2010
<b>DIAMOND BRAND and design</b>	UNITED STATES OF AMERICA	724880	Diamond Foods, Inc.	05-Aug-1960	05-Dec-1961	Renewal - FILE RENEWAL - 05-Dec-2011
<b>DIAMOND OF CALIFORNIA and design</b>	UNITED STATES OF AMERICA	2449847	Diamond Foods, Inc.	25-Mar-1999	08-May-2001	Renewal - FILE RENEWAL - 08-May-
<b>DIAMOND OF CALIFORNIA and design</b>	UNITED STATES OF AMERICA	1801304	Diamond Foods, Inc.	06-Jul-1990	26-Oct-1993	Renewal - FILE RENEWAL - 26-Oct-2013
<b>DIAMOND OF CALIFORNIA and design</b>	UNITED STATES OF AMERICA	1299723	Diamond Foods, Inc.	11-Oct-1983	09-Oct-1984	Renewal - FILE RENEWAL - 09-Oct-2014
<b>EMERALD</b>	UNITED STATES OF AMERICA	728907	Diamond Foods, Inc.	05-Aug-1960	20-Mar-1962	Renewal - FILE RENEWAL - 20-Mar-2012
<b>EMERALD</b>	UNITED STATES OF AMERICA	639432	Diamond Foods, Inc.	02-Mar-1956	01-Jan-1957	Renewal - FILE RENEWAL - 01-Jan-2017

<b>TRADEMARK</b>	<b>COUNTRY</b>	<b>REGISTRATION NUMBER OR SERIAL NUMBER</b>	<b>OWNER</b>	<b>FILING DATE</b>	<b>REGISTRATION DATE (IF APPLICABLE)</b>	<b>DATE AFFIDAVIT OF USE AND/OR RENEWAL IS DUE</b>
<b>EMERALD and Hexagon Design</b>	UNITED STATES OF AMERICA	78/754524	Diamond Foods, Inc.	15-Nov-2005		
<b>EMERALD COCOA ROAST</b>	UNITED STATES OF AMERICA	3498270	Diamond Foods, Inc.	19-Nov-2007	09-Sep-2008	Aff of Use - 09-Sep-2014 Renewal - First Renewal - 09-Sep-2018
<b>EMERALD OF CALIFORNIA and design (octago</b>	UNITED STATES OF AMERICA	2093018	Diamond Foods, Inc.	05-Aug-1996	02-Sep-1997	SECTION 15 ONLY DUE - 02-Sep-2017 Renewal - FILE RENEWAL - 02-Sep-2017
<b>EMERALD OF CALIFORNIA and Design (Octago</b>	UNITED STATES OF AMERICA	3247988	Diamond Foods, Inc.	20-Jun-2005	29-May-2007	SECTIONS 8&15 DUE - FILE - 29-May- Renewal - FILE RENEWAL - 29-May-
<b>FEED YOUR FINGERS</b>	UNITED STATES OF AMERICA	77852070	Diamond Foods, Inc.	19-Oct-2009		19-Apr-2010
<b>HARVEST RESERVE</b>	UNITED STATES OF AMERICA	2901557	Diamond Foods, Inc.	04-Apr-2003	09-Nov-2004	SECTIONS 8&15 DUE - FILE - 09-Nov-2010 Renewal - FILE RENEWAL - 09-Nov-2014
<b>HOLIDAY (stylized)</b>	UNITED STATES OF AMERICA	592483	Diamond Foods, Inc.	04-Apr-1951	13-Jul-1954	Renewal - FILE RENEWAL - 13-Jul-2014
<b>SNACK ON!</b>	UNITED STATES OF AMERICA	3108855	Diamond Foods, Inc.	13-Dec-2004	27-Jun-2006	SECTIONS 8&15 DUE - FILE - 27-Jun-2012 Renewal - FILE RENEWAL - 27-Jun-2016
<b>SUNTAND</b>	UNITED STATES OF AMERICA	808927	Diamond Foods, Inc.	03-Aug-1965	24-May-1966	Renewal - FILE RENEWAL - 24-May-2016
<b>WE WANT TO BE ALL NUTS TO ALL PEOPLE</b>	UNITED STATES OF AMERICA	3110068	Diamond Foods, Inc.	09-Jan-2004	27-Jun-2006	SECTIONS 8&15 DUE - FILE - 27-Jun-2012 Renewal - FILE RENEWAL - 27-Jun-2016
<b>COUNTRY STREAM</b>	UNITED STATES OF AMERICA	1859218	Diamond Foods, Inc.	22-Feb-1993	October 18, 1994	Ren. October 18, 2014
<b>GOLDEN STREAM</b>	UNITED STATES OF AMERICA	2547353	Diamond Foods, Inc.	16-Jul-2001	March 12, 2002	Ren. March 12, 2012
	UNITED STATES OF AMERICA	2713406	Diamond Foods, Inc.	22-Jul-2002	May 6, 2003	Ren. May 6, 2013
	UNITED STATES OF AMERICA	1741507	Diamond Foods, Inc.	18-Nov-1991	December 22, 1992	Ren. December 22, 2012
<b>HARMONY</b>	UNITED STATES OF AMERICA	1129029	Diamond Foods, Inc.	05-Sep-1978	January 8, 1980	Ren. January 8, 2020



<b>TRADEMARK</b>	<b>COUNTRY</b>	<b>REGISTRATION NUMBER OR SERIAL NUMBER</b>	<b>OWNER</b>	<b>FILING DATE</b>	<b>REGISTRATION DATE (IF APPLICABLE)</b>	<b>DATE AFFIDAVIT OF USE AND/OR RENEWAL IS DUE</b>
HARMONY	UNITED STATES OF AMERICA	1397028	Diamond Foods, Inc.	19-Jul-1985	June 10, 1986	Ren. June 10, 2016
HARMONY	UNITED STATES OF AMERICA	1129023	Diamond Foods, Inc.	05-Sep-1978	January 8, 1980	Ren. January 8, 2020
HARMONY	UNITED STATES OF AMERICA	2665022	Diamond Foods, Inc.	10-Nov-1999	December 24, 2002	Ren. December 24, 2012
HARMONY	UNITED STATES OF AMERICA	2682629	Diamond Foods, Inc.	22-Jun-2001	February 4, 2003	Ren. February 4, 2013
	UNITED STATES OF AMERICA	3080252	Diamond Foods, Inc.	14-Jul-2004	April 11, 2006	Aff. of Use April 11, 2012
	UNITED STATES OF AMERICA	2870822	Diamond Foods, Inc.	19-Dec-2001	August 10, 2004	Aff. of Use August 10, 2010
HOMA	UNITED STATES OF AMERICA	3236174	Diamond Foods, Inc.	25-Oct-2005	May 1, 2007	Aff. of Use May 1, 2013
	UNITED STATES OF AMERICA	3236175	Diamond Foods, Inc.	25-Oct-2005	May 1, 2007	Aff. of Use May 1, 2013
TROPICAL TRAIL MIX	UNITED STATES OF AMERICA	1517330	Diamond Foods, Inc.	02-May-1988	December 20, 1988	Ren. December 20, 2018
UP & AT EM	UNITED STATES OF AMERICA	3074088	Diamond Foods, Inc.	06-Jul-2004	March 28, 2006	Aff. of Use March 28, 2012
WHEN GREAT TASTE AND WHOLESOME GOODNESS COME TOGETHER, YOU HAVE HARMONY	UNITED STATES OF AMERICA	3176924	Diamond Foods, Inc.	09-Jan-2006	November 28, 2006	Aff. of Use November 28, 2012