

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

True World Foods New York LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other: limited liability company

Citizenship (see guidelines) Delaware

Execution Date(s) 6/13/2013

Additional names of conveying parties attached? Yes No

- Association
- Limited Partnership

2. Name and address of receiving party(ies)

- Yes
- No

Additional names, addresses, or citizenship attached?

Name: JPMorgan Chase Bank, N.A.

Internal Address: _____

Street Address: 277 Park Avenue

City: New York

State: New York

Country: USA

Zip: 10172

Association Citizenship U.S.A.

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship _____

Other Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Grant of Trademark Security Interest
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) N/A

B. Trademark Registration No.(s) 77295954

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown)

New York Fish House and Logo (Registration Date: 6/24/08)

5. Name address of party to whom correspondence concerning document should be mailed:

Name: Susan O'Brien

Internal Address: CT Lien Solutions

Street Address: 187 Wolf Road - Suite 101

City: Albany

State: New York

Zip: 12205

Phone Number: 800-342-3676

Fax Number: 800-962-7049

Email Address: cls-uds@albany@wolterskluwer.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____

Expiration Date _____

b. Deposit Account Number _____

Authorized User Name: _____

9. Signature: _____

Signature

Evan A. Pilchik
Name of Person Signing

7/10
Date

Total number of pages including cover sheet, attachments, and document. 6

Documents to be recorded (including cover sheet) should be faxed to (703) 308-6895, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$40.00 77295954

GRANT OF TRADEMARK SECURITY INTEREST

GRANT OF TRADEMARK SECURITY INTEREST ("*Grant*"), dated as of June 13, 2013, by TRUE WORLD FOODS NEW YORK LLC ("*Grantor*"), in favor of JPMorgan Chase Bank, N.A. ("*Lender*").

WITNESSETH:

WHEREAS, Grantor, certain of its Affiliates and Lender are entering into a Fourth Amended and Restated Credit Agreement dated as of the date hereof (as it may be amended or modified from time to time, the "*Credit Agreement*");

WHEREAS, Grantor, certain of its Affiliates and Lender are entering into an Amended and Restated Pledge and Security Agreement dated as of the date hereof (as it may be amended or modified from time to time, the "*Security Agreement*") in order to induce the Lenders to enter into and extend credit to Grantor and certain of its Affiliates under the Credit Agreement and to secure the Secured Obligations; and

WHEREAS, pursuant to the Security Agreement, Grantor is executing and delivering to Lender this Grant for filing with the United States Patent and Trademark Office;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. **Defined Terms.** All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement or, if not defined therein, in the Security Agreement.

2. **Grant of Security Interest in Trademarks.** Grantor hereby grants to Lender a security interest in all of its right, title and interest in, to and under all of Grantor's presently existing or hereafter acquired Trademarks, including, without limitation, the Trademarks set forth on **Schedule A** hereto, and all proceeds and products thereof.

3. **Security Agreement.** The security interest granted pursuant to this Grant is granted in conjunction with, and not in limitation of, the security interests granted to Lender pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Lender with respect to the security interest in the Trademarks and related Collateral 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.

[Signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Grant to be executed and delivered by its duly authorized officer as of the date first set forth above.

TRUE WORLD FOODS NEW YORK LLC

By: 

Name: YOUNG KIM

Title: _____

ACCEPTED AND ACKNOWLEDGED BY:

JPMORGAN CHASE BANK, N.A.,

as Lender

By: _____

Name: _____

Title: _____

Grant of Security Interest in Trademarks

IN WITNESS WHEREOF, Grantor has caused this Grant to be executed and delivered by its duly authorized officer as of the date first set forth above.

TRUE WORLD FOODS NEW YORK LLC

By: _____

Name: _____

Title: _____

ACCEPTED AND ACKNOWLEDGED BY:

JPMORGAN CHASE BANK, N.A.,

as Lender

By:  _____

Name: JOHN LEE

Title: Authorized Officer

Grant of Security Interest in Trademarks

TRADEMARK
REEL: 005073 FRAME: 0076

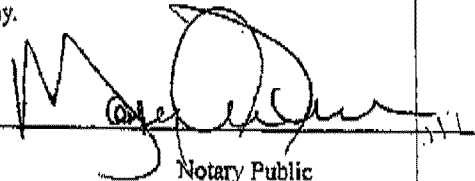
ACKNOWLEDGMENT OF GRANTOR

STATE OF Colorado)

) ss.

COUNTY OF Denver)

On this 7th day of June, 2013, before me personally came Yujin Kim
to me known, who, being by me duly sworn, did depose and say that he/she is the
CFO of TRUE WORLD FOODS NEW YORK LLC, the limited liability
company described in, and which executed the foregoing instrument, and that he is authorized to
execute said instrument on behalf of said company.



Notary Public

Grant of Security Interest in Trademarks

Schedule A

TRADEMARKS

Name of Grantor	Trademark	Registration Number	Registration Date
True World Foods New York LLC	NEW YORK FISH HOUSE and Logo	77295954	06/24/08

TRADEMARK APPLICATIONS

NONE

Grant of Security Interest in Trademarks

TRADEMARK