

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM378054

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
OCEAN DIRECT, LLC		03/18/2016	Limited Liability Company: CALIFORNIA
RICH CHICKS, LLC		03/18/2016	Limited Liability Company: DELAWARE
RICHMOND WHOLESALE MEAT CO.		03/18/2016	Corporation: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	MB Financial Bank, N.A.
<b>Street Address:</b>	6111 N. River Road, 3rd Floor
<b>City:</b>	Rosemont
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60018
<b>Entity Type:</b>	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 19**

Property Type	Number	Word Mark
<b>Registration Number:</b>	3780989	OCEAN DIRECT
<b>Registration Number:</b>	3780981	OCEAN DIRECT
<b>Registration Number:</b>	3781043	AMERICAN BOUNTY
<b>Registration Number:</b>	3781056	AMERICAN BOUNTY
<b>Registration Number:</b>	3781041	AMERICAN BOUNTY
<b>Registration Number:</b>	3781044	AMERICAN BOUNTY
<b>Registration Number:</b>	3781039	AMERICAN BOUNTY
<b>Registration Number:</b>	3868403	BELLA TORINO DELIZIOSO!
<b>Registration Number:</b>	4230345	EAGLE ROCK BAKERY
<b>Registration Number:</b>	3967244	HARVEST DELIGHT
<b>Registration Number:</b>	3912204	SUNRISE ORCHARDS
<b>Registration Number:</b>	3802157	TAHOE TRAIL SNACKS
<b>Registration Number:</b>	3963723	WILDWOOD FARMS
<b>Registration Number:</b>	3888895	WILSHIRE & YORK GRAVY AND SOUP BASE
<b>Registration Number:</b>	3877781	RICH CHICKS RICH IN NUTRITION

CH \$490.00 3780989

Property Type	Number	Word Mark
Registration Number:	3628655	SUNDAE'S CHOICE
Registration Number:	3703337	TIARE
Registration Number:	3785256	GINA GALLINA
Registration Number:	2712836	RICHMOND PEAK QUALITY

**CORRESPONDENCE DATA**

Fax Number: 3126095005  
*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: 312-609-7897  
Email: hmiller@vedderprice.com  
Correspondent Name: Holly Miller  
Address Line 1: 222 North LaSalle Street - 24th Floor  
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	47824000005
NAME OF SUBMITTER:	Holly Miller
SIGNATURE:	/Holly Miller/
DATE SIGNED:	03/25/2016

**Total Attachments: 8**  
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## GRANT OF SECURITY INTEREST IN TRADEMARKS

WHEREAS, OCEAN DIRECT, LLC, a California limited liability company (“**OD**”), RICH CHICKS, LLC, a Delaware limited liability company (“**RC**”), and RICHMOND WHOLESALE MEAT CO., a California corporation (“**RWM**”; together with OD and RC, collectively, the “**Grantors**”), own the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith set forth on Schedule A attached hereto; and

WHEREAS, MB Financial Bank, N.A. (the “**Grantee**”), desires to acquire a security interest in, and lien on, all of Grantors’ right, title and interest in and to Grantors’ trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith; and

WHEREAS, the Grantors are willing to grant to the Grantee a security interest in and lien upon the trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith described above.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and subject to the terms and conditions of the Credit and Security Agreement, dated as of March 18, 2016, between the Grantors and the Grantee and the other parties thereto (as amended from time to time, the “**Credit Agreement**”), the Grantors hereby grant to the Grantee a security interest in, and a lien upon, all of Grantors’ right, title and interest in and to (i) the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith (the “**Marks**”) set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Credit Agreement) of the Marks, (iii) all of the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action, past, present and future, for infringement, misappropriation, or dilution of any of the Marks or unfair competition regarding the same.

This GRANT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Credit Agreement) of the Grantors and shall be effective as of the date of the Credit Agreement.

This Grant of Security Interest has been granted in conjunction with the security interest granted to Grantee under the Credit Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Credit Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Credit Agreement, the provisions of the Credit Agreement shall govern.

*[signature page to follow]*

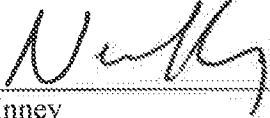
*(Signature Page to Grant of Security Interest in Trademarks)*

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the date of the Credit Agreement.

**GRANTOR:**

OCEAN DIRECT, LLC,  
a California limited liability company

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



Name: Neil Kinney

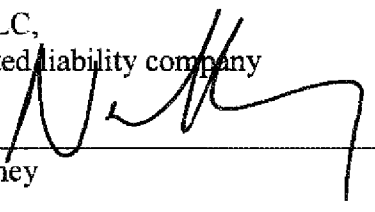
Title: Manager

*(Signature Page to Grant of Security Interest in Trademarks)*

**GRANTOR:**

RICH CHICKS, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Name: Neil Kinney  
Title: President

A handwritten signature in black ink, appearing to read 'Neil Kinney', is written over a horizontal line. The signature is stylized and cursive.

*(Signature Page to Grant of Security Interest in Trademarks)*

**GRANTOR:**

RICHMOND WHOLESALE MEAT CO.,  
a California corporation

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

Name: Richard N. Doellstedt

Title: CEO

*(Signature Page to Grant of Security Interest in Trademarks)*

GRANTEE:

MB FINANCIAL BANK, N.A.

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

Name: Jeffrey Seiden

Title: Senior Vice President

**Schedule A**

**OCEAN DIRECT, LLC TRADE NAMES AND TRADEMARKS**

<b>Entity</b>	<b>Formation Date</b>	<b>Authority</b>	<b>Regist. No.</b>
<i>Ocean Direct d.b.a.</i>			
<i>Registrations</i>			
Boardwalk Solutions	12/20/2012	LA County	2012252039
Pro Food Solutions	3/7/2014	LA County	2014061595
<i>OD Registered Trademarks</i>			
Ocean Direct		USPTO	3780989
Ocean Direct		USPTO	3780981
American Bounty		USPTO	3781043
American Bounty		USPTO	3781056
American Bounty		USPTO	3781041
American Bounty		USPTO	3781044
American Bounty		USPTO	3781039
Bella Torino Delizioso!		USPTO	3868403
Eagle Rock Bakery		USPTO	4230345
Harvest Delight		USPTO	3967244
Sunrise Orchards		USPTO	3912204
Tahoe Trail Snacks		USPTO	3802157
Wildwood Farms		USPTO	3963723
Wilshire & York Gravy and Soup Base		USPTO	3888895



**RICH CHICKS, LLC TRADENAMES AND TRADEMARKS**

<b>Entity</b>	<b>Formation Date</b>	<b>Authority</b>	<b>Regist. No.</b>
RC Registered Trademark: Rich Chicks, Rich in Nutrition		USPTO	3877781
<i>RC Un-registered Trademarks</i>		-	-
Gala Select Foods		-	-
Liberty Bakery		-	-
Ole' Picante		-	-
Valle D'Osta		-	-
Victory Garden		-	-
Boardwalk Solutions		-	-
Pro Food Solutions		-	-

**RICHMOND WHOLESALE MEAT CO. TRADEMARKS**

<u>Trademark</u>	<u>Registered With</u>	<u>Date of Registered Established</u>	<u>Reg. No.</u>
Sundae's Choice	USPTO	May-09	3628655
Tiare	USPTO	October-09	3703337
Gina Gallina	USPTO	May-10	378525 6
Richmond Peak Quality & Design	USPTO	May-03	2712836

Unregistered:

Global Ranch (trademarks & services)	European Union	Pending Jan-10	
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Interprime (trademarks & services)	European Union	Pending Jan-10	
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Unregistered trademark Wiki-Wings (Hawaii)	State of Hawaii	Jan-87	90548 expired 1/25/98
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