

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM391496

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Assignment of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MIDCAP FINANCIAL TRUST		07/14/2016	STATUTORY TRUST: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MIDCAP FUNDING X TRUST		
<b>Street Address:</b>	C/O MIDCAP FINANCIAL SERVICES, LLC, AS SERVICER		
<b>Internal Address:</b>	7255 WOODMONT AVENUE, SUITE 200		
<b>City:</b>	BETHESDA		
<b>State/Country:</b>	MARYLAND		
<b>Postal Code:</b>	20814		
<b>Entity Type:</b>	STATUTORY TRUST: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3478919	MRS. GREEN'S NATURAL MARKET	
<b>Registration Number:</b>	4160227	FRESH & GREEN'S	
<b>Registration Number:</b>	4364049		
<b>Serial Number:</b>	86846661	GOOD FOOD. GOOD FOR YOU. GOOD FOR THE EA	
<b>Serial Number:</b>	86630519	SIMPLY.REAL.FOOD.	
<b>Serial Number:</b>	86847150	YOU'RE A NATURAL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Email:</b>	kansley@stradley.com		
<b>Correspondent Name:</b>	KAREEM ANSLEY		
<b>Address Line 1:</b>	STRADLEY RONON		
<b>Address Line 2:</b>	100 PARK AVENUE		
<b>Address Line 4:</b>	NEW YORK, NEW YORK 10017		
<b>ATTORNEY DOCKET NUMBER:</b>	186687-0062		
<b>NAME OF SUBMITTER:</b>	Kareem Ansley		
<b>SIGNATURE:</b>	/Kareem Ansley/		

CH \$165.00 3478919

<b>DATE SIGNED:</b>	07/14/2016
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**Total Attachments: 4**  
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## **INTELLECTUAL PROPERTY ASSIGNMENT OF SECURITY INTEREST**

**WHEREAS** Planet Organic Holding Corp. granted a security interest in the trademarks referred to in Schedule A (the “**Planet Organic Trademarks**”) to Midcap Financial Trust (“**Assignor**”), in its capacity as administrative agent for and on behalf of itself and the other lenders, pursuant to an Intellectual Property Security Agreement dated as of June 27, 2016 (the “**Planet Organic Security Interest**”);

**WHEREAS** Natural Market Restaurants Corp. granted a security interest in the trademarks referred to in Schedule B (the “**NMR Trademarks**”) to Assignor, in its capacity as administrative agent for and on behalf of itself and the other lenders, pursuant to another Intellectual Property Security Agreement dated as of June 27, 2016 (the “**NMR Security Interest**”);

**WHEREAS** Assignor has sold, assigned and transferred, set-over and conveyed to Midcap Funding X Trust (“**Assignee**”), and Assignee has assumed, all of Assignor’s right, title and interest and obligations under, among other things, the Planet Organic Security Interest and the NMR Security Interest, pursuant to a Bill of Sale, Assignment and Assumption made as of June 27, 2016.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor confirms it has sold, assigned and transferred, set-over and conveyed to Assignee, and Assignee confirms it has assumed, and for greater certainty, Assignor hereby sells, assigns and transfers, sets-over and conveys to Assignee, and Assignee hereby assumes, all of Assignor’s right, title and interest and obligations under the Planet Organic Security Interest and the NMR Security Interest, effective as of June 27, 2016.

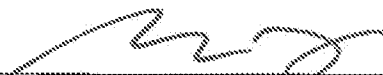
*[Remainder of the page left blank. Signature page follows.]*

IN WITNESS WHEREOF, the parties has executed this agreement on the dates written below.

**MIDCAP FINANCIAL TRUST**

By: Apollo Capital Management, L.P., its investment manager

By: Apollo Capital Management GP, LLC, its general partner

Per:   
Name: Maurice Amsellem  
Title: Authorized Signatory  
Date: 7/14/16

**MIDCAP FUNDING X TRUST**

By: Apollo Capital Management, L.P., its investment manager

By: Apollo Capital Management GP, LLC, its general partner

Per:   
Name: Maurice Amsellem  
Title: Authorized Signatory  
Date: 7/14/16

*[Signature Page to Intellectual Property Assignment of Security Interest]*

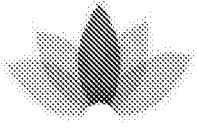
**SCHEDULE A**

**PLANET ORGANIC TRADEMARKS**

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
GOOD FOOD. GOOD FOR YOU. GOOD FOR THE EARTH.	Application Number: 86/846,661	Application Date: 12/11/2015
SIMPLY.REAL.FOOD.	Application Number: 86/630,519	Application Date: 5/14/2015
YOU'RE A NATURAL	Application Number: 86/847,150	Application Date: 12/11/2015
MRS. GREEN'S NATURAL MARKET	Registration Number: 3,478,919	Registration Date: 8/5/2008

**SCHEDULE B**

**NMRC TRADEMARKS**

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
FRESH & GREEN'S	Registration Number: 4,160,227	Registration Date: 6/19/2012
	Registration Number: 4,364,049	Registration Date: 7/9/2013
MISC DESIGN (LOTUS FLOWER)		