

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM496647

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GOURMET FUSION FOODS, INC.		11/01/2018	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A.		
Street Address:	400 South Hope Street, 19th floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Banking Association: CALIFORNIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4840426	OCEAN SPARKLE	
Registration Number:	3496575	PACIFIC FUSION	
Registration Number:	5056243	HONEST CATCH	
CORRESPONDENCE DATA			
Fax Number:	7037125050		
<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>			
Email:	tbutler@mcguirewoods.com		
Correspondent Name:	McGuireWoods LLP		
Address Line 1:	1750 Tysons Boulevard		
Address Line 2:	Suite 1800		
Address Line 4:	Tysons, VIRGINIA 22102		
NAME OF SUBMITTER:	Tiffany Butler		
SIGNATURE:	/Tiffany Butler/		
DATE SIGNED:	11/02/2018		
Total Attachments: 4			
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

November 1, 2018

GOURMET FUSION FOODS, INC., a California corporation (“Debtor”), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, a national banking association (“Lender”), whose address is 400 South Hope Street, 19th Floor, Los Angeles, California 90071, a security interest in and to all of Debtor’s right, title and interest in and to the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by each Debtor (the “Trademarks”), together with the goodwill and assets of the business, as set forth in the Loan Agreement (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of November 1, 2018 (as amended, restated, amended or restated, supplemented or otherwise modified from time to time, the “Loan Agreement”), by and among, inter alia, Debtor and Lender, as security for the Obligations (as defined in the Loan Agreement) as set forth in the Loan Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Lender may have in any other collateral described in the Loan Agreement or otherwise.

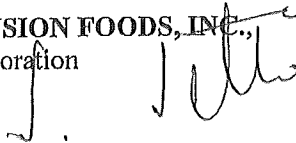
The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property shall be governed by the laws of the State of California, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 12.13, 12.14 and 12.15 of the Loan Agreement are hereby incorporated by reference. Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTOR:

GOURMET FUSION FOODS, INC.,
a California corporation



By: _____ 2

Name: Siddarth Sethi

Title: President

BANK OF AMERICA, NA.,
as Lender

By: *Robert Bleichner*
Name: Robert Bleichner
Title: Vice President

EXHIBIT A
TRADEMARKS

<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Federal Registration No.</u>	<u>Registration Date</u>
Ocean Sparkle	Gourmet Fusion Foods, Inc.	Live	4840426	10/27/2015
Pacific Fusion	Gourmet Fusion Foods, Inc.	Live	3496575	9/2/2008
Honest Catch	Gourmet Fusion Foods, Inc.	Live	5056243	10/4/2016

Exhibit A