

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM558907

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HARBINGER GROUP, LLC		01/24/2020	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	333 S. Hope Street		
Internal Address:	19th Floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Registration Number:	2019728	MISIONERO VEGETABLES	
Registration Number:	2032727	MISIONERO VEGETABLES	
Registration Number:	1562462	MISIONERO	
Registration Number:	2230508	EARTHGREENS	
Registration Number:	5891212	EARTH GREENS ORGANIC SINCE 1997	
Registration Number:	3975885	GARDEN LIFE	
Registration Number:	3971860	GARDEN LIFE	
Registration Number:	4634403	GREEK GREENS	
Registration Number:	2114814	KIND EARTH ORGANICS	
Registration Number:	1956139	SALADE DU SOLEIL	
Registration Number:	1563635	ALL-ABOARD	
Registration Number:	1588076	ALL ABOARD LETTUCE BRAND	
Registration Number:	1562461	SAFE ARRIVAL	
Registration Number:	1590104	SAFE ARRIVAL LETTUCE BRAND	
CORRESPONDENCE DATA			
Fax Number:	7037125197		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

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using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 7037125337
Email: jhowell2@mcguirewoods.com
Correspondent Name: Emily S. Voorheis, McGuireWoods LLP
Address Line 1: 1750 Tysons Boulevard
Address Line 2: Suite 1800
Address Line 4: Tysons, VIRGINIA 22102

NAME OF SUBMITTER:	Emily S. Voorheis
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SIGNATURE:	/Emily S. Voorheis/
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DATE SIGNED:	01/24/2020
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Total Attachments: 5

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

January 24, 2020

HARBINGER GROUP, LLC, a California limited liability company ("Debtor"), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, a national banking association ("Lender"), whose address is 333 S. 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 which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by 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 January 24, 2020 (as amended, restated, amended and 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 the 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:

HARBINGER GROUP, LLC,
a California limited liability company

By: 
Name: Tom Minnich
Title: Manager

BANK OF AMERICA, N.A.,
as Lender


By: 
Name: Steven Blumberg
Title: Senior 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>
Misionero Vegetables	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	2019728	November 26, 1996
Misionero Vegetables (design mark)	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	2032727	January 21, 1997
Misionero	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	1562462	October 24, 1989
EarthGreens	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	2230508	March 9, 1999
Earth Greens Organic Since 1997	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	5891212	October 22, 2019
Garden Life	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	3975885	June 7, 2011
Garden Life (design mark)	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	3971860	May 31, 2011
Greek Greens	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	4634403	November 4, 2014
Kind Earth Organics	HARBINGER GROUP, LLC DBA	LIVE	2114814	November 18, 1997

Exhibit A

TRADEMARK
REEL: 006845 FRAME: 0335

<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Federal Registration No.</u>	<u>Registration Date</u>
	MISIONERO			
Salade du Soleil	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	1956139	February 13, 1996
All-Aboard	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	1563635	October 31, 1989
All Aboard Lettuce Brand	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	1588076	March 20, 1990
Safe Arrival	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	1562461	October 24, 1989
Safe Arrival Lettuce Brand	HARBINGER GROUP, LLC DBA MISIONERO	LIVE	1590104	April 3, 1990

Exhibit A