

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM827752

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PRODUCE PAY INC.		07/28/2023	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	AVENUE VENTURE OPPORTUNITIES FUND, L.P.		
Street Address:	11 West 42nd Street, 9th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	97484615	SUSTAINABLY SOURCED	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Phone:	8004945225		
Email:	ipteam@cogencyglobal.com		
Correspondent Name:	JAY DASILVA		
Address Line 1:	1025 CONNECTICUT AVE., NW, STE. 712		
Address Line 2:	COGENCY GLOBAL INC.		
Address Line 4:	WASHINGTON, D.C. 20036		
ATTORNEY DOCKET NUMBER:	2072883 TM		
NAME OF SUBMITTER:	Yvette Stohler		
SIGNATURE:	/Yvette Stohler/		
DATE SIGNED:	07/28/2023		
Total Attachments: 4			
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OP \$40.00 97484615

FIRST SUPPLEMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This First Supplement to Intellectual Property Security Agreement is entered as of July 28, 2023, ("*Supplement*") between AVENUE VENTURE OPPORTUNITIES FUND, L.P., a Delaware limited partnership ("*Lender*") and PRODUCE PAY INC., a Delaware corporation ("*Grantor*") and is made with reference to the Loan and Security Agreement, dated as of December 27, 2021 (as amended from time to time, the "*Loan Agreement*"), between Lender and Grantor. Terms defined in the Loan Agreement have the same meaning when used in this Agreement.

RECITALS

Grantor and Lender are parties to the Intellectual Property Security Agreement, dated as of December 27, 2021 (the "*Agreement*") recorded with the United States Trademark Office on December 27, 2021, at Reel 7531, Frame 0319. The parties desire to supplement the Agreement in accordance with the terms of this Supplement.

NOW, THEREFORE, the parties agree as follows:

The Trademarks described in Exhibit B of the Agreement are supplemented to add and include the Trademark as described hereto at Exhibit 1.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties have executed this Supplement as of the date first above written.

GRANTOR:

PRODUCE PAY INC., a Delaware corporation

DocuSigned by:
By: Pat McCullough
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Name: Pat McCullough

Title: Chief Executive Officer

Address for Notices:

Attn: Legal Department
447 S. Hewitt, Suite B
Los Angeles, CA 90013
Tel: (713) 410-5704
Email:
legal@producepay.com

LENDER:

**AVENUE VENTURE OPPORTUNITIES FUND,
L.P.**

By: Avenue Venture Opportunities Partners, LLC

Its: General Partner

By: _____

Name: Sonia Gardner

Title: Authorized Signatory

Address for Notices:

Attn: Todd Greenberg
11 West 42nd Street, 9th Floor
New York, New York 10036
Tel: (212) 878-3523

IN WITNESS WHEREOF, the parties have executed this Supplement as of the date first above written.

GRANTOR:

PRODUCE PAY INC., a Delaware corporation

By: _____

Name: Pat McCullough

Title: Chief Executive Officer

Address for Notices:

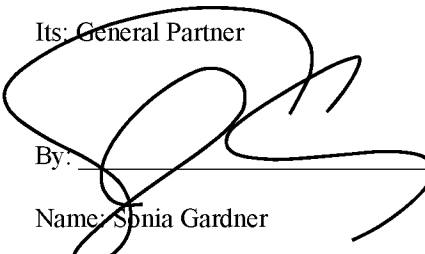
Attn: Legal Department
447 S. Hewitt, Suite B
Los Angeles, CA 90013
Tel: (713) 410-5704
Email:
legal@producepay.com

LENDER:

**AVENUE VENTURE OPPORTUNITIES FUND,
L.P.**

By: Avenue Venture Opportunities Partners, LLC

Its: General Partner

By:  _____

Name: Sonia Gardner

Title: Authorized Signatory

Address for Notices:

Attn: Todd Greenberg
11 West 42nd Street, 9th Floor
New York, New York 10036
Tel: (212) 878-3523

EXHIBIT 1

EXHIBIT B to Intellectual Property Security Agreement

TRADEMARKS

Please Check if No Trademarks Exist

<u>Mark / Title:</u>	<u>U.S. Serial Number:</u>	<u>U.S. Registration Number:</u>	<u>USPTO Reference Number:</u>	<u>Filing Date:</u>
SUSTAINABLY SOURCED	97484615	N/A (Application)		6/30/2022