

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
GoPicnic Brands, Inc.		12/24/2013	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Capital Growth Investors III, L.P.
Street Address:	One Embarcadero Center, Suite 3810
Internal Address:	c/o Partnership Capital Growth Investors Management, LLC
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

Name:	Clif White Road Investments, LLC
Street Address:	1451 66th Street
City:	Emeryville
State/Country:	CALIFORNIA
Postal Code:	94608
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	4387576	PROFESSOR ZIM ZAM'S EXTRAORDINARY SWEETS
Registration Number:	3302046	GOPICNIC
Serial Number:	85910562	BAJA BLEND
Serial Number:	86117744	GOPICNIC
Serial Number:	86084102	POWER PLAY
Serial Number:	86078642	JELLY JETS
Serial Number:	86078595	GINGER ZIP

Serial Number:	86078613	CASHEW MEDLEY
Serial Number:	85915716	GAME ON!
Serial Number:	85910582	POWER PLAY
Serial Number:	85813946	SWEET PERRY ORCHARDS
Serial Number:	85813923	GOPICNIC GARDEN
Serial Number:	85814045	COPPER COWBELL
Serial Number:	85813830	HANGRY

**CORRESPONDENCE DATA**

Fax Number: 4157735759  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 415-773-5697  
Email: lpartmann@orrick.com  
Correspondent Name: Daniel C. Lopez  
Address Line 1: 405 Howard Street  
Address Line 2: Orrick, Herrington & Sutcliffe LLP  
Address Line 4: San Francisco, CALIFORNIA 94105

ATTORNEY DOCKET NUMBER:	28298.3
NAME OF SUBMITTER:	Daniel C. Lopez
Signature:	/Daniel C. Lopez/
Date:	12/24/2013

**Total Attachments: 5**  
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## **GRANT OF SECURITY INTEREST**

### TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of December 24, 2013, is executed by GoPicnic Brands, Inc., a Delaware corporation (the "Grantor"), in favor of Partnership Capital Growth Investors III, L.P. and Clif White Road Investments, LLC, (collectively, the "Lenders").

A. Pursuant to that certain Subordinated Note and Warrant Purchase Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Note Purchase Agreement"), between the Grantor and the Lenders, the Lenders have agreed to extend loans and other financial accommodations to the Grantor upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantor and other entities party thereto from time to time have entered into a Security Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Lenders.

D. Pursuant to the Security Agreement, the Grantor has granted to the Lenders a second priority security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Lenders a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights, remedies and limitations of the Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Lenders' addresses are:

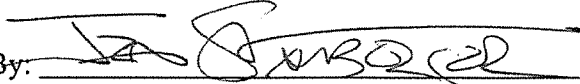
Partnership Capital Growth Investors III, L.P.  
c/o Partnership Capital Growth Investors Management, LLC  
One Embarcadero Center, Suite. 3810  
San Francisco, CA 94111  
Attention: Jason Winship  
Email: jason@pcg-investors.com

Clif White Road Investments, LLC  
1451 66th Street  
Emeryville, CA 94608  
Attention: Deven Clemens  
Email: deven@whiteroadinvestments.com

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IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

GOPICNIC BRANDS, INC.,  
a Delaware corporation

By: 

Name: Julia Stamberger

Title: President/CEO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Mark	Class(es)	Reg. Date	Reg. No.
PROFESSOR ZIM ZAM'S EXTRAORDINARY SWEETS	30	Aug-20-2013	4387576
GoPicnic	29, 43	Oct-02-2007	3302046
Baja Blend	29	Dec-17-2013	4,450,731

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Mark	Class(es)	Application Date	Serial No.
GOPICNIC	29, 30	Nov-13-2013	86117744
POWER PLAY	29	Oct-07-2013	86084102
JELLY JETS	30	Sep-30-2013	86078642
GINGER ZIP	29	Sep-30-2013	86078595
CASHEW MEDLEY	29	Sep-30-2013	86078613
GAME ON!	30	Apr-26-2013	85915716
POWER PLAY	29	Apr-22-2013	85910582
BAJA BLEND	29	Apr-22-2013	85910562
SWEET PERRY ORCHARDS	29	Jan-02-2013	85813946
GOPICNIC GARDEN	29, 30	Jan-02-2013	85813923
COPPER COWBELL	29	Jan-02-2013	85814045
HANGRY	29, 30	Jan-02-2013	85813830

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