

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM582129

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Caro Nut Company		06/19/2020	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Agent		
Street Address:	333 S. Hope Street, 13th Floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	86393479	CARO	
Serial Number:	86393647	CASHEWPHORIA	
Serial Number:	87536018	CARO	
Serial Number:	87301688	THE GOOD ENERGY OF GREAT NUTS	
CORRESPONDENCE DATA			
Fax Number:	7044448847		
<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:	213-457-9854		
Email:	ksaltrick@mcguirewoods.com		
Correspondent Name:	McGuireWoods LLP		
Address Line 1:	355 S. Grand Avenue, Suite 4200		
Address Line 2:	Attention: Y.Lee, Esq.		
Address Line 4:	Los Angeles, CALIFORNIA 90071		
NAME OF SUBMITTER:	Yoojin Lee		
SIGNATURE:	/S/ Yoojin Lee		
DATE SIGNED:	06/19/2020		
Total Attachments: 6			
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

June 19, 2020

CARO NUT COMPANY, a California corporation (“Caro Nut”), WILD FRIENDS FOODS, INC., a Delaware corporation (“Wild Friends”), and CANDOR-AGS, INC., a California corporation (“Parent”; and together with Caro Nut and Wild Friends, each, a “Debtor” and collectively, the “Debtors”), each hereby acknowledges that it has granted to BANK OF AMERICA, N.A., a national banking association (“Agent”), as Agent under the Loan Agreement referred to below, whose address is Bank of America, N.A., 333 S. Hope Street, Los Angeles, California 90071, a security interest in and to all of such Debtor’s right, title and interest in and to the trademarks and trademark registrations which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by the applicable Debtor (the “Trademarks”), together with the goodwill and assets of the business, as set forth in the Loan Documents (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain (a) Loan and Security Agreement dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Loan Agreement”) by and among Caro Nut, Wild Friends, the Lenders party thereto as Agent and (b) Security Agreement dated as of the date hereof by and among Parent, for the benefit of Agent (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Parent Security Agreement”; and together with the Loan Agreement and the other documents executed in connection therewith, collectively, the “Loan Documents”), each for the benefit of Agent, as security for the Obligations (as defined in the Loan Agreement) as set forth in the applicable Loan Documents. 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 Agent may have in any other collateral described in the Loan Documents or otherwise.

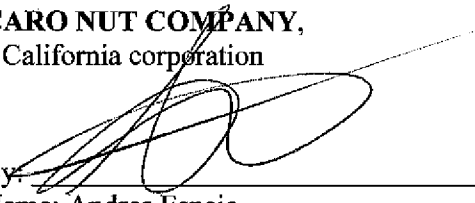
The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property and all claims shall be governed by the law of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 14.14, 14.15 and 14.16 of the Loan Agreement are hereby incorporated by reference. Each 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.

DEBTORS:

CARO NUT COMPANY,
a California corporation

By: 
Name: Andres Espejo
Title: Chief Executive Officer

WILD FRIENDS FOODS, INC.,
a Delaware corporation

By: _____
Name: Keeley Tillotson
Title: Chief Executive Officer

CANDOR-AGS, INC.,
a California corporation

By: _____
Name: Ruffo Gerardo Jara Ruiz de Gaona
Title: President


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.

DEBTORS:

CARO NUT COMPANY,
a California corporation

By: _____
Name: Andres Espejo
Title: Chief Executive Officer

WILD FRIENDS FOODS, INC.,
a Delaware corporation

By:  _____
Name: Keeley Tillotson
Title: Chief Executive Officer

CANDOR-AGS, INC.,
a California corporation

By: _____
Name: Ruffo Gerardo Jara Ruiz de Gaona
Title: President

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.

DEBTORS:

CARO NUT COMPANY,
a California corporation

By: _____
Name: Andres Espejo
Title: Chief Executive Officer

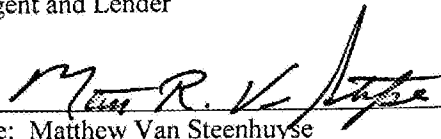
WILD FRIENDS FOODS, INC.,
a Delaware corporation

By: _____
Name: Keeley Tillotson
Title: Chief Executive Officer

CANDOR-AGS, INC.,
a California corporation

By: _____
Name: Rulfo Gerardo Jara Ruiz de Gaona
Title: President

BANK OF AMERICA, NA.,
as Agent and Lender

By: 
Name: Matthew Van Steenhuyse
Title: Senior Vice President

MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY
(CARO NUT COMPANY)
SIGNATURE PAGE

TRADEMARK

REEL: 006974 FRAME: 0743

EXHIBIT A

TRADEMARKS

<u>Debtor</u>	<u>Trademark</u>	<u>App/Serial No.</u>	<u>Filing Date</u>	<u>Federal Registration No.</u>	<u>Registration Date</u>
Candor-Ags, Inc.	AVOLIO	86251542	04/14/2014	4618965	10/07/2014
Caro Nut Company	CARO	86393479	09/12/2014	4738394	05/19/2015
Caro Nut Company	CASHEWPHORIA	86393647	09/12/2014	4727240	04/28/2015
Caro Nut Company	CARO	87536018	07/20/2017	5676071	02/12/2019
Caro Nut Company	THE GOOD ENERGY OF GREAT NUTS	87301688	01/13/2017	5404684	02/20/2018
Wild Friends Foods, Inc.	WILD FRIENDS	87764740	01/22/2018	N/A	N/A
Wild Friends Foods, Inc.	WILD FRIENDS	88248552	01/03/2019	N/A	N/A
Wild Friends Foods, Inc.	WILD FRIENDS	85814696	01/03/2013	4522912	04/29/2014
Wild Friends Foods, Inc.	WILD FRIENDS & Design	88248530	01/03/2019	N/A	N/A
Wild Friends Foods, Inc.	WILD FRIENDS & Design	87758279	01/17/2018	5545221	08/21/2018
Wild Friends Foods, Inc.	WORTH THE STIR	88276581	01/25/2019	N/A	N/A
Wild Friends Foods, Inc.	FUEL THE FUTURE	88248963	01/03/2019	N/A	N/A

Exhibit A