

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Memorandum and Notice of Security Interest in Intellectual Property	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SOUTHERN PRODUCE DISTRIBUTORS, INC.		10/11/2013	CORPORATION: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	FCC, LLC		
Street Address:	601 South Figueroa Street, Suite 3460		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90017		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3106824		
Registration Number:	2256986	SOUTHERN'S CAJUN SUPREEME	
Registration Number:	2224420	CHEF'S PRIDE	
Registration Number:	1348417	POINTER BRAND A POINTER ON QUALITY	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	etsang@buchalter.com		
Correspondent Name:	Evangelline Tsang (Buchalter Nemer)		
Address Line 1:	1000 Wilshire Boulevard, Suite 1500		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
NAME OF SUBMITTER:	Evangelline Tsang		
Signature:	/Evangelline Tsang/		

CH \$115.00 3106824

Date:

10/14/2013

Total Attachments: 5

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

October 11, 2013

SOUTHERN PRODUCE DISTRIBUTORS, INC., a North Carolina corporation, , whose address is 111 West Center Street North, Faison, North Carolina 28341 (“Debtor”) hereby acknowledges that it has granted to FCC, LLC, d/b/a First Capital Western Region, LLC, 601 S. Figueroa Street, Suite 3460, Los Angeles, CA 90017 (the “Secured Party”), a security interest in and to all of the Debtor’s right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor 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; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the “Patents”); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the “Copyrights”), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of October 11, 2013 (the “Agreement”), among the Debtor and Secured Party as security for the Obligations as set forth in the 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 Secured Party may have in any other collateral described in the Agreement or otherwise.

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[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

**SOUTHERN PRODUCE DISTRIBUTORS,
INC.,**
a North Carolina corporation


By: 
Name: David Stewart Precythe
Title: President and Chief Executive Officer

EXHIBIT A
TRADEMARKS

Trademark	Reg. No.	Reg. Date
DESIGN ONLY	3106824	June 20, 2006
SOUTHERN CAJUN SUPREEME	2256986	June 29, 1999
CHEF'S PRIDE	2224420	February 16, 1999
POINTER BRAND A POINTER ON QUALITY	1348417	July 9, 1985

Exhibit A

EXHIBIT B
PATENTS

None.

Exhibit B

EXHIBIT C
COPYRIGHTS

None.

Exhibit C

BN 15029049v1

RECORDED: 10/14/2013

TRADEMARK
REEL: 005130 FRAME: 0282