

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Termination and Release of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Royal Bank of Canada, as Administrative Agent		01/02/2014	Bank: CANADA

**RECEIVING PARTY DATA**

<b>Name:</b>	Natural Selection Foods, LLC
<b>Street Address:</b>	1721 San Juan Highway
<b>City:</b>	San Juan Bautista
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	95045
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CALIFORNIA

**PROPERTY NUMBERS Total: 47**

Property Type	Number	Word Mark
Serial Number:	77938105	EARTHBOUND FARM
Serial Number:	77938111	EARTHBOUND FARM
Registration Number:	3183365	EARTHBOUND FARM
Registration Number:	2236482	EARTHBOUND FARM
Registration Number:	1720571	EARTHBOUND FARM
Registration Number:	2348739	EARTHBOUND FARM
Registration Number:	3309220	EARTHBOUND FARM
Registration Number:	3309219	EARTHBOUND FARM
Registration Number:	3309218	EARTHBOUND FARM
Serial Number:	77939226	EARTHBOUND FARM ORGANIC
Serial Number:	77939219	EARTHBOUND FARM ORGANIC
Serial Number:	77890348	EARTHBOUND FARM ORGANIC
Registration Number:	3183366	EARTHBOUND FARM ORGANIC
Registration Number:	2738226	EARTHBOUND FARM ORGANIC

**TRADEMARK**

Registration Number:	3410600	EARTHBOUND FARM ORGANIC
Registration Number:	3186435	EARTHBOUND FARM ORGANIC
Registration Number:	3239737	EARTHBOUND FARM ORGANIC
Registration Number:	3239738	EARTHBOUND FARM ORGANIC
Registration Number:	3239739	EARTHBOUND FARM ORGANIC
Registration Number:	3239740	EARTHBOUND FARM ORGANIC
Registration Number:	2530292	FOOD TO LIVE BY
Registration Number:	2733021	
Registration Number:	3058172	GRAB & GO SALAD
Registration Number:	2365489	GREEN HARVEST
Registration Number:	3299580	GREEN HARVEST
Registration Number:	3259478	GREEN HARVEST
Registration Number:	3244499	GREEN HARVEST ORGANIC
Registration Number:	3244500	GREEN HARVEST ORGANIC
Registration Number:	3463318	GREEN HARVEST ORGANIC
Registration Number:	3463319	GREEN HARVEST ORGANIC
Registration Number:	3481392	GREEN HARVEST ORGANIC
Registration Number:	2319957	HARVEST WALK
Registration Number:	2404866	LA BELLE SALADE
Registration Number:	3003031	
Registration Number:	2109692	NATURAL SELECTION FOODS
Registration Number:	1845202	RAVE
Registration Number:	2069073	RIVERSIDE FARMS
Registration Number:	3170042	SNACKS TO LIVE BY
Registration Number:	3216478	SNACKS TO LIVE BY
Registration Number:	1800306	SUPERIOR SALAD
Registration Number:	1797979	THE CALIFORNIA SALAD
Registration Number:	3018443	THE ORGANIC KITCHEN
Registration Number:	3265900	THE ORGANIC KITCHEN
Registration Number:	3280529	THE ORGANIC KITCHEN
Registration Number:	2925538	THE ORGANIC SOLUTION
Registration Number:	1694657	TKO
Registration Number:	1937076	TKO FARMS INC. ORGANIC SPECIALTY LETTUCE

CORRESPONDENCE DATA

**TRADEMARK**  
**REEL: 005194 FRAME: 0740**

Fax Number: 2124552502

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: (212) 455-3605

Email: ksolomon@stblaw.com

Correspondent Name: Genevieve Dorment, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	080599/0089
NAME OF SUBMITTER:	Genevieve Dorment
Signature:	/gd/
Date:	01/16/2014

**Total Attachments: 9**

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## TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "**Release**") is made as of January 2, 2014, by the Royal Bank of Canada, as Administrative Agent (the "**Agent**") in favor of Natural Selection Foods, LLC, a California limited liability company (the "**Grantor**"). All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Amended and Restated Trademark Security Agreement described below.

WHEREAS, pursuant to that certain Amended and Restated Guarantee and Collateral Agreement, dated as of December 21, 2010 in favor of the Agent for the ratable benefit of the Secured Parties (as amended, restated, supplemented or otherwise modified from time to time, the "**Amended and Restated Guarantee and Collateral Agreement**"), which amends and restates the Guarantee and Collateral Agreement, dated as of July 20, 2009, Grantor granted to the Agent for the ratable benefit of the Secured Parties a continuing security interest in its Intellectual Property included in the Collateral, including the Trademarks included in the Collateral (the "**Security Interest**");

WHEREAS, pursuant to that certain Amended and Restated Grant of Security Interest in Trademarks, dated as of December 21, 2010 between Grantor and the Agent (the "**Amended and Restated Trademark Security Agreement**"), Grantor, by reference to the Amended and Restated Guarantee and Collateral Agreement, reaffirmed its intent to grant the Security Interest to the Agent specifically in the Trademarks included in the Collateral;

WHEREAS, the Amended and Restated Trademark Security Agreement was recorded at the United States Patent and Trademark Office on December 31, 2010 at Reel/Frame 4444/0056;


WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademarks under the Amended and Restated Trademark Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent agrees as follows:

- (a) Agent, on behalf of the Secured Parties, hereby terminates, releases and discharges its Security Interest in the Trademarks included in the Collateral (including, without limitation, those items listed on **Schedule A** hereto), without recourse, representation or warranty, and any right, title or interest of the Agent in such Trademarks shall hereby cease and become void.
- (b) Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to affect the release of the Security Interest contemplated hereby.
- (c) This Release shall be governed by, and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the Agent has caused this TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS to be duly executed as of the date first written above.

ROYAL BANK OF CANADA,  
as Administrative Agent for the Lenders

By:   
Name: Susan Khokher  
Title: Manager, Agency

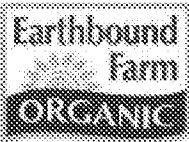
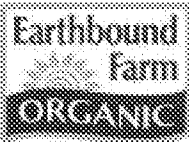



*Termination and Release of Security Interest in Trademarks (Amended and Restated)*



**TRADEMARK**  
**REEL: 005194 FRAME: 0743**

**SCHEDULE A**

**U.S. Trademark Registrations and Applications**


<b>Trademark</b>	<b>Registration No. / Application No.</b>	<b>Registration Date / Filing Date</b>
EARTHBOUND FARM	Application No. 77/938105	Filed 2/17/2010
EARTHBOUND FARM	Application No. 77/938111	Filed 2/17/2010
EARTHBOUND FARM	Application No. 78/768294  Registration No. 3,183,365	In-Use filed 12/07/05 (electronically) Registered 12/12/06
EARTHBOUND FARM	Application No. 75/319,293  Registration No. 2,236,482	Filed 07/03/97 Registered 04/06/99 8 & 15 filed 03/23/05 8 & 15 Accepted 04/16/05 8 & 9 filed 03/10/09
EARTHBOUND FARM	Application No. 74/210,542  Registration No. 1,720,571	Filed 10/08/91 Registered 09/29/92 Renewed 01/19/03
EARTHBOUND FARM	Application No. 75/756,831  Registration No. 2,348,739	Filed 07/21/99 Registered 05/09/00  Affidavit of Use Accepted 7/17/06 Renewal application filed 06/17/09
EARTHBOUND FARM	Application No. 78/764,931  Registration No. 3309220	Filed 12/01/05 Registered 10/9/07
EARTHBOUND FARM	Application No. 78/764,924  Registration No. 3309219	Filed 12/01/05 Registered 10/9/07

Trademark	Registration No. / Application No.	Registration Date / Filing Date
EARTHBOUND FARM	Application No. 78/764,914  Registration No. 3309218	Filed 12/01/05 Registered 10/9/07
EARTHBOUND FARM ORGANIC and Color Design 	Application No. 77/939226	Filed 2/18/2010
EARTHBOUND FARM ORGANIC and Color Design 	Application No. 77/939219	Filed 2/18/2010
EARTHBOUND FARM ORGANIC and Design 	Application No. 77/890348	Filed 12/10/2009
EARTHBOUND FARM ORGANIC and Design 	Application No. 78/768,309  Registration No. 3,183,366	Filed 12/07/05 Registered 12/12/06
EARTHBOUND FARM ORGANIC and Design 	Application No. 76/292,775  Registration No. 2,738,226	Filed 07/31/01 Registered 07/15/03  Affidavit of Use filed 06/17/09


Trademark	Registration No. / Application No.	Registration Date / Filing Date
EARTHBOUND FARM ORGANIC and Design 	Application No. 78/768,323  Registration No. 3410600	Filed 12/07/05 Registered 4/8/08
EARTHBOUND FARM ORGANIC and Design 	Application No. 78/768,334  Registration No. 3,186,435	Filed 12/07/05 Registered 12/19/06
EARTHBOUND ORGANIC FARM and Color Design 	Application No. 78927181 Registration No. 3,239,737	Filed 7/11/06 Registered 5/8/07
EARTHBOUND ORGANIC FARM and Color Design 	Application No. 78/927,188 Registration No. 3,239,738	Filed 7/11/06 Registered 5/8/07
EARTHBOUND ORGANIC FARM and Color Design 	Application No. 78/927,195 Registration No. 3,239,739	Filed 7/11/06 Registered 5/8/07
EARTHBOUND ORGANIC FARM and Color Design 	Application No. 78927202 Registration No. 3,239,740	Filed 7/11/06 Registered 5/8/07



Trademark	Registration No. / Application No.	Registration Date / Filing Date
FOOD TO LIVE BY	Application No. 75/668,995  Registration No. 2,530,292	Filed 03/26/99 Registered 01/15/02  Affidavit of Use 8 & 15 accepted
FULL SUN DESIGN  	Application No. 76/292,776  Registration No. 2,733,021	Filed 07/31/01 Registered 07/01/03  Affidavit of Use filed 06/09
GRAB & GO SALAD	Application No. 78/322,955  Registration No. 3,058,172	Filed 11/04/03 Registered 02/07/06
GREEN HARVEST	Application No. 75/735,616  Registration No. 2,365,489	Filed 06/23/99 Registered 07/04/00  Affidavit of Use Accepted 7/17/06
GREEN HARVEST	Application No. 78/757,070  Registration No. 3,299,580	Filed 11/18/05 Registered 9/25/07
GREEN HARVEST	Application No. 78/757,079  Registration No. 3,259,478	Filed 11/18/05 Registered 7/3/07
GREEN HARVEST ORGANIC and Color Design  	Application No. 78/902,722  Registration No. 3,244,499	Filed 06/07/06 Registered 5/22/07

Trademark	Registration No. / Application No.	Registration Date / Filing Date
GREEN HARVEST ORGANIC and Color Design 	Application No. 78/902,730  Registration No. 3,244,500	Filed 06/07/06 Registered 5/22/07
GREEN HARVEST ORGANIC and Black & White Design 	Application No. 77/111,931 Registration No. 3,463,318	Filed 2/20/07 Registered 7/8/08
GREEN HARVEST ORGANIC and Black & White Design 	Application No. 77/111,937  Registration No. 3,463,319	Filed 2/20/07 Registered 7/8/08
GREEN HARVEST ORGANIC and Color Design 	Application No. 77/111,946  Registration No. 3,481,392	Filed 2/20/07 Registered 08/05/08
HARVEST WALK	Application No. 75/739,086  Registration No. 2,319,957	Filed 06/29/99 Registered 02/15/00  Affidavit of Use Accepted 5/10/06 Renewal application filed 06/18/09
LA BELLE SALADE	Application No. 75/739,085  Registration No. 2,404,866	Filed 06/29/99 Registered 11/14/00 Affidavit of Use filed 11/06/06 Affidavit of Use accepted 02/01/07

Trademark	Registration No. / Application No.	Registration Date / Filing Date
LEAF DESIGN 	Application No. 78/245,942 Registration No. 3,003,031	Filed 05/05/03 Registered 09/27/05
NATURAL SELECTION FOODS	Application No. 75/036,352 Registration No. 2,109,692	Filed 12/11/95 Registered 10/28/97 Renewed 3/20/07
RAVE	Application No. 74/373,792 Registration No. 1,845,202	Filed 03/31/93 Registered 07/12/94 Affidavit of Use accepted and acknowledged 05/25/00 Renewal filed 08/11/04 Renewal granted 01/08/07
RIVERSIDE FARMS	Application No. 75/071,802 Registration No. 2,069,073	Filed 03/13/96 Registered 06/10/97 Renewed 5/10/07
SNACKS TO LIVE BY	Application No. 78/644,759 Registration No. 3,170,042	Filed 06/07/05 Registered 11/07/06
SNACKS TO LIVE BY	Application No. 78/645,109 Registration No. 3,216,478	Filed 06/07/05 Registered 3/6/07
SUPERIOR SALAD	Application No. 74/315,195 Registration No. 1,800,306	Filed 09/21/92 Registered 10/19/93 Renewed 11/24/03
THE CALIFORNIA SALAD	Application No. 74/274,107 Registration No. 1,797,979	Filed 05/11/92 Registered 10/12/93 Renewed 11/24/03

Trademark	Registration No. / Application No.	Registration Date / Filing Date
THE ORGANIC KITCHEN	Application No. 78/219,838 Registration No. 3,018,443	Filed 02/27/03 Registered 11/22/05
THE ORGANIC KITCHEN	Application No. 78/573,489 Registration No. 3,265,900	Filed 02/23/05 Registered 7/17/07
THE ORGANIC KITCHEN	Application No. 78/573,496 Registration No. 3,280,529	Filed 02/23/05 Registered 8/14/07
THE ORGANIC SOLUTION	Application No. 76/120,605 Registration No. 2,925,538	Filed 08/31/00 Registered 02/08/05
TKO	Application No. 74/169,860 Registration No. 1,694,657	Filed 05/24/91 Registered 06/16/92 Renewed 04/26/03
TKO FARMS INC. ORGANIC SPECIALTY LETTUCES AND SALAD GREENS and Design 	Application No. 74/600,044 Registration No. 1,937,076	Filed 11/17/94 Registered 11/21/95 Affidavit of Use accepted and acknowledged 01/12/02 Renewal Accepted 6/15/06