

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM299668

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
M.I. Intermediate Holdings, Inc.		03/25/2014	CORPORATION: DELAWARE
M.I. Industries, Incorporated		03/25/2014	CORPORATION: NEBRASKA
Nature's Variety, Inc.		03/25/2014	CORPORATION: NEBRASKA
RECEIVING PARTY DATA			
Name:	Webster Bank, National Association		
Street Address:	281 Tresser Boulevard		
Internal Address:	Stamford Plaza, 4th Floor		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06901		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4433435	INSTINCT RAW BITES	
Registration Number:	4437189	PURE, INSTINCTIVE NUTRITION	
Registration Number:	4459519	RAW BOOST BITES	
CORRESPONDENCE DATA			
Fax Number:	8602758299		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	jscheib@rc.com		
Correspondent Name:	Jacqueline P. Scheib		
Address Line 1:	280 Trumbull Street		
Address Line 2:	Robinson & Cole LLP		
Address Line 4:	Hartford, CONNECTICUT 06103		
ATTORNEY DOCKET NUMBER:	WEBSTER/NATURE'S VARIETY		
NAME OF SUBMITTER:	Jacqueline P. Scheib		
SIGNATURE:	/Jacqueline P. Scheib/		
DATE SIGNED:	03/31/2014		

OP \$90.00 4433435

Total Attachments: 3

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**SECOND AMENDMENT TO THE
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This Second Amendment (this "Amendment") to the Intellectual Property Security Agreement, dated as of July 17, 2008 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Agreement"), is made the 25th day of March, 2014 by and among M.I. INTERMEDIATE HOLDINGS, INC., a Delaware corporation ("Intermediate Holdings"), M.I. INDUSTRIES, INCORPORATED, a Nebraska corporation ("M.I. Industries") and NATURE'S VARIETY, INC., a Nebraska ("Nature's Variety" and, together with Intermediate Holdings and M.I. Industries, hereinafter, singly, each a "Grantor" and collectively, the "Grantors") and WEBSTER BANK, NATIONAL ASSOCIATION, a national banking association (the "Secured Party").

WHEREAS, on July 17, 2008, M.I. Holdco, Inc., Intermediate Holdings, M.I. Industries, Nature's Variety and the Secured Party entered into that certain Credit Agreement (as amended, supplemented or otherwise modified from time to time prior to September 27, 2013, the "Original Credit Agreement") securing Grantor's intellectual property as Collateral to the Secured Party;

WHEREAS, on September 27, 2013, M.I. Holdco, Inc., Intermediate Holdings, M.I. Industries, Nature's Variety and the Secured Party entered into that certain Amended and Restated Credit Agreement (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Existing Credit Agreement"), which Existing Credit Agreement amended, restated and superseded the Original Credit Agreement;

WHEREAS, pursuant to Section 10(b)(i) of the Agreement, the Grantors and the Secured Party desire to amend Schedule A of the Agreement;

WHEREAS, simultaneously with the execution hereof, the Grantors and the Secured Party are amending Schedule A of the Agreement.

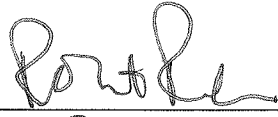
NOW THEREFORE, in consideration of the mutual promises, covenants and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Schedule A to the Agreement is hereby amended to incorporate all of trademarks disclosed on Schedule A attached hereto.
2. Subject to the Existing Credit Agreement, all other terms and conditions of the Agreement shall remain unmodified and in full force and effect.

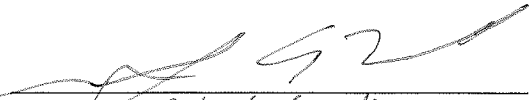
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IN WITNESS WHEREOF, each party has signed this Amendment to the Intellectual Property Agreement as of the date first set forth above.

M.I. INTERMEDIATE HOLDINGS, INC.

By: 
Name: Robert Rubin
Title: CFO/CSO

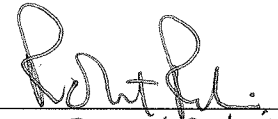
WEBSTER BANK,
NATIONAL ASSOCIATION

By: 
Name: Robert A. Miller
Title: Senior Vice President

M.I. INDUSTRIES, INCORPORATED

By: 
Name: Robert Rubin
Title: CFO/CSO

NATURE'S VARIETY, INC.

By: 
Name: Robert Rubin
Title: CFO/CSO

Schedule A

U.S. Registrations

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NUMBER	APPLICATION/ REGISTRATION DATE	STATUS
DISCOVER WHAT RAW CAN DO	Canada	1,646,655	October 7, 2013	Pending
INSTINCT RAW BITES	United States	4,433,435	November 12, 2013	Registered Application filed as Intent-to-Use basis
PURE, INSTINCTIVE NUTRITION	United States	4,437,189	November 19, 2013	Registered Application filed as Intent-to-Use basis
RAW BOOST BITES	United States	4,459,519	December 31, 2013	Registered Application filed as Intent-to-Use basis