

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM579200

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ocean Beauty Distribution, LLC		06/01/2020	Limited Liability Company: WASHINGTON
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Agent		
Street Address:	800 5th Avenue, WA1-501-26-02		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98104		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	87056459	MAN OF WAR	
Serial Number:	74051922	SEA CHOICE	
Serial Number:	73254691	ICY POINT	
Serial Number:	78777287	ICY POINT	
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 Ave., 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:	06/02/2020		
Total Attachments: 5			
source=Active_131482278_1_[BABC_OBS] Executed - Memorandum of Security Interest in Intellectual			

OP \$115.00 87056459

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

June 1, 2020

OCEAN BEAUTY DISTRIBUTION, LLC, a Washington limited liability company (“Distribution”) and **OCEAN BEAUTY SMOKED FISH, LLC**, a Washington limited liability company (“Smoked”; and together with Distribution, each a, “Debtor” and collectively, the “Debtors”) hereby acknowledges that they have granted to **BANK OF AMERICA, N.A.**, (“Agent”), whose address is Bank of America, N.A., WA1-501-36-02, 800 5th Avenue, Floor 36, Seattle, Washington 98104, a security interest in and to all of Debtors’ right, title and interest in and to the trademarks which are identified on Schedule 9.1.11 of the Loan Agreement (collectively, “Intellectual Property”), together with the goodwill and assets of the business associated with the Intellectual Property, as set forth in the Loan Agreement (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”), and (b) Security Agreement dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”), by and among, *inter alia*, each of the Debtors and Agent, as security for the Secured Obligations (as defined in the Security Agreement). Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property (“Memorandum”) shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Agent or Lenders (as defined in the Loan Agreement) may have in any other collateral described in the Loan Agreement, the Security Agreement or otherwise.


The parties hereby agree that this Memorandum shall be governed by the laws of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 14.13, 14.14 and 14.15 of the Loan Agreement are hereby incorporated by reference. Each Debtor hereby authorizes the filing of this Memorandum 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:

OCEAN BEAUTY DISTRIBUTION, LLC,
a Washington limited liability company

By: 
Name: Tony Ross
Title: Chief Financial Officer

OCEAN BEAUTY SMOKED FISH, LLC,
a Washington limited liability company

By: 
Name: Tony Ross
Title: Chief Financial Officer

BANK OF AMERICA, N.A.,
as Agent

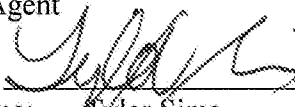
By: 
Name: Tyler Sims
Title: Vice President

EXHIBIT A
TRADEMARKS

<u>TM Reg. No.</u>	<u>Name of Grantor</u>	<u>Application No.</u>	<u>Trademark</u>	<u>Goods</u>
2581870	Ocean Beauty Smoked Fish, LLC	76272798	CIRCLE SEA	Class: 029 (ACTIVE) SMOKED, CURED AND PICKLED FISH
4704198	Ocean Beauty Smoked Fish, LLC	85755756	LASCCO SINCE 1921 KOSHER	Class: 029 (ACTIVE) Fish, not live; seafood, not live; herring, not live; whitefish, not live; smoked salmon; caviar; all of the aforementioned goods being kosher
4349940	Ocean Beauty Smoked Fish, LLC	85755783	ECHO FALLS	Class: 029 (ACTIVE) smoked salmon; salmon spread; salmon cream cheese spread; caviar
2615196	Ocean Beauty Smoked Fish, LLC	76337588	ECHO FALLS	Class: 029 (ACTIVE) SMOKED SALMON

<u>TM Reg. No.</u>	<u>Name of Grantor</u>	<u>Application No.</u>	<u>Trademark</u>	<u>Goods</u>
1826997	Ocean Beauty Distribution, LLC	74051922	SEA CHOICE	Class: 029 (ACTIVE) frozen seafood
1188828	Ocean Beauty Distribution, LLC	73254691	ICY POINT	Class: 029 (ACTIVE) Canned Seafoods
3151105	Ocean Beauty Distribution, LLC	78777287	ICY POINT	Class: 029 (ACTIVE) SMOKED SALMON, WHITEFISH AND HERRING AND SMOKED SALMON CREAM CHEESE SPREADS
1640652	Ocean Beauty Distribution, LLC	74066133	MAN OF WAR	Class: 029 (ACTIVE) [fresh,] canned [, and

<u>TM Reg. No.</u>	<u>Name of Grantor</u>	<u>Application No.</u>	<u>Trademark</u>	<u>Goods</u>
5123338	Ocean Beauty Distribution, LLC	87056459	MAN OF WAR	frozen] fish Class: 029 (ACTIVE) seafood, not live; shellfish, not live; canned crab meat; frozen crab meat
1826997	Ocean Beauty Distribution, LLC	74051922	SEA CHOICE	Class: 029 (ACTIVE) frozen seafood
1188828	Ocean Beauty Distribution, LLC	73254691	ICY POINT	Class: 029 (ACTIVE) Canned Seafoods
3151105	Ocean Beauty Distribution, LLC	78777287	ICY POINT	Class: 029 (ACTIVE) SMOKED SALMON, WHITEFISH AND HERRING] AND SMOKED SALMON CREAM CHEESE SPREADS]

TRADEMARK

REEL: 006951 FRAME: 0130

RECORDED: 06/02/2020

Exhibit A