

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM582376

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
Wild Friends Foods, Inc.		06/19/2020	Corporation: DELAWARE
Candor-AGS, Inc.		06/19/2020	Corporation: CALIFORNIA

RECEIVING PARTY DATA

Name:	Cyprium Investors V AIV I LP
Street Address:	200 Public Square
Internal Address:	c/o Cyprium Investment Partners LLC, Suite 2020
City:	Cleveland
State/Country:	OHIO
Postal Code:	44114
Entity Type:	Limited Partnership: DELAWARE
Name:	Cyprium Parallel Investors V LP
Street Address:	200 Public Square
Internal Address:	c/o Cyprium Investment Partners LLC, Suite 2020
City:	Cleveland
State/Country:	OHIO
Postal Code:	44114
Entity Type:	Limited Partnership: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	4618965	AVOLIO
Registration Number:	4738394	CARO
Registration Number:	4727240	CASHEWPHORIA
Registration Number:	5676071	CARO
Registration Number:	5404684	THE GOOD ENERGY OF GREAT NUTS
Serial Number:	87764740	WILD FRIENDS
Serial Number:	88248552	WILD FRIENDS
Serial Number:	85814696	WILD FRIENDS
Serial Number:	88248530	WILD FRIENDS

CH \$315.00 4618965

Property Type	Number	Word Mark
Registration Number:	5545221	WILD FRIENDS
Serial Number:	88276581	WORTH THE STIR
Serial Number:	88248963	FUEL HER FUTURE

CORRESPONDENCE DATA

Fax Number: 2166960740

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.

Phone: 216-861-7864

Email: tnoel@bakerlaw.com

Correspondent Name: Deborah A. Wilcox, Baker & Hostetler LLP

Address Line 1: 127 Public Square

Address Line 2: Key Tower, Suite 2000

Address Line 4: Cleveland, OHIO 44114

NAME OF SUBMITTER:	Deborah A. Wilcox
SIGNATURE:	/Deborah A. Wilcox/
DATE SIGNED:	06/22/2020

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 **CYPRIMUM INVESTORS V AIV I LP**, a Delaware limited partnership ("Cyprium V"), and **CYPRIMUM PARALLEL INVESTORS V LP**, a Delaware limited partnership ("Cyprium Parallel" and, together with Cyprium V, "Lenders" and, individually, a "Lender"), as Lenders under the Loan Agreement referred to below, whose address is c/o Cyprium Investment Partners LLC, 200 Public Square, Suite 2020, Cleveland, Ohio 44114, 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) Senior Subordinated 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, and Lenders and (b) Security Agreement dated as of the date hereof by and among Parent, for the benefit of Lenders (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 Lenders, 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 Lenders 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: Ruffo Gerardo Jara Ruiz de Gaona
Title: President

LENDERS:

CYPRIMUM INVESTORS V AIV I LP,
as a Lender

By: Cyprimum V Management LLC, its General Partner

By: Cyprimum Investment Partners LLC, its Manager

By: 

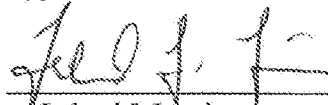
Name: Leland J. Lewis

Title: Partner

CYPRIMUM PARALLEL INVESTORS V LP,
as a Lender

By: Cyprimum V Management LLC, its General Partner

By: Cyprimum Investment Partners LLC, its Manager

By: 

Name: Leland J. Lewis

Title: Partner

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