

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM839441

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Caulipower, LLC		09/06/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	CITIBANK, N.A.		
Street Address:	6400 Las Colinas Boulevard		
City:	Irving		
State/Country:	TEXAS		
Postal Code:	75039		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 35			
Property Type	Number	Word Mark	
Registration Number:	6789381	ALL ABOUT THE BASE	
Registration Number:	6229939	BUFFA-WHOA	
Registration Number:	6329518	CAULI POWER	
Registration Number:	6178388	CAULIFLOWER RICE & EVERYTHING NICE	
Registration Number:	7087478	CAULIPOWER	
Registration Number:	5967614	CAULIPOWER	
Registration Number:	5201470	CAULIPOWER	
Registration Number:	6532422	CAULIPOWER	
Registration Number:	6487510	CAULIPOWER	
Registration Number:	6488275	CAULIPOWER	
Registration Number:	5919412	CAULIPOWER	
Registration Number:	7087475	CAULIPOWER	
Registration Number:	6218681	CAULIPOWER	
Registration Number:	5967615	CAULIPOWER	
Registration Number:	5939826	CAULIPOWER TO THE PEOPLE	
Registration Number:	5967439	GOBBLE. IT. UP.	
Registration Number:	6487534	JOIN THE VEGOLUTION	
Registration Number:	6096432		
Registration Number:	5582081	LIVE LIFE ON THE VEG	

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TRADEMARK

Property Type	Number	Word Mark
Registration Number:	6137035	MEAL HACKS
Registration Number:	5986471	NEW CHICK ON THE BLOCK
Registration Number:	5272795	PIZZA. YOUR FAVORITE VEGETABLE.
Registration Number:	6134808	SPICY(ISH)
Registration Number:	6229925	SRIRA-CHA-CHA
Registration Number:	6465253	SWEET CHICK OF MINE
Registration Number:	5753027	SWEET POTATOASTS
Registration Number:	5942885	SWEET POTATOASTS
Registration Number:	6178389	THE NAME'S RICE. CAULIFLOWER RICE.
Registration Number:	6421958	THEY SAID IT WAS IMPASTABLE
Registration Number:	6244476	VEGOLUTIONARY FOODS
Registration Number:	6472289	VEGOLUTIONARY FOODS
Registration Number:	6755976	VEGOLUTIONARY FOODS
Registration Number:	6382056	VEGOLUTIONARY FOODS
Registration Number:	6143789	VEGOLUTIONARY FOODS
Registration Number:	5988921	¡VIVA CAULIFLOWER TORTILLA!

CORRESPONDENCE DATA

Fax Number: 6175236850

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: 617-523-2700

Email: susan.dinicola@hklaw.com,khyshboo.patel@hklaw.com,kimberly.saltrick@hklaw.com,

Correspondent Name: Holland & Knight, LLP

Address Line 1: 10 St. James Avenue

Address Line 4: Boston, MASSACHUSETTS 02116

NAME OF SUBMITTER: Susan C. DiNicola

SIGNATURE: /Susan C. DiNicola/

DATE SIGNED: 09/14/2023

Total Attachments: 7

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

Dated as of: September 6, 2023

CAULIPOWER, LLC, a Delaware limited liability company (“Borrower”), the financial institutions party to the Credit Agreement from time to time as Lenders, and CITIBANK, N.A., a national banking association (“Citibank”), as agent for the Lenders (in such capacity, “Agent”), whose address is 6400 Las Colinas Boulevard, Irving, Texas 75039, a security interest in and to all of Debtor’s right, title and interest in and to (i) the trademarks and trademark applications which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the “Trademarks”), (ii) a security interest in and to all of Debtor’s right, title and interest in and to 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 (iii) a security interest in and to all of Debtor’s right, title and interest in and to the copyrights and copyright applications which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (“Copyrights”), together with the goodwill and assets of the business, as set forth in the Credit Agreement (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain Credit Agreement dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), by and among, Debtor, as obligor, the other obligors from time to time party thereto, the financial institutions from time to time party thereto (“Lenders”), and Agent, as security for the Obligations as set forth in the Credit Agreement and the 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 Lender may have in any other collateral described in the Credit Agreement or otherwise. Capitalized terms that are undefined herein have the meanings ascribed thereto in the Credit Agreement.

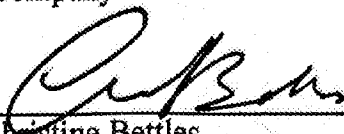
The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property shall be governed by the laws of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 12.14 and 12.15 of the Credit Agreement are hereby incorporated by reference. Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office and the United States Copyright Office.

[Remainder of page intentionally left blank; 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.

DEBTOR:

CAULIPOWER, LLC, a Delaware limited liability company

By: 
Name: Christine Bettles
Title: Chief Financial Officer

AGENT:

CITIBANK, N.A., as Agent

By: _____
Name: Peter F. Crispino
Title: Authorized Signatory

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.

DEBTOR:

CAULIPOWER, LLC, a Delaware limited liability company

By: _____
Name: _____
Title: _____

AGENT:

CITIBANK, N.A., as Agent

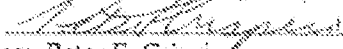
By:  _____
Name: Peter F. Crispino
Title: Authorized Signatory

EXHIBIT A

Trademark Registrations and Applications

Debtor	Trademark	Serial Number	Filing Date	Registration Number	Registration Date
CauliPower, LLC	ALL ABOUT THE BASE	97/051460	29-Sep-2021	6789381	12-Jul-2022
CauliPower, LLC	BUFFA-WHOA	88/804100	20-Feb-2020	6229939	22-Dec-2020
CauliPower, LLC	CAULIPOWER & DESIGN	88/511896	12-Jul-2019	6329518	20-Apr-2021
CauliPower, LLC	CAULIFLOWER RICE & EVERYTHING NICE	88/817413	02-Mar-2020	6178388	20-Oct-2020
CauliPower, LLC	CAULIPOWER	90/262870	19-Oct-2020	7087478	20-Jun-2023
CauliPower, LLC	CAULIPOWER	88/576350	13-Aug-2019	5967614	21-Jan-2020
CauliPower, LLC	CAULIPOWER	86/981970	15-Feb-2016	5201470	09-May-2017
CauliPower, LLC	CAULIPOWER	90/975537	19-Oct-2020	6532422	19-Oct-2021
CauliPower, LLC	CAULIPOWER Logo	88/982372	08-May-2019	6487510	14-Sep-2021
CauliPower, LLC	CAULIPOWER Logo	90/975486	16-Oct-2020	6488275	14-Sep-2021
CauliPower, LLC	CAULIPOWER Logo	88/420540	08-May-2019	5919412	26-Nov-2019
CauliPower, LLC	CAULIPOWER Logo	90/259189	16-Oct-2020	7087475	20-Jun-2023
CauliPower, LLC	CAULIPOWER Logo	88/979502	08-May-2019	6218681	08-Dec-2020
CauliPower, LLC	CAULIPOWER Logo	88/576359	13-Aug-2019	5967615	21-Jan-2020
CauliPower, LLC	CAULIPOWER TO THE PEOPLE	88/245797	31-Dec-2018	5939826	17-Dec-2019
CauliPower, LLC	DELISHATARIAN	97/263101	11-Feb-2022		
CauliPower, LLC	DELISH-A-TARIAN	97/262296	10-Feb-2022		
CauliPower, LLC	GOBBLE. IT. UP.	88/528145	22-Jul-2019	5967439	21-Jan-2020
CauliPower, LLC	JOIN THE VEGOLUTTON	90/803711	30-Jun-2021		
CauliPower, LLC	JOIN THE VEGOLUTTON	88/982546	31-Aug-2018	6487534	14-Sep-2021
CauliPower, LLC	LIGHT BULB AND FORK LOGO	88/743373	31-Dec-2019	6096432	07-Jul-2020

Debtor	Trademark	Serial Number	Filing Date	Registration Number	Registration Date
CauliPower, LLC	LIVE LIFE ON THE VEG	87/603559	11-Sep-2017	5582081	09-Oct-2018
CauliPower, LLC	MEAL HACKS	88/218126	05-Dec-2018	6137035	25-Aug-2020
CauliPower, LLC	NEW CHICK ON THE BLOCK	88/498394	02-Jul-2019	5986471	11-Feb-2020
CauliPower, LLC	OVER THE TOP	98/040412	13-Jun-2023		
CauliPower, LLC	PIZZA, YOUR FAVORITE VEGETABLE.	87/211363	21-Oct-2016	5272795	22-Aug-2017
CauliPower, LLC	SPICY(ISH)	88/728464	16-Dec-2019	6134808	25-Aug-2020
CauliPower, LLC	SRIRA-CHA-CHA	88/800065	17-Feb-2020	6229925	22-Dec-2020
CauliPower, LLC	SWEET CHICK OF MINE	90/196206	21-Sep-2020	6465253	24-Aug-2021
CauliPower, LLC	SWEET POTATOASTS	87/920257	14-May-2018	5753027	14-May-2019
CauliPower, LLC	SWEET POTATOASTS DESIGN	88/450428	29-May-2019	5942885	24-Dec-2019
CauliPower, LLC	TASTE THE IMPASTABLE	97/087766	22-Oct-2021		
CauliPower, LLC	THE NAME'S RICE, CAULIFLOWER RICE	88/817417	02-Mar-2020	6178389	20-Oct-2020
CauliPower, LLC	THEY SAID IT WAS IMPASTABLE	90/975239	30-Jul-2020	6421958	13-Jul-2021
CauliPower, LLC	VEGOLUTTONARY FOODS	90/259198	16-Oct-2020		
CauliPower, LLC	VEGOLUTTONARY FOODS	90/003827	16-Jun-2020	6244476	12-Jan-2021
CauliPower, LLC	VEGOLUTTONARY FOODS	88/982335	13-Dec-2018	6472289	31-Aug-2021
CauliPower, LLC	VEGOLUTTONARY FOODS	90/975536	16-Oct-2020	6755976	07-Jun-2022
CauliPower, LLC	VEGOLUTTONARY FOODS	88/981507	03-Aug-2018	6382056	08-Jun-2021
CauliPower, LLC	VEGOLUTTONARY FOODS	97/369846	19-Apr-2022		
CauliPower, LLC	VEGOLUTTONARY FOODS	88/978307	13-Dec-2018	6143789	01-Sep-2020
CauliPower, LLC	VEGOLUTTONARY FOODS and Design	90/037069	06-Jul-2020		
CauliPower, LLC	VIVA CAULIFLOWER TORTILLA	88/528135	22-Jul-2019	5988921	18-Feb-2020

EXHIBIT B

Patent Registrations and Applications

None.

EXHIBIT C
Copyright Registrations and Applications

None.