


Form PTO-1594 (Rev. 06/04)
 OMB Collection 0651-0027 (ex p. 8/30/2005)

U.S. DEPARTMENT OF COMMERCE
 United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies)/Execution Date(s):</p> <p style="text-align: center;">True World Foods LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other: <u>limited liability company</u> Citizenship (see guidelines) <u>Delaware</u> Execution Date(s) <u>6/13/2013</u> Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Name: <u>JPMorgan Chase Bank, N.A.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>277 Park Avenue</u></p> <p>City: <u>New York</u></p> <p>State: <u>New York</u></p> <p>Country: <u>USA</u> Zip: <u>10172</u></p> <p><input checked="" type="checkbox"/> Association Citizenship <u>U.S.A.</u> <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input type="checkbox"/> Corporation Citizenship _____ <input type="checkbox"/> Other <input type="checkbox"/> Citizenship</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Grant of Trademark Security Interest</u></p>	<p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) <u>85838279</u> B. Trademark Registration No.(s) <u>77434451</u></p> <p style="text-align: right;">Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number Is unknown) <u>85838279 (Blue America, Filing Date: 2/1/13); 77434451 (Tsukiji Express, Registration Date: 9/21/10)</u></p>	
<p>5. Name address of party to whom correspondence concerning document should be mailed: Name: <u>Susan O'Brien</u></p> <p>Internal Address: <u>CT Lien Solutions</u></p> <p>Street Address: <u>187 Wolf Road - Suite 101</u></p> <p>City: <u>Albany</u></p> <p>State: <u>New York</u> Zip: <u>12205</u></p> <p>Phone Number: <u>800-342-3676</u></p> <p>Fax Number: <u>800-962-7049</u></p> <p>Email Address: <u>cls-udsalbany@wolterskluwer.com</u></p>	<p>6. Total number of applications and registrations involved: <input checked="" type="checkbox"/> <u>2</u></p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$65.00</p> <p><input checked="" type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p> <p>8. Payment Information:</p> <p>a. Credit Card Last 4 Numbers <u>1808</u> Expiration Date <u>06/15</u></p> <p>b. Deposit Account Number _____ Authorized User Name: _____</p>
<p>9. Signature: </p> <p style="text-align: center;">Signature</p> <p style="text-align: center;">Name of Person Signing: <u>Evan A. Pitchik</u></p>	<p style="text-align: center;">Date: <u>7/5/13</u></p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document. <input checked="" type="checkbox"/> _____</p>

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

3103910.1

OP \$65.00 85838279

GRANT OF TRADEMARK SECURITY INTEREST

GRANT OF TRADEMARK SECURITY INTEREST ("*Grant*"), dated as of June 13, 2013, by TRUE WORLD FOODS LLC ("*Grantor*"), in favor of JPMorgan Chase Bank, N.A. ("*Lender*").

WITNESSETH:

WHEREAS, Grantor, certain of its Affiliates and Lender are entering into a Fourth Amended and Restated Credit Agreement dated as of the date hereof (as it may be amended or modified from time to time, the "*Credit Agreement*");

WHEREAS, Grantor, certain of its Affiliates and Lender are entering into an Amended and Restated Pledge and Security Agreement dated as of the date hereof (as it may be amended or modified from time to time, the "*Security Agreement*") in order to induce the Lenders to enter into and extend credit to Grantor and certain of its Affiliates under the Credit Agreement and to secure the Secured Obligations; and

WHEREAS, pursuant to the Security Agreement, Grantor is executing and delivering to Lender this Grant for filing with the United States Patent and Trademark Office;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. **Defined Terms.** All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement or, if not defined therein, in the Security Agreement.

2. **Grant of Security Interest in Trademarks.** Grantor hereby grants to Lender a security interest in all of its right, title and interest in, to and under all of Grantor's presently existing or hereafter acquired Trademarks, including, without limitation, the Trademarks set forth on **Schedule A** hereto, and all proceeds and products thereof.

3. **Security Agreement.** The security interest granted pursuant to this Grant is granted in conjunction with, and not in limitation of, the security interests granted to Lender pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Lender with respect to the security interest in the Trademarks and related Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Grant to be executed and delivered by its duly authorized officer as of the date first set forth above.

TRUE WORLD FOODS LLC

By: _____



Name: _____

TOMLIN ADAMS

Title: _____

CTO

ACCEPTED AND ACKNOWLEDGED BY:

JPMORGAN CHASE BANK, N.A.,

as Lender

By: _____

Name: _____

Title: _____

Grant of Security Interest in Trademarks

TRADEMARK

REEL: 005073 FRAME: 0069

IN WITNESS WHEREOF, Grantor has caused this Grant to be executed and delivered by its duly authorized officer as of the date first set forth above.

TRUE WORLD FOODS LLC

By: _____

Name: _____

Title: _____

ACCEPTED AND ACKNOWLEDGED BY:

JPMORGAN CHASE BANK, N.A.,

as Lender

By:  _____

Name: JOHN LEE

Title: Authorized Officer

Grant of Security Interest in Trademarks

TRADEMARK
REEL: 005073 FRAME: 0070

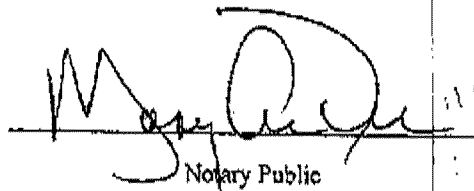
ACKNOWLEDGMENT OF GRANTOR

STATE OF Colorado

) ss.

COUNTY OF Denver

On this 7th day of June, 2013, before me personally came Trujin Kim
to me known, who, being by me duly sworn, did depose and say that he/she is the
CFO of TRUE WORLD FOODS LLC, the limited liability company
described in, and which executed the foregoing instrument, and that he is authorized to execute said
instrument on behalf of said company.



Notary Public

Grant of Security Interest in Trademarks

Schedule A

TRADEMARKS

Name of Grantor	Trademark	Registration Number	Registration Date
True World Foods LLC	TSUKIJI EXPRESS	77434451	09/21/2010

TRADEMARK APPLICATIONS

Name of Grantor	Trademark Application	Application Serial Number	Application Filing Date
True World Foods LLC	BLUE AMERICA	85838279	2/1/2013

Grant of Security Interest in Trademarks