

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM438001

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ORE-CAL CORP.		06/30/2017	Corporation: CALIFORNIA

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	333 South Hope Street
Internal Address:	13th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1222780	HARVEST OF THE SEA
Registration Number:	1222779	HARVEST OF THE SEA
Registration Number:	2206242	HARVEST PREFERRED SEAFOODS
Registration Number:	2764430	HARVEST OF THE SEA
Registration Number:	2764432	HARVEST OF THE SEA
Registration Number:	3636604	QUICK & FIT
Registration Number:	4748492	HARVEST OF THE SEA
Registration Number:	4792987	PREMIUM SEAFOOD CUISINE
Registration Number:	5132736	SEAMAMI

OP \$240.00 1222780

CORRESPONDENCE DATA

Fax Number: 7037125050

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: 703-712-5352

Email: jmiller@mcguirewoods.com

Correspondent Name: Joyce Miller

Address Line 1: 1750 Tysons Blvd.

Address Line 2: Suite 1800

Address Line 4: Tysons, VIRGINIA 22102

TRADEMARK

NAME OF SUBMITTER:	Joyce Miller
SIGNATURE:	/Joyce Miller/
DATE SIGNED:	08/04/2017
Total Attachments: 4 source=Ore-CalSA#page1.tif source=Ore-CalSA#page2.tif source=Ore-CalSA#page3.tif source=Ore-CalSA#page4.tif	

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

June 30, 2017

ORE-CAL CORP., a California corporation ("Debtor"), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, a national banking association ("Agent"), whose address is 333 South Hope Street, 13th Floor, Los Angeles, California 90071, a security interest in and to all of Debtor's right, title and interest in and to: the trademarks and trademark registrations and applications therefor owned by Debtor which are identified on Exhibit A attached hereto and herein incorporated by this reference (the "Trademarks"), together with the goodwill and assets of Debtor's business, as set forth in the Loan Agreement (as defined below), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interests are contained in that certain Amended and Restated Loan and Security Agreement, dated as of June 30, 2017 (as amended, restated, amended or restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), by and between Debtor and Agent, as security for the Obligations (as defined in the Loan Agreement) as set forth in the Loan Agreement and 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 Agent may have in any other collateral described in the Loan Agreement or otherwise.

The undersigned Debtor and the Agent hereby acknowledge and agree that the security interest in the foregoing Trademarks may only be terminated in accordance with the terms of the Loan Agreement.

[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:

ORE-CAL CORP.,
a California corporation

By: 

Name: Mark Shinbane

Title: President

AGENT:

BANK OF AMERICA, N.A.



By: 

Name: Robert M. Dalton

Title: Senior Vice President

EXHIBIT A

TRADEMARKS

<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Federal Registration No.</u>	<u>Registration Date</u>
HARVEST OF THE SEA	Ore-Cal Corp.	Registered	1222780	January 4, 1983
	Ore-Cal Corp.	Registered	1222779	January 4, 1983
HARVEST PREFERRED SEAFOODS	Ore-Cal Corp.	Registered	2206242	November 24, 1998
HARVEST OF THE SEA	Ore-Cal Corp.	Registered	2764430	September 16, 2003
	Ore-Cal Corp.	Registered	2764432	September 16, 2003
QUICK & FIT	Ore-Cal Corp.	Registered	3636604	June 9, 2009
HARVEST OF THE SEA	Ore-Cal Corp.	Registered	4748492	June 2, 2015
PREMIUM SEAFOOD CUISINE	Ore-Cal Corp.	Registered	4792987	August 18, 2015
SEAMAMI	Ore-Cal Corp.	Registered	5132736	January 31, 2017