

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM445081

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JANUARY FOODS CORP.		09/29/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	PNC BANK, NATIONAL ASSOCIATION, as Agent		
Street Address:	350 South Grand Avenue, Suite 3850		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90091		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	87259934	YANGTZE	
Serial Number:	87290050	KAMYENJAN	
Registration Number:	4079528	YANGTZE	
Registration Number:	4086841	KAM YEN JAN	
CORRESPONDENCE DATA			
Fax Number:	2136305788		
<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:	213-891-5935		
Email:	hpanneck@buchalter.com		
Correspondent Name:	Helen Panneck		
Address Line 1:	1000 Wilshire Boulevard, Suite 1500		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
ATTORNEY DOCKET NUMBER:	P6328-0033		
NAME OF SUBMITTER:	Helen Panneck		
SIGNATURE:	/Helen Panneck/		
DATE SIGNED:	09/29/2017		
Total Attachments: 5			
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

September 29, 2017

JANUARY FOODS CORP., a Delaware corporation, whose address is 5851 South 194th Street, Kent, Washington 98032 (the “Debtor”) hereby acknowledges that it has granted to **PNC BANK, NATIONAL ASSOCIATION**, as Agent, (the “Secured Party”), a security interest in and to all of such Debtor’s right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor (other than intent to use trademark applications to the extent excluded in the Agreement (as defined below)) which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by such Debtor (the “Trademarks”), together with the goodwill and assets of the business; (b) 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 (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the “Copyrights”), and all actions for infringement concerning each of the foregoing.

Unless and until an Event of Default (as defined in the Agreement) occurs and is continuing, the Debtor shall retain the legal and equitable title to the Trademarks, Patents, and Copyrights, and shall have the right to use and register the Trademarks, Patents, and Copyrights, as applicable, in the ordinary course of the business of the Debtor. The terms and conditions of the aforementioned security interest are contained in that certain Revolving Credit and Security Agreement dated as of September 29, 2017 (the “Agreement”), among the Debtor, certain other borrowers party thereto, Secured Party and the other financial institutions from time to time party thereto as security for the Obligations (as defined in the Agreement) under and as set forth in the 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 Secured Party may have in any other collateral described in the Agreement or otherwise.

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[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

DEBTOR:

JANUARY FOODS CORP.,
a Delaware corporation

By: 

Name: John Koufis

Title: Treasurer

EXHIBIT A
TRADEMARKS




Owner	Trademark Title	Serial No/ Registration No.	File Date/ Date Registered
January Foods Corp.		87259934	December 7, 2016
January Foods Corp.	<p align="center">Kam Yen Jan</p>	87290050	January 5, 2017
January Foods Corp.		4079528	January 3, 2012
January Foods Corp.		4086841	January 17, 2012

EXHIBIT B
PATENTS

None.

EXHIBIT C
COPYRIGHTS

None.