

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM454414

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SOUTHWIND DG, LLC		12/13/2017	Limited Liability Company: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BANK OF AMERICA, N.A.		
<b>Street Address:</b>	10109 carroll canyon road		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90071		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87559196	SEA POINT SPECIALTIES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	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>			
<b>Phone:</b>	213-891-5935		
<b>Email:</b>	hpanneck@buchalter.com		
<b>Correspondent Name:</b>	Helen Panneck		
<b>Address Line 1:</b>	1000 Wilshire Boulevard, Suite 1500		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90017		
<b>ATTORNEY DOCKET NUMBER:</b>	B0660-0113		
<b>NAME OF SUBMITTER:</b>	Helen Panneck		
<b>SIGNATURE:</b>	/Helen Panneck/		
<b>DATE SIGNED:</b>	12/13/2017		
<b>Total Attachments: 5</b>			
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

**December 13, 2017**

**SOUTHWIND DG, LLC**, a California limited liability company, whose address is 20644 Fordyce Avenue, Carson, California 90810 (“Debtor”), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, (the “Secured Party”), whose address is 333 South Hope Street, 13<sup>th</sup> Floor, Los Angeles, California 90071, a security interest in and to all of the Debtor’s right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by 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 the foregoing.

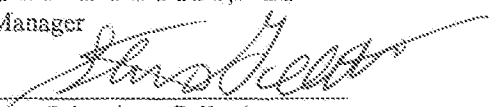
The terms and conditions of the aforementioned security interest are contained in that certain Second Amended Loan and Security Agreement dated as of the dated as of January 11, 2017 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Agreement”), among Debtor, **SOUTHWIND FOODS, LLC**, a California limited liability company, **GALAXY FOODS, LLC**, a California limited liability company, **EQUATOR SOUTHWIND, LLC**, a California limited liability company and Secured Party, as security for the Obligations 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.

[Signature page to follow.]

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

SOUTHWIND DG, LLC, a California limited liability company

By: SOUTHWIND FOODS, LLC  
its Manager

By:   
Name: Sebastiano Galletti  
Title: President

Memorandum and Notice of Security Interest  
In Intellectual Property

**TRADEMARK**  
**REEL: 006227 FRAME: 0697**

EXHIBIT A  
TRADEMARKS

OWNER	TRADEMARK	SERIAL NO./ REG. NO.	FILE DATE/ REG. DATE
Southwind DG, LLC	Sea Point Specialties	87559196	August 7, 2017

EXHIBIT B

PATENTS

None

EXHIBIT C  
COPYRIGHTS

None