

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM642601

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CANDOR-AGS, INC.	FORMERLY CANDOR-AGS, INC., A CALIFORNIA CORPORATION	04/27/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A.		
Street Address:	333 S. HOPE STREET		
City:	LOS ANGELES		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4618965	AVOLIO	
CORRESPONDENCE DATA			
Fax Number:	7044448847		
<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:	213-457-9854		
Email:	KSALTRICK@MCGUIREWOODS.COM		
Correspondent Name:	MCGUIREWOODS LLP		
Address Line 1:	355 S. GRAND AVENUE, SUITE 4200		
Address Line 2:	ATTENTION: Y.LEE, ESQ.		
Address Line 4:	LOS ANGELES, CALIFORNIA 90071		
NAME OF SUBMITTER:	YOOJIN LEE		
SIGNATURE:	/S/ YOOJIN LEE		
DATE SIGNED:	04/27/2021		
Total Attachments: 4			
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source=USPTOTrademarks-CANDOR-AGS.pdf#page2.tif			
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

April 27, 2021

CANDOR-AGS, INC., a Delaware corporation (formerly known as Candor-AGS, Inc., a California corporation) (the “Debtor”), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, a national banking association (“Agent”), as Agent under the Loan Agreement referred to below, whose address is Bank of America, N.A., 333 S. Hope Street, Los Angeles, California 90071, a security interest in and to all of the Debtor’s right, title and interest in and to the trademarks and trademark registrations which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by the Debtor (the “Trademarks”), together with the goodwill and assets of the business, as set forth in the Loan Documents (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain (a) Loan and Security Agreement dated as of June 19, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Loan Agreement”) by and among **CARO NUT COMPANY**, a California corporation and **WILD FRIENDS FOODS, INC.**, a Delaware corporation (the “Borrowers”) the Lenders party thereto and Agent and (b) Security Agreement dated as of the date hereof by and among the Debtor, for the benefit of Agent (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”; and together with the Loan Agreement and the other documents executed in connection therewith, collectively, the “Loan Documents”), each for the benefit of Agent, as security for the Obligations (as defined in the Loan Agreement) as set forth in the applicable Loan Documents. 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 Documents or otherwise.

The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property and all claims shall be governed by the law of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 14.14, 14.15 and 14.16 of the Loan Agreement are hereby incorporated by reference. Each Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office.

[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:

CANDOR-AGS, INC., a Delaware corporation
(formerly known as Candor-AGS, Inc., a California corporation)

By: 
Name: GERARD JARA
Title: CEO

BANK OF AMERICA, NA.,
as Agent and Lender

By: Matthew R. Van Steenhuyse
Name: Matthew Vansteenhuyse
Title: Senior Vice President

EXHIBIT A

TRADEMARKS

<u>Debtor</u>	<u>Trademark</u>	<u>App/Serial No.</u>	<u>Filing Date</u>	<u>Federal Registration No.</u>	<u>Registration Date</u>
Candor-Ags, Inc.	AVOLIO	86251542	04/14/2014	4618965	10/07/2014

Exhibit A

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