

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM788383

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Proterra Finance LLC		02/16/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Turtle Island Foods, SPC		
Street Address:	P.O. Box 176		
City:	Hood River		
State/Country:	OREGON		
Postal Code:	97031		
Entity Type:	Social Purpose Corporation: WASHINGTON		
Name:	Merganser, LLC		
Street Address:	20 Old Creamery Road		
City:	Trout Lake		
State/Country:	WASHINGTON		
Postal Code:	98650		
Entity Type:	Limited Liability Company: WASHINGTON		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2213075	TOFURKY	
Registration Number:	5361212	MOOCHO	
CORRESPONDENCE DATA			
Fax Number:	4152687522		
<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:	415-268-7810		
Email:	KGalt@mofo.com		
Correspondent Name:	Muzamil Huq, Morrison & Foerster LLP		
Address Line 1:	425 Market Street		
Address Line 4:	San Francisco, CALIFORNIA 94105		
ATTORNEY DOCKET NUMBER:	77359/3 - PJ Hood		
NAME OF SUBMITTER:	Muzamil Huq		

CH \$65.00 2213075

SIGNATURE:	/mhuq/
DATE SIGNED:	02/21/2023
Total Attachments: 3 source=Termination of Trademark Security Agreement#page1.tif source=Termination of Trademark Security Agreement#page2.tif source=Termination of Trademark Security Agreement#page3.tif	

TERMINATION OF SECURITY AGREEMENT AND TRADEMARK SECURITY AGREEMENT

This Termination of Trademark Security Agreement (this “*Termination*”), dated as of February 16, 2023, is executed by Proterra Finance LLC, a Delaware limited liability company, as collateral agent for itself and the Lenders described in the Trademark Security Agreement described below (the “*Collateral Agent*”), in favor of Turtle Island Foods, SPC, a Washington social purpose corporation (“*TIF*”) and Merganser, LLC, a Washington limited liability company (“*Merganser*”) (each a “*Grantor*” and collectively the “*Grantors*”).

RECITALS

WHEREAS, Grantors entered in that certain Term Loan Agreement, dated as of December 27, 2019 (as amended, restated, extended, supplemented or otherwise modified in writing from time to time prior to the date hereof, the “*Loan Agreement*”), pursuant to which Collateral Agent as a Lender and the other Lenders from time to time party thereto (the “*Lenders*”) agreed to extend one or more term loans to TIF, and pursuant to which each of Merganser and Freezbee Exports, Inc., an Oregon corporation dissolved on February 9, 2023 (“*Freezbee*”), guaranteed such loans;

WHEREAS, in order to secure payments and performance of TIF’s obligations under the Loan Agreement, Grantors and Freezbee entered into that certain Security Agreement (the “*Security Agreement*”) and that certain Trademark Security Agreement (the “*Trademark Security Agreement*”), both dated as of December 27, 2019, pursuant to which each Grantor and Freezbee granted a security interest to the Collateral Agent in certain “Trademark Collateral” as defined in the Trademark Security Agreement;

WHEREAS, pursuant to that certain payoff letter dated as of February 8, 2023, by and among Lenders, Collateral Agent, Grantors, and Freezbee (the “*Payoff Letter*”), and the subsequently completed payments of the “Payoff Amount” and the “Adjusted Payoff Amount” as defined in the Payoff Letter, the indebtedness arising in connection with the Loan Agreement is no longer outstanding, the Security Agreement and the Trademark Security Agreement have been terminated, and the liens thereunder have been released.

NOW, THEREFORE, Collateral Agent agrees as follows:

1. Collateral Agent is executing and delivering this Termination as further evidence of the termination of the Security Agreement and Trademark Security Agreement.
2. Collateral Agent, for itself and the other Lenders, claims no right, title or interest whatsoever in or to any of the “Collateral” as defined in the Security Agreement or any of the “Trademark Collateral” defined in the Trademark Security Agreement, and, accordingly, Collateral Agent, for itself and the other Lenders, expressly terminates its security interests in the trademarks listed on Schedule A hereto, which security interests were evidenced by the recordation of the Trademark Security Agreement with the United States Patent and Trademark Office on July 2, 2020 in Reel/Frame 6989/0463.

IN WITNESS WHEREOF, this Termination is executed as of the first date written above.

Proterra Finance LLC

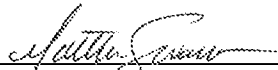
By: 
Name: Matthew Swanson
Title: Director

Exhibit A

to Termination of Trademark Security Agreement

Turtle Island Foods, SPC

REGISTERED TRADEMARKS

Record Owner	Mark	Jurisdiction	Reg. No.	Reg. Date
Turtle Island Foods, SPC	Tofurky	USPTO	2213075	December 22, 1998
Turtle Island Foods, SPC	Tofurky	United Kingdom	UK00003306808	July 20, 2018
Turtle Island Foods, SPC	Tofurky	Canada	App. No. 1931201	November 26, 2018
Turtle Island Foods, SPC	Moocho	USPTO	5361212	December 19, 2017