

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Phillips Foods, Inc.		08/03/2011	CORPORATION: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Phillips Mushroom Farms, LP		
<b>Street Address:</b>	1011 Kaolin Road		
<b>City:</b>	Kennett Square		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	19348		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: PENNSYLVANIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2169681	SHROOMIES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(610)429-4486		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	610-840-0221		
<b>Email:</b>	jurie@macelree.com		
<b>Correspondent Name:</b>	James B. Urie		
<b>Address Line 1:</b>	17 W. Miner St.		
<b>Address Line 4:</b>	West Chester, PALMYRA ATOLL 19382		
<b>ATTORNEY DOCKET NUMBER:</b>	160723.56734		
<b>NAME OF SUBMITTER:</b>	James B. Urie		
<b>Signature:</b>	/james b urie/		
<b>Date:</b>	08/08/2011		

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Total Attachments: 4

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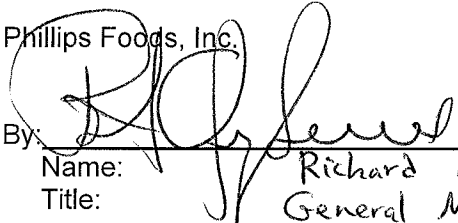
**ASSIGNMENT OF TRADEMARK**

WHEREAS, Phillips Foods, Inc., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, having a business address of 1011 Kaolin Road, Kennett Square, PA 19348 ("Seller") is the owner of record of the Trademarks set forth on the attached Trademark Schedule A; and

WHEREAS, Phillips Mushroom Farms, L.P., a limited partnership organized and existing under the laws of the Commonwealth of Pennsylvania, having a business address of 1011 Kaolin Road, Kennett Square, PA 19348 ("Buyer") is desirous of acquiring the entire right, title and interest in and to said Trademark set forth on the attached Trademark Schedule A and good will associated therewith;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Seller, its shareholders and affiliates hereby assign to Buyer all right, title and interest in and to said Trademark set forth on the attached Trademark Schedule A, together with the good will of the business and products symbolized thereby. Seller agrees to execute all necessary papers, including sending e-mails, which are necessary to effectuate this Assignment. This Assignment may be executed in one or more counterparts.

Date: 8/3/2011

Phillips Foods, Inc.  
By:   
Name: Richard Angelucci  
Title: General Manager

The undersigned hereby accepts the foregoing assignment.

Date: 8/3/11

Phillips Mushroom Farms, LP  
By:   
Name: R. Marshall Phillips  
Title: Partner

STATE/Commonwealth of PENNSYLVANIA :  
COUNTY OF CHESTER : SS

On the 3rd day of August, 2011 before me the undersigned, a notary public for the State/Commonwealth of PENNSYLVANIA, residing in the County of CHESTER, personally appeared R. Marshall Phillips, who acknowledged himself to be MEMBER of **Phillips Mushroom Farms, L.P.** and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited partnership by himself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

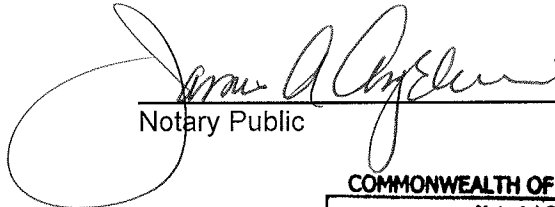
James A. Angelucci  
Notary Public

**COMMONWEALTH OF PENNSYLVANIA**  
Notarial Seal  
James A. Angelucci, Notary Public  
Kennett Twp., Chester County  
My Commission Expires June 26, 2015  
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

STATE/Commonwealth of Pennsylvania :  
COUNTY OF Chester : SS

On the 3rd day of August, 2011 before me the undersigned, a notary public for the State/Commonwealth of Pennsylvania, residing in the County of Chester, personally appeared Richard C. Angelucci, who acknowledged himself to be General Manager of **Phillips Foods, Inc.** and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public

**COMMONWEALTH OF PENNSYLVANIA**  
Notarial Seal  
James A. Angelucci, Notary Public  
Kennett Twp., Chester County  
My Commission Expires June 26, 2015  
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

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TRADEMARK SCHEDULE A

<b>Mark</b>	<b>Country</b>	<b>App. No.</b>	<b>Reg. No.</b>
SHROOMIES	USA	75332055	2169681