

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sky Valley Foods, Inc.		08/30/2012	CORPORATION: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	PMC Financial Services Group, LLC		
Street Address:	3816 East La Palma Avenue		
City:	Anaheim		
State/Country:	CALIFORNIA		
Postal Code:	92807		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	85218441	SKY VALLEY	
Registration Number:	3102975	ORGANICVILLE	
Registration Number:	3275991	FABLE FARMS	
Registration Number:	3590222	ORGANICVILLE	
Registration Number:	1638021	SIMPLY DELICIOUS	
CORRESPONDENCE DATA			
Fax Number:	9497200182		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	949-760-1121		
Email:	Trademark@Buchalter.com		
Correspondent Name:	Farah P. Bhatti		
Address Line 1:	18400 Von Karman Ave., Suite 800		
Address Line 4:	Irvine, CALIFORNIA 92612		

ATTORNEY DOCKET NUMBER:	P6297-0006
NAME OF SUBMITTER:	Farah P. Bhatti, Esq.
Signature:	/Farah P. Bhatti/
Date:	09/13/2012
Total Attachments: 3 source=Sky Valley Foods#page1.tif source=Sky Valley Foods#page2.tif source=Sky Valley Foods#page3.tif	

**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

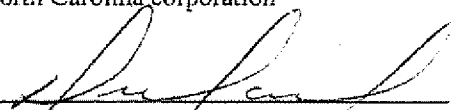
SKY VALLEY FOODS, INC., a North Carolina corporation, whose address is 878 Firetower Road, Yanceyville, North Carolina 27379 (“Assignor”) hereby acknowledges that it has granted to **PMC FINANCIAL SERVICES GROUP, LLC**, a Delaware limited liability company, whose address is 3816 East La Palma Avenue, Anaheim, California 92807 (“Assignee”), a security interest in and to all of Assignor’s right, title and interest in and to the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Assignor (the “Trademarks”), together with the goodwill and assets of the business, as set forth in the Agreement (as defined below), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of August 30, 2012 (the “Agreement”), by and between Assignor and Assignee, 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 Assignee 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 30th day of August 2012.

SKY VALLEY FOODS, INC.,
a North Carolina corporation

By: 

Name: Dennis Daniels

Title: Chief Executive Officer and President

Memorandum and Notice of Security Interest in Intellectual Property

TRADEMARK
REEL: 004860 FRAME: 0800

EXHIBIT A
TRADEMARKS

NO.	Search No.	Lien/Status	Owner	Trademark	Serial No. / Reg. No.	File Date / Reg. Date
	5/19/1	Pending	Organicville Foods, Inc. ¹	Sky Valley	85-218,441	1/14/2011
	5/19/4	Registered	Organicville Foods, Inc. ¹	Organicville	3,102,975	6/13/2006
	5/19/5	Registered	Organicville Foods, Inc. ¹	Fable Farms	3,275,991	8/7/2007
	5/19/8	Registered	Organicville Foods, Inc. ¹	Organicville	3,590,222	3/17/2009
	5/19/12	Registered	Sky Valley Foods, Inc.	Simply Delicious	1,638,021	3/12/1991

¹ Merged 12/30/2010 into Wizard's Cauldron, Inc. (previous name of Sky Valley Foods, Inc.)