

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Keystone Foods LLC		03/29/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A., "Rabobank Nederland", New York Branch, as Administrative Agent		
Street Address:	245 Park Avenue		
Internal Address:	37th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10167		
Entity Type:	New York State Licensed Branch of A Dutch Banking Cooperative: NETHERLANDS		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	2084795	COOSA VALLEY FOODS	
Registration Number:	1698455	KEY FARMS	
Registration Number:	2788438	KEY FARMS	
Registration Number:	3546398	KEYSTONE FOODS	
Registration Number:	3612072	KEYSTAR	
Registration Number:	4220398	ENGAGE FOR EXCELLENCE	
Registration Number:	4176806	EXPECT EXCELLENCE	
Registration Number:	4147760	K	
Serial Number:	85592474	KEY FARMS	
Serial Number:	85592469	KEY FARMS	
Serial Number:	85794844	KEYSTAR	
CORRESPONDENCE DATA			

900251114

TRADEMARK
 REEL: 004996 FRAME: 0233

CH \$290.00 2084795

Fax Number: 6785532602
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: (678) 553-2601
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Correspondent Name: LaShana C. Jimmar, Paralegal
Address Line 1: Greenberg Traurig, LLP
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ATTORNEY DOCKET NUMBER:	123235.011900
NAME OF SUBMITTER:	LaShana C. Jimmar
Signature:	/LaShana C. Jimmar/
Date:	04/02/2013

Total Attachments: 4
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, KEYSTONE FOODS LLC, a Delaware limited liability company (the "Grantor"), hereby grants to COÖPERATIEVE CENTRALE RAIFFEISEN-BOERENLEENBANK B.A., "RABOBANK NEDERLAND", NEW YORK BRANCH, as Administrative Agent (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the business with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Domestic Guarantee and Collateral Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 29, 2013 (as amended, restated, supplemented, extended, or otherwise modified from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first written above.

KEYSTONE FOODS LLC, as Grantor

By: _____

Name: Frank Pelone

Title: Controller

**COÖPERATIEVE CENTRALE RAIFFEISEN-
BOERENLEENBANK B.A., "RABOBANK
NEDERLAND", NEW YORK BRANCH, as
Administrative Agent and Grantee**

By: _____

Name:

Title:

By: _____

Name:

Title:

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first written above.

KEYSTONE FOODS LLC, as Grantor

By: _____
Name: Frank Pelone
Title: Controller

**COÖPERATIEVE CENTRALE RAIFFEISEN-
BOERENLEENBANK B.A., "RABOBANK
NEDERLAND", NEW YORK BRANCH, as
Administrative Agent and Grantee**

By: 
Name: Adriaan Weststrate
Title: managing director

By: 
Name: _____
Title: **Steve Gilbert
Executive Director**

SCHEDULE A
UNITED STATES

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
COOSA VALLEY FOODS	2,084,795	July 29, 1997
KEY FARMS	1,698,455	June 30, 1992
KEY FARMS & DESIGN	2,788,438	December 2, 2008
KEYSTONE FOODS	3,546,398	December 16, 2008
KEYSTAR	3,612,072	April 28, 2009
ENGAGE FOR EXCELLENCE	4,220,398	October 15, 2012
EXPECT EXCELLENCE	4,176,806	July 17, 2012
K (and design)	4,147,760	May 22, 2012
KEY FARMS	85/592,474	April 9, 2012
KEY FARMS (and design)	85/592,469	April 9, 2012
KEYSTAR	85/794,844	December 5, 2012