

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM360592

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SUNOPTA INC.		10/09/2015	CORPORATION: CANADA
PACIFIC RIDGE FARMS, LLC		10/09/2015	LIMITED LIABILITY COMPANY: INDIANA
SUNOPTA GLOBAL ORGANIC INGREDIENTS, INC.		10/09/2015	CORPORATION: CALIFORNIA
SUNOPTA GRAINS AND FOODS INC.		10/09/2015	CORPORATION: MINNESOTA
SUNRISE GROWERS, INC.		10/09/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF MONTREAL, AS COLLATERAL AGENT		
Street Address:	115 S. LaSalle Street, 25W		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	BANK: CANADA		
PROPERTY NUMBERS Total: 51			
Property Type	Number	Word Mark	
Serial Number:	73745304	PUREVEG	
Serial Number:	75025849	RED GEM	
Serial Number:	75183624	NATURAL CHOICE	
Serial Number:	75709063	NATURAL CHOICE	
Serial Number:	75804092	FULL OF FRUIT	
Serial Number:	77488479	NATURAL CHOICE	
Serial Number:	85173962	PACIFIC RIDGE FARMS	
Serial Number:	76504980	PURE NATURE FRUITS & VEGETABLES	
Serial Number:	74074016	CRYSTALEAN	
Serial Number:	74241240	OPTAFIL	
Serial Number:	74425255		
Serial Number:	74647294	OPTAMAX	
Serial Number:	75026568	SOY UM	
TRADEMARK			

CH \$1290.00 73745304

Property Type	Number	Word Mark
Serial Number:	75744092	SUNRICH
Serial Number:	77171058	SUNRICH
Serial Number:	77282490	RESPECT FOR NATURE. PASSION FOR QUALITY
Serial Number:	77295009	FIST A TWIST
Serial Number:	77383829	OPTAYIELD
Serial Number:	77604422	SL
Serial Number:	78282765	SUNRICH NATURALS
Serial Number:	85006183	TIP
Serial Number:	85018391	SOY SUPREME
Serial Number:	85142229	D
Serial Number:	85142436	DAHLGREN
Serial Number:	85389272	D
Serial Number:	85963608	OPTA NATURAL
Serial Number:	86193878	SUNRICH NATURALS
Serial Number:	86250244	SUNRICH NATURALS SOL
Serial Number:	86596988	OPTAVANTAGE
Serial Number:	86726590	FRESH PRESSED INDUSTRIES
Serial Number:	73554301	PURITY LIFE HEALTH PRODUCTS LIMITED
Serial Number:	75138091	HERBON
Serial Number:	77676895	OE OPTA ENERGY
Serial Number:	77697143	
Serial Number:	77887262	SUNOPTA
Serial Number:	78761608	SUNOPTA
Serial Number:	85023828	BRINGING WELL-BEING TO LIFE
Serial Number:	85777694	SUNOPTA
Serial Number:	85777701	SUNOPTA BRINGING WELL-BEING TO LIFE
Serial Number:	85777703	SUNOPTA
Serial Number:	85957960	BRINGING WELL-BEING TO WORK
Serial Number:	85957991	SUNOPTA BRINGING WELL-BEING TO WORK
Serial Number:	85982514	SUNOPTA
Serial Number:	85982830	SUNOPTA
Serial Number:	85982831	SUNOPTA BRINGING WELL-BEING TO LIFE
Serial Number:	76043332	SUNRISE GROWERS
Serial Number:	78776158	SUNRISE GROWERS
Serial Number:	85842008	SUNRISE GROWERS
Serial Number:	74068939	ORCHARD DELIGHT
Serial Number:	74069088	BERRIES SUPREME
Serial Number:	77770956	GEMS OF FRUIT

CORRESPONDENCE DATA**Fax Number:** 2123037064

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.

Phone: 212.318.6824**Email:** christinedionne@paulhastings.com**Correspondent Name:** Christine Dionne c/o Paul Hastings LLP**Address Line 1:** 75 East 55th Street**Address Line 4:** New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	79807.00024
NAME OF SUBMITTER:	Christine Dionne
SIGNATURE:	/Christine Dionne/
DATE SIGNED:	10/30/2015

Total Attachments: 7

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TRADEMARK SECURITY AGREEMENT dated as of October 9, 2015 (this "Agreement"), between Pacific Ridge Farms, LLC, SunOpta Global Organic Ingredients, Inc., SunOpta Grains and Foods Inc., SunOpta Inc., Sunrise Growers, Inc. (each, a "Grantor" and together, the "Grantors") and Bank of Montreal, as Collateral Agent (in such capacity, the "Collateral Agent").

Reference is made to (a) the Security Agreement dated as of October 9, 2015 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), among SunOpta Foods Inc., a Delaware corporation (the "Borrower"), the Grantors, the Collateral Agent and the various other parties thereto and (b) the Second Lien Loan Agreement dated as of October 9, 2015 (as amended, supplemented or otherwise modified from time to time, the "Loan Agreement"), among the Borrower, the Grantors, the Lenders party thereto from time to time, the Collateral Agent and the various other parties thereto. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Loan Agreement. Each Grantor is an affiliate of the Borrower and is willing to execute and deliver this Agreement as consideration for the transactions contemplated by the Security Agreement and the Loan Agreement. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement or the Loan Agreement, as applicable.

SECTION 2. Grant of Security Interest. As collateral security for the Obligations, each Grantor hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a lien on and security interest in, and right of set off against, and acknowledges and agrees that the Collateral Agent has and shall continue to have for the benefit of the Secured Parties a continuing lien on and security interest in, and right of set off against (the "Security Interest") all of such Grantor's right, title and interest, whether now owned or existing or hereafter created, acquired or arising in, and to any trademarks and trademark applications now owned or at any time hereafter acquired by such Grantor, including those listed on Schedule I, and any exclusive trademark licenses under which such Grantor is an exclusive licensee of a registered trademark, including those listed on Schedule II (collectively, the "Trademark Collateral").


SECTION 3. Security Agreement. The Security Interest granted to the Collateral Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Collateral Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

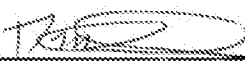
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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement
as of the day and year first above written.


SUNOPTA INC.

By: 
Name: Robert McKeracher
Title: Vice President and Chief Financial
Officer

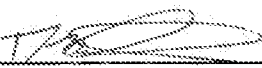
PACIFIC RIDGE FARMS, LLC

By: 
Name: Robert McKeracher
Title: Vice President

SUNOPTA GLOBAL ORGANIC INGREDIENTS,
INC.

By: 
Name: Robert McKeracher
Title: Vice President

SUNOPTA GRAINS AND FOODS INC.

By: 
Name: Robert McKeracher
Title: Vice President

SUNRISE GROWERS, INC.

By: 
Name: Robert McKeracher
Title: Vice President

SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT

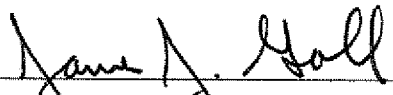
TRADEMARK
REEL: 005656 FRAME: 0734

BANK OF MONTREAL,
as Collateral Agent,

By: _____

Name:

Title:


James J. Goll
Managing Director

Schedule I

Intellectual Property

Trademarks and Trademark Applications

Trademark	Serial No.	Registration No.	Registered Owner
PUREVEG	73745304	1535634	Pacific Ridge Farms, LLC
RED GEM	75025849	2092564	Pacific Ridge Farms, LLC
NATURAL CHOICE	75183624	2215107	Pacific Ridge Farms, LLC
NATURAL CHOICE	75709063	2511487	Pacific Ridge Farms, LLC
FULL OF FRUIT	75804092	2562626	Pacific Ridge Farms, LLC
NATURAL CHOICE	77488479	3716245	Pacific Ridge Farms, LLC
PACIFIC RIDGE FARMS	85173962	4372916	Pacific Ridge Farms, LLC
PURE NATURE ORGANIC FRUITS & VEGETABLES	76504980	2971821	Sunopta Global Organic Ingredients, Inc.
CRYSTALEAN	74074016	1737459	SUNOPTA GRAINS AND FOODS INC.
OPTAFIL	74241240	1909384	SUNOPTA GRAINS AND FOODS INC.
Design Only	74425255	1858738	SUNOPTA GRAINS AND FOODS INC.
OPTAMAX	74647294	1978014	SUNOPTA GRAINS AND FOODS INC.
SOY UM	75026568	2090523	SUNOPTA GRAINS AND FOODS INC.
SUNRICH	75744092	2445696	SUNOPTA GRAINS AND FOODS INC.
SUNRICH	77171058	3452274	SUNOPTA GRAINS AND FOODS INC.

RESPECT FOR NATURE. PASSION FOR QUALITY	77282490	3911398	SUNOPTA GRAINS AND FOODS INC.
FIST A TWIST	77295009	3680438	SUNOPTA GRAINS AND FOODS INC.
OPTAYIELD	77383829	3632459	SUNOPTA GRAINS AND FOODS INC.
SL	77604422	3638547	SUNOPTA GRAINS AND FOODS INC.
SUNRICH NATURALS	78282765	2869627	SUNOPTA GRAINS AND FOODS INC.
TIP	85006183	4074713	SUNOPTA GRAINS AND FOODS INC.
SOY SUPREME	85018391	4110828	SUNOPTA GRAINS AND FOODS INC.
D	85142229	3970028	SUNOPTA GRAINS AND FOODS INC.
DAHLGREN	85142436	3970035	SUNOPTA GRAINS AND FOODS INC.
D	85389272	4177046	SUNOPTA GRAINS AND FOODS INC.
OPTA NATURAL	85963608		SUNOPTA GRAINS AND FOODS INC.
SUNRICH NATURALS	86193878		SUNOPTA GRAINS AND FOODS INC.
SUNRICH NATURALS SOL	86250244	4625019	SUNOPTA GRAINS AND FOODS INC.
OPTAVANTAGE	86596988		SUNOPTA GRAINS AND FOODS INC.
FRESH PRESSED INDUSTRIES	86726590		SUNOPTA GRAINS AND FOODS INC.
PURITY LIFE HEALTH PRODUCT LIMITED	73554301	1724384	SUNOPTA INC.

HERBON	75138091	2263385	SUNOPTA INC.
OE OPTA ENERGY	77676895	3679443	SUNOPTA INC.
Design Only	77697143	4173337	SUNOPTA INC.
SUNOPTA	77887262	3831066	SUNOPTA INC.
SUNOPTA	78761608	3577945	SUNOPTA INC.
BRINGING WELL-BEING TO LIFE	85023828		SUNOPTA INC.
SUNOPTA	85777694		SUNOPTA INC.
SUNOPTA BRINGING WELL-BEING TO LIFE	85777701		SUNOPTA INC.
SUNOPTA	85777703		SUNOPTA INC.
BRINGING WELL-BEING TO WORK	85957960		SUNOPTA INC.
SUNOPTA BRINGING WELL-BEING TO WORK	85957991		SUNOPTA INC.
SUNOPTA	85982514	4638012	SUNOPTA INC.
SUNOPTA	85982830	4638030	SUNOPTA INC
SUNOPTA BRINGING WELL-BEING TO LIFE	85982831	4638031	SUNOPTA INC
SUNRISE GROWERS	76043332	2647976	SUNRISE GROWERS, INC.
SUNRISE GROWERS	78776158	3244050	SUNRISE GROWERS, INC.
SUNRISE GROWERS	85842008	4509189	SUNRISE GROWERS, INC.
ORCHARD DELIGHT	74068939	1655650	PACKERS FOOD PRODUCTS, INC. N/K/A SUNRISE GROWERS, INC.
BERRIES SUPREME	74069088	1659912	PACKERS FOOD PRODUCTS, INC. N/K/A SUNRISE GROWERS, INC.
GEMS OF FRUIT	77770956	3744565	PACKERS FOOD PRODUCTS, INC. N/K/A SUNRISE GROWERS, INC.

Schedule II

Intellectual Property

Exclusive Trademark Licenses under which the Grantor is a Licensee

NONE.

Schedule II-1

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RECORDED: 10/30/2015

TRADEMARK
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