

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE GIORGI COMPANIES, INC.		08/28/2017	Corporation: DELAWARE
DIGIORGIO MUSHROOM CORP.		08/28/2017	Corporation: PENNSYLVANIA
GIORGIO MUSHROOM CO.		08/28/2017	Corporation: PENNSYLVANIA
CAN CORPORATION OF AMERICA, INC.		08/28/2017	Corporation: PENNSYLVANIA
ASCOLI REALTY CORPORATION		08/28/2017	Corporation: PENNSYLVANIA
CCA OF INDIANA, INC.		08/28/2017	Corporation: INDIANA
GIORGIO FOODS, INC.		08/28/2017	Corporation: PENNSYLVANIA
GIORGIFRED COMPANY		08/28/2017	Corporation: DELAWARE
MAIDENCREEK PLAZA CO.		08/28/2017	Limited Liability Company: PENNSYLVANIA
GIORGIO FOODS XPRESS, LLC		08/28/2017	Limited Liability Company: PENNSYLVANIA
GIORGIO FRESH CO.		08/28/2017	Corporation: PENNSYLVANIA
ONTELAUNEE FARMS, INC.		08/28/2017	Corporation: PENNSYLVANIA
GASPARI FARMS, INC.		08/28/2017	Corporation: PENNSYLVANIA
GASPARI FARM PRODUCTS, INC.		08/28/2017	Corporation: PENNSYLVANIA
DEW FRESH, INC.		08/28/2017	Corporation: PENNSYLVANIA
ALL SEASONS PRODUCTS, INC.		08/28/2017	Corporation: PENNSYLVANIA
MOUNT JOY HOLDING CO.		08/28/2017	Limited Liability Company: PENNSYLVANIA
BLANDON LAND COMPANY LLC		08/28/2017	Limited Liability Company: PENNSYLVANIA
AUTOMATED COMPOST TRANSPORT, INC.		08/28/2017	Corporation: PENNSYLVANIA
VILLA RIMINI, INC.		08/28/2017	Corporation: PENNSYLVANIA
VALENTIA LTD.		08/28/2017	Limited Liability Company: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	600 Penn Street
Internal Address:	MAC Y1480-028
City:	Reading

State/Country:	PENNSYLVANIA
Postal Code:	19603
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Registration Number:	930109	MOONLIGHT
Registration Number:	1183132	GIORGIO
Registration Number:	1487656	GIORGIO
Registration Number:	1566169	GIORGIO
Registration Number:	1584939	PENNSYLVANIA DUTCHMAN
Registration Number:	1586980	
Registration Number:	1763080	DAWN FRESH
Registration Number:	1777517	AMERICA'S FAVORITE MUSHROOM
Registration Number:	1966499	DAWN FRESH
Registration Number:	2230769	GIORGIO
Registration Number:	2251542	MOONLIGHT MUSHROOMS
Registration Number:	2520064	AMERICA'S FAVORITE MUSHROOM
Registration Number:	2795863	FRESH N' CLEAN
Registration Number:	3276310	A LITTLE SLICE OF ITALY
Registration Number:	3178349	SALAD 'SHROOMS
Registration Number:	3804899	GIORGIO WEDGEWORTH
Registration Number:	3396588	TODAY'S CHOICE
Registration Number:	3339861	PENNSYLVANIA DUTCHMAN
Registration Number:	3344186	GIORGIO
Registration Number:	3452473	AMERICA'S FAVORITE MUSHROOM
Registration Number:	4210362	GIORGIO D'LIGHTFUL
Registration Number:	4358356	ROLL-A-PIZZA
Registration Number:	4198335	GIORGIO
Registration Number:	4198341	GIORGIO
Registration Number:	4270976	GIORGIO SOUTHWEST PIZZA
Registration Number:	4478898	ROJO FIESTA PIZZA
Registration Number:	4769155	GIORGI MUSHROOM CO.
Registration Number:	4590249	GIORGIO ARTISAN BAKERY PRODUCTS UNIQUELY
Registration Number:	4875261	GIORGIO ITALIAN STYLE CHEESE CRESCENTS
Registration Number:	4875262	GIORGIO ITALIAN STYLE MINI CHEESE CRESCENTS
Registration Number:	4875286	GIORGIO MINI CRESCENTS
Registration Number:	4875285	GIORGIO CRESCENTS
Registration Number:	4958542	BRANDYWINE

Street Address:	600 Penn Street
Internal Address:	MAC Y1480-028
City:	Reading
State/Country:	PENNSYLVANIA
Postal Code:	19603
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 37

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Registration Number:	4875261	GIORGIO ITALIAN STYLE CHEESE CRESCENTS
Registration Number:	4875262	GIORGIO ITALIAN STYLE MINI CHEESE CRESCENTS

Property Type	Number	Word Mark
Registration Number:	4875286	GIORGIO MINI CRESCENTS
Registration Number:	4875285	GIORGIO CRESCENTS
Registration Number:	4958542	BRANDYWINE
Registration Number:	5065198	PORTIZZA
Registration Number:	5028634	GROWN IN THE MUSHROOM STATE PENNSYLVANIA
Serial Number:	86578690	DUTCH COUNTRY
Serial Number:	86628500	GIORGIO CHEESEBURGER BITES

CORRESPONDENCE DATA

Fax Number: 2159882757

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.

Email: karen.spina@dbr.com

Correspondent Name: Robert E. Cannuscio

Address Line 1: One Logan Square, Ste. 2000

Address Line 2: Drinker Biddle & Reath LLP

Address Line 4: Philadelphia, PENNSYLVANIA 19103-6996

NAME OF SUBMITTER:	Robert E. Cannuscio
SIGNATURE:	/Robert E. Cannuscio/
DATE SIGNED:	08/28/2017

Total Attachments: 11

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UNITED STATES TRADEMARK SECURITY AGREEMENT

This UNITED STATES TRADEMARK SECURITY AGREEMENT (this “**Agreement**”) dated as of August 28, 2017, is made by and between WELLS FARGO BANK, NATIONAL ASSOCIATION for itself and on behalf of other holders of Secured Obligations as defined in the Credit Agreement referred to below (in such capacity, together with its successors and assigns, the “**Lender**”) and THE GIORGI COMPANIES, INC., a Delaware corporation (“**Borrower**”), DIGIORGIO MUSHROOM CORP., a Pennsylvania corporation (“**DMC**”), GIORGI MUSHROOM CO., a Pennsylvania corporation (“**GMC**”), CAN CORPORATION OF AMERICA, INC., a Pennsylvania corporation (“**Can Corp**”), ASCOLI REALTY CORPORATION, a Pennsylvania corporation (“**ARC**”), CCA OF INDIANA, INC., an Indiana corporation (“**CCA Indiana**”), GIORGIO FOODS, INC., a Pennsylvania corporation (“**GF**”), GIORGIFRED COMPANY, a Delaware corporation (“**GC**”), MAIDENCREEK PLAZA CO., a Pennsylvania limited liability company (“**MPC**”), GIORGIO FOODS XPRESS, LLC, a Pennsylvania limited liability company (“**GFEC**”), GIORGIO FRESH CO., a Pennsylvania corporation (“**GFC**”), ONTELAUNEE FARMS, INC., a Pennsylvania corporation (“**OFI**”), GASPARI FARMS, INC., a Pennsylvania corporation (“**GFI**”), GASPARI FARM PRODUCTS, INC., a Pennsylvania corporation (“**GFPI**”), DEW FRESH, INC., a Pennsylvania corporation (“**DFI**”), ALL SEASONS PRODUCTS, INC., a Pennsylvania corporation (“**ASPI**”), MOUNT JOY HOLDING CO., a Pennsylvania limited liability company (“**MJHC**”), and BLANDON LAND COMPANY LLC, a Pennsylvania limited liability company (“**BLC**”), AUTOMATED COMPOST TRANSPORT, INC., a Pennsylvania corporation (“**ACTI**”), VILLA RIMINI, INC., a Pennsylvania corporation (“**VRI**”), and VALENTIA LTD., a Pennsylvania limited liability company (“**VL**”) (each of Borrower, DMC, GMC, Can Corp, ARC, CCA Indiana, GF, GC, MPC, GFEC, GFC, OFI, GFI, GFPI, DFI, ASPI, MJHC, BLC, ACTI, VRI and VL, a “**Grantor**”, and collectively, with each of their respective successors and assigns, the “**Grantors**”).

WHEREAS, this Agreement will be filed with the United States Patent and Trademark Office to among other things indicate that Lender is collateral assignee with respect to the Marks (as defined herein) listed on Schedule A hereto;

WHEREAS, each Grantor is the owner of certain trademarks, trade names, corporate names, company names, business names, fictitious business names, trade dress, service marks, logos, designs, domain names and other source or business identifiers now existing and hereafter adopted or acquired, including, without limitation, those listed on Schedule A hereto listed with their name, together with pending applications and/or registrations therefor, all registrations and recordings thereof, whether in the United States Patent and Trademark Office or in any similar office or agency of the United States or any State thereof, or otherwise, all rights to obtain any reissues, renewals or extensions of the foregoing, all common law rights related thereto, the goodwill associated therewith, all licenses for any of the foregoing, and all causes of action arising prior to or after the date hereof for infringement, dilution, misappropriation, violation and unfair competition of or regarding the same, (collectively, the “**Marks**”); and

WHEREAS, Grantors and Lender entered into that certain Credit Agreement, dated as of August 28, 2017 (as the same may be amended, restated, modified, supplemented and/or

replaced from time to time, the “**Credit Agreement**”), pursuant to which the Lender may make certain loans and other extensions of credit to Borrower (and other related entities) on the terms and conditions described therein; and

WHEREAS, one of the conditions to the extension of credit under the Credit Agreement is that payment shall be secured by, among other things, a security interest in favor of the Lender in the Marks.


NOW, THEREFORE, for good and valuable consideration, each Grantor hereby pledges and grants (and confirms and ratifies all other pledges and grants heretofore made) to Lender a security interest and lien in and to the Marks (to the extent applicable to such Grantor, and excluding any application for registration of any of the Marks filed on an intent-to-use basis solely to the extent that the grant of a security interest in any such application would materially adversely affect the validity or enforceability of the Mark, the corresponding application, or the resulting registration of the Mark or result in cancellation of such application or registration). The parties acknowledge and agree that the terms of such grant are more fully set forth in other loan documents entered into in connection with the Credit Agreement, and the grant referred to in this Agreement does not restrict those provisions in any way.

[Signature Page Follows]


Executed as of the date first above written.

GRANTORS:


THE GIORGI COMPANIES, INC.,
a Delaware corporation

By: 
Name: Michael Sobota
Title: Treasurer


DIGIORGIO MUSHROOM CORP.,
a Pennsylvania corporation

By: 
Name: Michael Sobota
Title: Treasurer

GIORGI MUSHROOM CO.,
a Pennsylvania corporation

By: 
Name: Michael Sobota
Title: Treasurer


**CAN CORPORATION OF AMERICA,
INC.,**
a Pennsylvania corporation

By: 
Name: Michael Sobota
Title: Secretary

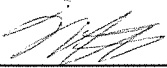
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TRADEMARK
REEL: 006143 FRAME: 0277


ASCOLI REALTY CORPORATION,
a Pennsylvania corporation

By: 
Name: Michael Sobota
Title: Treasurer


CCA OF INDIANA, INC.,
an Indiana corporation

By: 
Name: Michael Sobota
Title: Secretary

GIORGIO FOODS, INC.,
a Pennsylvania corporation


By: 
Name: Michael Sobota
Title: Treasurer

GIORGIFRED COMPANY,
a Delaware corporation

By: 
Name: Michael Sobota
Title: Treasurer

MAIDENCREEK PLAZA CO.,
a Pennsylvania corporation


By: The Giorgi Companies, Inc., its sole
Member

By: 
Name: Michael Sobota
Title: Treasurer


[Signature page to U.S. Trademark Security Agreement]

TRADEMARK
REEL: 006143 FRAME: 0278


GIORGIO FOODS XPRESS, LLC,
a Pennsylvania limited liability company
By: Giorgio Foods, Inc., its sole Member

By: 
Name: Michael Sobota
Title: Treasurer


GIORGIO FRESH CO.,
a Pennsylvania corporation

By: 
Name: Michael Sobota
Title: Treasurer


ONTELAUNEE FARMS, INC.,
a Pennsylvania corporation

By: 
Name: Michael Sobota
Title: Treasurer

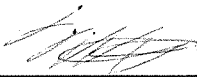
GASPARI FARMS, INC.,
a Pennsylvania corporation

By: 
Name: Michael Sobota
Title: Treasurer


GASPARI FARM PRODUCTS, INC.,
a Pennsylvania corporation

By: 
Name: Michael Sobota
Title: Treasurer

DEW FRESH, INC.,
a Pennsylvania corporation

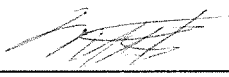
By: 
Name: Michael Sobota
Title: Treasurer

ALL SEASONS PRODUCTS, INC.,
a Pennsylvania corporation

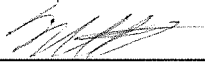
By: 
Name: Michael Sobota
Title: Treasurer

MOUNT JOY HOLDING CO.,
a Pennsylvania corporation


By: Maidencreek Plaza Co., its sole Member
By: The Giorgi Companies, Inc., the sole
Member of Maidencreek Plaza Co.

By: 
Name: Michael Sobota
Title: Treasurer

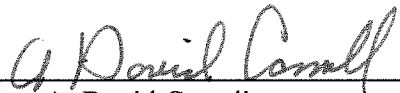
BLANDON LAND COMPANY LLC,
a Pennsylvania limited liability company
By: Maiden creek Plaza Co., its sole Member
By: The Giorgi Companies, Inc., the sole
Member of Maiden creek Plaza Co.

By: 
Name: Michael Sobota
Title: Treasurer


**AUTOMATED COMPOST TRANSPORT,
INC.,**
a Pennsylvania corporation

By: 
Name: Michael Sobota
Title: Treasurer

VILLA RIMINI, INC.,
a Pennsylvania corporation


By: 
Name: A. David Carroll
Title: President

VALENTIA LTD.,
a Pennsylvania limited liability company

By: 
Name: Michael Sobota
Title: Treasurer

LENDER:

WELLS FARGO BANK, NATIONAL
ASSOCIATION

By: 
Name: Ryan T. McAndrew
Title: Assistant Vice President

[Signature page to U.S. Trademark Security Agreement]

TRADEMARK
REEL: 006143 FRAME: 0282


SCHEDULE A

To U.S. Trademark Security Agreement

List of Trademark Applications and Registrations

Mark	Application Number	Filing Date	Registration Number	Registration Date	Current Owner	Status
MOONLIGHT	72/357,951	04/27/1970	930,109	02/29/1972	Giorgifred Company	Granted
GIORGIO	73/254,887	03/21/1980	1,183,132	12/22/1981	Giorgifred Company	Granted
GIORGIO	73/639,536	01/06/1987	1,487,656	05/10/1988	Giorgifred Company	Granted
	73/782,499	02/23/1989	1,566,169	11/14/1989	Giorgifred Company	Granted
	73/816,303	08/01/1989	1,584,939	02/27/1990	Giorgifred Company	Granted
	73/816,305	08/01/1989	1,586,980	03/13/1990	Giorgifred Company	Granted
DAWN FRESH	74/101,741	10/01/1990	1,763,080	04/06/1993	Giorgifred Company	Granted
AMERICA'S FAVORITE MUSHROOM	74/223,412	10/22/1991	1,777,517	06/15/1993	Giorgifred Company	Granted
	74/622,976	01/19/1995	1,966,499	04/09/1996	Giorgifred Company	Granted
	75/454,525	03/23/1998	2,230,769	03/09/1999	Giorgifred Company	Granted
	75/522,076	07/20/1998	2,251,542	06/08/1999	Giorgifred Company	Granted
AMERICA'S FAVORITE MUSHROOM	76/242,730	04/18/2001	2,520,064	12/18/2001	Giorgifred Company	Granted
FRESH N' CLEAN	76/422,175	06/17/2002	2,795,863	12/16/2003	Giorgifred Company	Granted
A LITTLE SLICE OF ITALY	78/468,703	08/17/2004	3,276,310	08/07/2007	Giorgifred Company	Granted
SALAD 'SHROOMS	78/598,292	03/30/2005	3,178,349	11/28/2006	Giorgifred Company	Granted

	78/779,564	12/22/2005	3,804,899	06/15/2010	Giorgifred Company	Granted
TODAY'S CHOICE	78/979,633	02/21/2006	3,396,588	03/11/2008	Giorgifred Company	Granted
PENNSYLVANIA DUTCHMAN	78/937,957	07/26/2006	3,339,861	11/20/2007	Giorgifred Company	Granted
GIORGIO	78/937,968	07/26/2006	3,344,186	11/27/2007	Giorgifred Company	Granted
AMERICA'S FAVORITE MUSHROOM	77/223,155	07/06/2007	3,452,473	06/24/2008	Giorgifred Company	Granted
GIORGIO D'LIGHTFUL	77/746,282	05/28/2009	4,210,362	09/18/2012	Giorgifred Company	Granted
ROLL-A-PIZZA	85/120,408	08/31/2010	4,358,356	06/25/2013	Giorgifred Company	Granted
GIORGIO	85/521,539	01/20/2012	4,198,335	08/28/2012	Giorgifred Company	Granted
	85/521,582	01/20/2012	4,198,341	08/28/2012	Giorgifred Company	Granted
GIORGIO SOUTHWEST PIZZA	85/539,262	02/10/2012	4,270,976	1/8/2013	Giorgifred Company	Granted
ROJO FIESTA PIZZA	85/771,854	11/05/2012	4,478,898	02/04/2014	Giorgifred Company	Granted
GIORGI MUSHROOM CO.	85/893,118	04/02/2013	4,769,155	07/07/2015	Giorgifred Company	Granted
GIORGIO ARTISAN BAKERY PRODUCTS UNIQUELY CRAFTED	86/068,035	09/18/2013	4,590,249	08/19/2014	Giorgifred Company	Granted
GIORGIO ITALIAN STYLE CHEESE CRESCENTS	86/325,497	07/01/2014	4,875,261	12/22/2015	Giorgifred Company	Granted
GIORGIO ITALIAN STYLE MINI CHEESE CRESCENTS	86/325,528	07/01/2014	4,875,262	12/22/2015	Giorgifred Company	Granted
GIORGIO MINI CRESCENTS	86/341,454	07/18/2014	4,875,286	12/22/2015	Giorgifred Company	Granted
GIORGIO CRESCENTS	86/341,445	07/18/2014	4,875,285	12/22/2015	Giorgifred Company	Granted
DUTCH COUNTRY	86/578,690	03/27/2015	--	--	Giorgifred Company	Allowed
BRANDYWINE	86/613,986	04/29/2015	4,958,542	05/17/2016	Giorgifred Company	Granted

GIORGIO CHEESEBURGER BITES	86/628,500	05/13/2015	--	--	Giorgifred Company	Allowed
PORTIZZA	86/631,075	05/15/2015	5,065,198	10/18/2016	Giorgifred Company	Granted
	86/812,080	11/06/2015	5,028,634	08/23/2016	Giorgifred Company	Granted