

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM455786

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
SEQUENCE:	2		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kaolin Mushroom Farms, Inc.		12/22/2017	Corporation: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Royal Bank of Canada		
Street Address:	200 Bay Street		
Internal Address:	Royal Bank Plaza, 12th Floor		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5J 2W7		
Entity Type:	Chartered Bank: CANADA		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	1661013	SOUTH MILL	
Registration Number:	2620591	SOUTH MILL GROWING AND DISTRIBUTING MUSH	
Registration Number:	2180292	SELECT SOILS	
Registration Number:	3688934	SOUTH MILL	
Registration Number:	5120138	PORTA BÉLA	
Registration Number:	5120136	PORTA BÉLA	
CORRESPONDENCE DATA			
Fax Number:	3125693000		
<i>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.</i>			
Email:	karen.spina@dbr.com		
Correspondent Name:	Mita K. Lakhia		
Address Line 1:	191 N. Wacker Drive, Ste. 3700		
Address Line 2:	Drinker Biddle & Reath LLP		
Address Line 4:	Chicago, ILLINOIS 60606-1698		
NAME OF SUBMITTER:	Mita K. Lakhia		
SIGNATURE:	/Mita K. Lakhia/		

OP \$165.00 1661013

DATE SIGNED:	12/22/2017
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Total Attachments: 5

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UNITED STATES TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (this “**Agreement**”) dated as of December 22, 2017 is made by and between ROYAL BANK OF CANADA, in its capacity as Administrative Agent (together with its successors and assigns, in such capacity, the “**Lender**”), and Kaolin Mushroom Farms, Inc., a corporation organized under the laws of Pennsylvania (together with its successors and permitted assigns, the “**Grantor**”).

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 Trademarks (as defined herein) listed on Schedule A hereto;

WHEREAS, Grantor is the owner of certain trademarks, including the applications and registrations thereof, together with the goodwill of the business connected with the use of and symbolized by the trademarks and all proceeds thereof, including, without limitation, any and all past, present and future causes of action which may exist by reason of infringement thereof, set forth on Schedule A hereto (collectively, the “**Trademarks**”); and

WHEREAS, the Grantor and Lender executed a Security Agreement, dated as of the date hereof (as amended, restated, amended and restated, modified or supplemented from time to time, the “**Security Agreement**”), pursuant to which Grantor granted and agreed to grant to Lender a security interest in certain of its assets to secure obligations owing to Lender and certain other lenders.

NOW, THEREFORE, for good and valuable consideration, Grantor hereby pledges and grants (and confirms and ratifies all other pledges and grants heretofore made to Lender) to Lender

a security interest and lien in and to the Trademarks to secure the Secured Obligations (as defined in the Security Agreement), subject to the terms and conditions of the Security Agreement.

Executed as of the date first above written.

GRANTOR: KAOLIN MUSHROOM FARMS, INC.

By: 

Name: Michael Pia

Title: President and Co-Chief Executive
Officer

LENDER: ROYAL BANK OF CANADA,

in its capacity as Administrative Agent

By: _____

Name:

Title:

[Signature Page to United States Trademark Security Agreement]

**TRADEMARK
REEL: 006235 FRAME: 0670**

Executed as of the date first above written.

GRANTOR: KAOLIN MUSHROOM FARMS, INC.




By: _____
Name:
Title

LENDER: ROYAL BANK OF CANADA,
in its capacity as Administrative Agent

By:  _____
Name: Susan, Khokher
Title: Manager, Agency

[Signature Page to United States Trademark Security Agreement]

Schedule A
Trademarks

Mark	Reg. No./ Reg. Date	Status	Owner
<u>SOUTH MILL</u>	1661013 October 15, 1991	Renewal due October 15, 2021	Kaolin Mushroom Farms, Inc. (PENNSYLVANIA CORP.)
<u>SOUTH MILL GROWING AND DISTRIBUTING MUSHROOMS, PRODUCE AND MORE! (Stylized)</u> 	2620591 September 17, 2002	Renewal due September 17, 2022	Kaolin Mushroom Farms, Inc. (PENNSYLVANIA CORP.)
<u>SELECT SOILS</u>	2180292 August 11, 1998	Renewal due August 11, 2028	Kaolin Mushroom Farms, Inc. (PENNSYLVANIA CORP.)
<u>SOUTH MILL</u>	3688934 September 29, 2009	Renewal due September 29, 2019	Kaolin Mushroom Farms, Inc. (PENNSYLVANIA CORP.)
<u>PORTA BÉLA</u> <u>and Design</u> 	5120138 January 10, 2017	Declaration of Use due January 10, 2023	Kaolin Mushroom Farms, Inc. (PENNSYLVANIA CORP.)
<u>PORTA BÉLA</u> <u>(Stylized)</u> 	5120136 January 10, 2017	Declaration of Use due January 10, 2023	Kaolin Mushroom Farms, Inc. (PENNSYLVANIA CORP.)

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