

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM473684

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|------------------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY AGREEMENT |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--|----------|----------------|-------------------------------------|
| MASTRONARDI PRODUCE-USA, INC. | | 05/01/2018 | Corporation: MICHIGAN |
| BRUSHCO FARMS, INC. | | 05/01/2018 | Corporation: COLORADO |
| MAROA FARMS, INC. | | 05/01/2018 | Corporation: ILLINOIS |
| PEPPERCO-USA, INC. | | 05/01/2018 | Corporation: MICHIGAN |
| MASTRONARDI TRANSPORT, INC. | | 05/01/2018 | Corporation: MICHIGAN |
| MASTAR SUPPLY CHAIN & LOGISTICS, INC. | | 05/01/2018 | Corporation: MICHIGAN |
| MASTAR SOLUTIONS & LOGISTICS, INC. | | 05/01/2018 | Corporation: MICHIGAN |
| MASTAR INTELLECTUAL PROPERTY HOLDING COMPANY | | 05/01/2018 | Corporation: MICHIGAN |
| MASTRONARDI PRODUCE INTERNATIONAL, LLC | | 05/01/2018 | Limited Liability Company: DELAWARE |
| MASTRONARDI INTERNATIONAL LIMITED | | 05/01/2018 | Corporation: MICHIGAN |
| MASTRONARDI PRODUCE MEXICO, LLC | | 05/01/2018 | Limited Liability Company: DELAWARE |
| BACKYARD FARMS LLC | | 05/01/2018 | Limited Liability Company: DELAWARE |
| GREEN EMPIRE FARMS, INC. | | 05/01/2018 | Corporation: NEW YORK |
| MASTRONARDI-USA DISTRIBUTION SERVICES, INC. | | 05/01/2018 | Corporation: MICHIGAN |
| FLAVORCO-USA, INC. | | 05/01/2018 | Corporation: MICHIGAN |

RECEIVING PARTY DATA

| | |
|--------------------------|--|
| Name: | BANK OF MONTREAL, as Administrative Agent |
| Street Address: | 250 Yonge Street, 11th floor |
| Internal Address: | BMO Financial Group, Corporate & Commercial Lending Operations |
| City: | Toronto |
| State/Country: | CANADA |
| Postal Code: | M5B 2L7 |

TRADEMARK

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|---------------------|--------------------------------------|
| Entity Type: | National Banking Association: CANADA |
|---------------------|--------------------------------------|

PROPERTY NUMBERS Total: 2

| Property Type | Number | Word Mark |
|-----------------------------|---------|---------------------------------|
| Registration Number: | 4448775 | MASTAR SUPPLY CHAIN & LOGISTICS |
| Registration Number: | 4960511 | MASTAR SOLUTIONS & LOGISTICS |

CORRESPONDENCE DATA**Fax Number:** 7037125050*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:** 7037125150**Email:** TWyatt@mwoutsource.com**Correspondent Name:** McGUIREWOODS LLP**Address Line 1:** 1750 TYSONS BOULEVARD, SUITE 1800**Address Line 4:** TYSONS, VIRGINIA 22102-4215

| | |
|---------------------------|--------------|
| NAME OF SUBMITTER: | TORREY WYATT |
|---------------------------|--------------|

| | |
|-------------------|----------------|
| SIGNATURE: | /TORREY WYATT/ |
|-------------------|----------------|

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| DATE SIGNED: | 05/11/2018 |
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Total Attachments: 7

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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

Dated: as of May 1, 2018

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the U. S. Security and Pledge Agreement dated as of May 1, 2018 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among the Grantors (as defined below), the other grantors party thereto and the Administrative Agent for the Secured Parties referenced therein, the undersigned Grantors have granted a security interest in and lien upon the trademarks and trademark applications on Schedule 1 to the Administrative Agent for the ratable benefit of the Secured Parties.

The Grantors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in such trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

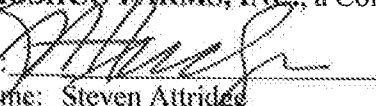
[Signature pages follow.]

GRANTORS:

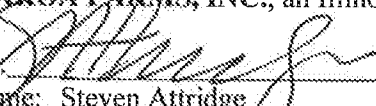
MASTRONARDI PRODUCE-USA, INC., a Michigan corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

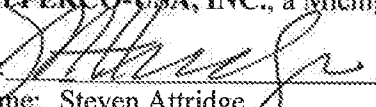
BRUSHCO FARMS, INC., a Colorado corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

MAROX FARMS, INC., an Illinois corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

PEPPERCO-USA, INC., a Michigan corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

MASTRONARDI TRANSPORT, INC., a Michigan corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

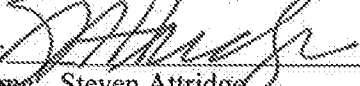
MASTAR SUPPLY CHAIN & LOGISTICS, INC., a Michigan corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

MASTAR SOLUTIONS & LOGISTICS, INC., a Michigan corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

**MASTAR INTELLECTUAL PROPERTY HOLDING
COMPANY**, a Michigan corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

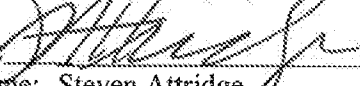
MASTRONARDI PRODUCE INTERNATIONAL, LLC, a
Delaware limited liability company

By: 
Name: Steven Attridge
Title: Chief Financial Officer

MASTRONARDI INTERNATIONAL LIMITED, a
Michigan corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

MASTRONARDI PRODUCE MEXICO, LLC, a Delaware
limited liability company

By: 
Name: Steven Attridge
Title: Chief Financial Officer

BACKYARD FARMS LLC, a Delaware limited liability
company

By: 
Name: Steven Attridge
Title: Chief Financial Officer

GREEN EMPIRE FARMS, INC., a New York corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

MASTRONARDI-USA DISTRIBUTION SERVICES, INC.,
a Michigan corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

FLAVORCO-USA, INC., a Michigan corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

Mastronardi Produce Limited
Trademark Security Notice
Signature Page

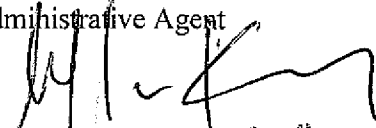
TRADEMARK
REEL: 006329 FRAME: 0833


ADMINISTRATIVE AGENT:

Bank of Montreal
BMO Financial Group, Corporate &
Commercial Lending Operations
250 Yonge Street, 11th floor
Toronto, ON M5B 2L7

Acknowledged and accepted:

BANK OF MONTREAL,
as Administrative Agent

By: 
Name: Lyta Kanji
Title: Managing Director
Head, Loan Syndications

By: 
Name: Andrea Salvi
Title: Managing Director

SCHEDULE 1

TRADEMARKS

| Trademark Name | Country of Origin | Status | Applicant Name |
|--|----------------------------|------------|---|
| BACKYARD FARMS App. No.: 1418488 Reg. No.: TMA764222 | Canada | Registered | Backyard Farms LLC |
| BACKYARD FARMS App. No.: 78970080 Reg. No.: 3464610 | United States (Federal) | Registered | Backyard Farms LLC |
| BACKYARD FARMS App. No.: 86087948 Reg. No.: 4631085 | United States (Federal) | Registered | Backyard Farms LLC |
| BACKYARD FARMS App. No.: 86087954 Reg. No.: 4631086 | United States (Federal) | Registered | Backyard Farms LLC |
| BACKYARD FARMS GROWN NOT TOO FAR FROM HERE App. No.: 1418503 Reg. No.: TMA764221 | Canada | Registered | Backyard Farms LLC |
| BACKYARD FARMS GROWN NOT TOO FAR FROM HERE App. No.: 1418502 Reg. No.: TMA764462 | United States (Federal) | Registered | Backyard Farms LLC |
| App. No.: 77176886 Reg. No.: 3375299 | United States (Federal) | Registered | Backyard Farms LLC |
| GROWN NOT TOO FAR FROM HERE App. No.: 78972121 Reg. No.: 3342182 | United States (Federal) | Registered | Backyard Farms LLC |
| MASTAR SUPPLY CHAIN & LOGISTICS App. No.:1592045 Reg. No.:TMA933401 | Canada | Registered | Mastar Intellectual Property Holding Company |
| MASTAR SOLUTIONS & LOGISTICS App. No.:1592046 Reg. No.:TMA933385 | Canada | Registered | Mastar Intellectual Property Holding Company |

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| MASTAR SUPPLY CHAIN & LOGISTICS App. No.:85706736 Reg. No.:4448775 | United States (Federal) | Registered | Mastar Intellectual Property Holding Company |
| MASTAR SOLUTIONS & LOGISTICS App. No.:85706740 Reg. No.:4960511 | United States (Federal) | Registered | Mastar Intellectual Property Holdings Company |
| SOMERSET PINKS App. No.:86354957 Reg. No.:4749888 | United States (Federal) | Registered | Backyard Farms LLC |