

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM473686

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

Entity Type:	National Banking Association: CANADA
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PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3464610	BACKYARD FARMS
Registration Number:	4631085	BACKYARD FARMS
Registration Number:	4631086	BACKYARD FARMS
Registration Number:	3342182	GROWN NOT TOO FAR FROM HERE
Registration Number:	4749888	SOMERSET PINKS
Registration Number:	3375299	

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: (703)712-5150

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
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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.

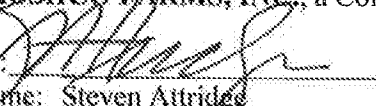
[Signature pages follow.]

GRANTORS:

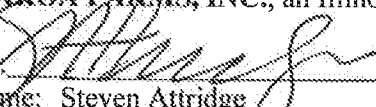
MASTRONARDI PRODUCE-USA, INC., a Michigan corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

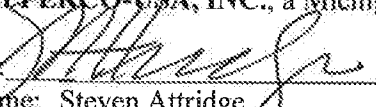
BRUSHCO FARMS, INC., a Colorado corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

MAROX FARMS, INC., an Illinois corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

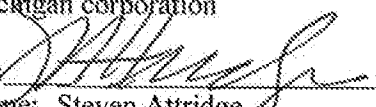
PEPPERCO-USA, INC., a Michigan corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

MASTRONARDI TRANSPORT, INC., a Michigan corporation

By: 
Name: Steven Attridge
Title: Chief Financial Officer

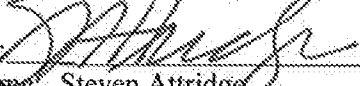
MASTAR SUPPLY CHAIN & LOGISTICS, INC., a Michigan corporation

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

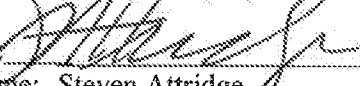
MASTRONARDI PRODUCE INTERNATIONAL, LLC, a
Delaware limited liability company

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

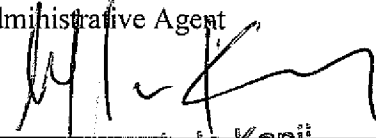
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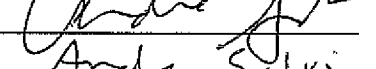
ADMINISTRATIVE AGENT:

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

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