

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM487344

| | | | |
|---|--|-----------------------|---------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Mastronardi Produce Limited | | 08/23/2018 | Corporation: CANADA |
| RECEIVING PARTY DATA | | | |
| Name: | Bank of America, N.A., as Administrative Agent | | |
| Street Address: | 135 S. LaSalle Street | | |
| Internal Address: | IL4-135-09-61 | | |
| City: | Chicago | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60603 | | |
| Entity Type: | national banking association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 87908283 | ALOHA | |
| Serial Number: | 87957134 | BRASPBERRY | |
| Registration Number: | 5505695 | GOURMET MEDLEY | |
| Registration Number: | 5481219 | SUNSET GROWN | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 7044448857 | | |
| <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> | | | |
| Phone: | 7043432000 | | |
| Email: | twitcher@mcguirewoods.com | | |
| Correspondent Name: | Terry L. Witcher, Paralegal | | |
| Address Line 1: | McGuireWoods LLP | | |
| Address Line 2: | 201 N. Tryon Street, Suite 3000 | | |
| Address Line 4: | Charlotte, NORTH CAROLINA 28202 | | |
| NAME OF SUBMITTER: | Terry L. Witcher, Paralegal | | |
| SIGNATURE: | /s/ Terry L. Witcher | | |
| DATE SIGNED: | 08/24/2018 | | |
| Total Attachments: 4 | | | |

OP \$115.00 87908283

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

Dated: as of August 23, 2018

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Canadian 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 Grantor (as defined below), the other grantors party thereto and the Administrative Agent for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications on Schedule 1 to the Administrative Agent for the ratable benefit of the Secured Parties.

The Grantor 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.

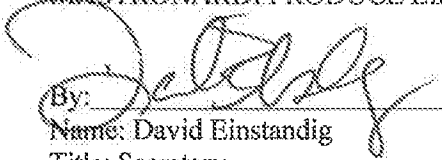
[Signature pages follow.]

Very truly yours,

GRANTOR:

Mastronardi Produce Limited
2100 Road 4 East
Kingsville, Ontario, Canada
N9Y 2E5

MASTRONARDI PRODUCE LIMITED

By: 
Name: David Einsteadig
Title: Secretary

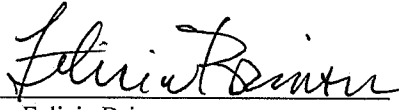
Jurisdiction of Organization: Ontario, Canada

ADMINISTRATIVE AGENT:

Bank of America, N.A.
135 S. LaSalle Street
Mail Code: IL4-135-09-61
Chicago, IL 60603

Acknowledged and accepted:

BANK OF AMERICA, N.A., as Administrative
Agent

By: 
Name: Felicia Brinson
Title: Assistant Vice President

SCHEDULE 1

TRADEMARKS

| Country | Mark | Application/Registration Number | Owner |
|----------------|----------------|---|-----------------------------|
| United States | ALOHA | App. No.: 87908283 | Mastronardi Produce Limited |
| United States | BRASPBERRY | App. No.: 87957134 | Mastronardi Produce Limited |
| United States | GOURMET MEDLEY | App. No.: 86475908 Reg. No.: 5505695 | Mastronardi Produce Limited |
| United States | SUNSET GROWN | App. No.: 85423495 Reg. No.: 5481219 | Mastronardi Produce Limited |