

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM563422

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
RESUBMIT DOCUMENT ID:	900531278		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NORPAC FOODS, INC.		12/18/2019	Corporation: OREGON
RECEIVING PARTY DATA			
Name:	Oregon Potato Company		
Street Address:	P.O. Box 3110		
City:	Pasco		
State/Country:	WASHINGTON		
Postal Code:	99302		
Entity Type:	Corporation: WASHINGTON		
PROPERTY NUMBERS Total: 39			
Property Type	Number	Word Mark	
Registration Number:	1260584	BEAUTIFUL VEGETABLES	
Registration Number:	1028056	BIG DADDY	
Registration Number:	0932658	BIG DADDY	
Registration Number:	4782324	CHEF STARTERS	
Registration Number:	0885973	COB CORN SHORTIES	
Registration Number:	0836368	COBBETTS	
Registration Number:	3839030	COBBIES	
Registration Number:	0876132	COBETTES	
Registration Number:	2151151		
Registration Number:	4909626	FLAV·R·PAC AMERICAN HARVEST	
Registration Number:	5562373	FLAV-R-PAC	
Registration Number:	3917060	FLAV-R-PAC	
Registration Number:	0977427	FLAV-R-PAC	
Registration Number:	0608803	FLAV-R-PAC	
Registration Number:	3764405	FLAV-R-PAC CONNOISSEUR COLLECTION	
Registration Number:	2399169	FLAV-R-PAC JUST ADD CHICKEN!	
Registration Number:	2382452	FLAV-R-PAC JUST ADD HAMBURGER!	
Registration Number:	2010378	FLAV-R-PAC VEGETABLE COLLECTION	

TRADEMARK

900536776

REEL: 006869 FRAME: 0680

Property Type	Number	Word Mark
Registration Number:	0790079	FLAV-R-TATERS
Registration Number:	1861062	GRANDE CLASSICS
Registration Number:	1875397	GRANDE CLASSICS
Registration Number:	3349122	ISLAND BLENDS
Registration Number:	5544869	MEAL BASICS
Registration Number:	3370957	MEAL BASICS
Registration Number:	4022628	NORPAC
Registration Number:	0851998	NORPAC
Registration Number:	2915509	NORPAC QUALITY PRODUCTS FROM OUR FARMERS
Registration Number:	1529913	PASTA PERFECT
Registration Number:	1225219	PASTA PERFECT
Registration Number:	2854385	QUICK 'N EASY COMBOS
Registration Number:	1093908	RINGLETTS
Registration Number:	1049746	SACK O' CORN
Registration Number:	0438239	SANTIAM
Registration Number:	0503459	STACO
Registration Number:	3759302	STEAM OF THE CROP
Registration Number:	4142572	SUPER MK'T
Registration Number:	0563370	SUPER MK'T
Registration Number:	0875273	VALLEY MAID
Registration Number:	0984078	WESTPAC

CORRESPONDENCE DATA

Fax Number: 2067577014

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: 206-757-8014

Email: priyankamenon@dwt.com

Correspondent Name: Matthew Moersfelder

Address Line 1: 920 Fifth Avenue, Suite 3300

Address Line 4: Seattle, WASHINGTON 98104

ATTORNEY DOCKET NUMBER:	55621-9
NAME OF SUBMITTER:	Matthew Moersfelder
SIGNATURE:	/MEM/
DATE SIGNED:	02/24/2020

Total Attachments: 34

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ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement (the “**Agreement**”) is dated as of December 18, 2019 (the “**Effective Date**”), is by and among NORPAC Foods, Inc., an Oregon corporation (“**NORPAC**”) with its wholly-owned subsidiaries Quincy Foods, LLC, a Washington limited liability company (“**Quincy Foods**”) and Hermiston Foods, LLC, an Oregon limited liability company (“**Hermiston Foods**”) and collectively with NORPAC and Quincy Foods, the “**Sellers**” and each a “**Seller**”) and Oregon Potato Company, a Washington corporation (“**Buyer**”). The Sellers and Buyer are jointly referred to herein as the “**Parties**.”

WHEREAS, the Parties have entered into that certain Asset Purchase Agreement dated as of November 15, 2019 (the “**Purchase Agreement**”), pursuant to which, among other things, the Sellers have agreed to assign all of their respective right, title and interest in and to, and Buyer has agreed to assume all of the Sellers’ duties and obligations under, the Intellectual Property Assets (as defined in the Purchase Agreement).

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. **Definitions.** All capitalized terms used in this Agreement but not otherwise defined herein are given the meanings set forth in the Purchase Agreement.

2. **Assignment and Assumption.** Each Seller hereby sells, assigns, grants, conveys and transfers to Buyer all of Seller’s right, title and interest in and to the Purchased Assets and specifically all of Seller’s intellectual property rights in and to the Intellectual Property Assets. Buyer hereby accepts such assignment and assumes all of Sellers’ duties and obligations related to the Purchased Assets and agrees to pay, perform and discharge, as and when due, all of the obligations of Sellers under the Intellectual Property Assets accruing on and after the date hereof.

3. **Further Assurances.** The Parties shall take all actions and execute all documents reasonably requested by the other Party to give effect to the transactions contemplated by this Agreement.

4. **Governing Law.** This Agreement shall be governed by and construed in accordance with the internal laws of the state of Washington without giving effect to any choice or conflict of law provision or rule (whether of the state of Washington or any other jurisdiction).

5. **Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by facsimile, email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

SELLERS:

NORPAC Foods, Inc.,
an Oregon corporation

By Shawn Campbell
Name: Shawn Campbell
Title: President

Quincy Foods, LLC,
a Washington limited liability company
By: NORPAC Foods, Inc.
Its: Member

By Shawn Campbell
Name: Shawn Campbell
Title: President

Hermiston Foods, LLC,
an Oregon limited liability company
By: NORPAC Foods, Inc.
Its: Member

By Shawn Campbell
Name: Shawn Campbell
Title: President

BUYER:

Oregon Potato Company,
a Washington corporation

By _____
Name: Frank Tiegs
Title: President

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

SELLERS:

NORPAC Foods, Inc.,
an Oregon corporation

By _____
Name: Thomas R. Fessler
Title: Board Chairman

Quincy Foods, LLC,
a Washington limited liability company
By: NORPAC Foods, Inc.
Its: Member

By _____
Name: Thomas R. Fessler
Title: Board Chairman

Hermiston Foods, LLC,
an Oregon limited liability company
By: NORPAC Foods, Inc.
Its: Member

By _____
Name: Thomas R. Fessler
Title: Board Chairman


BUYER:

Oregon Potato Company,
a Washington corporation

By Frank Tiegs
Name: Frank Tiegs
Title: President



PNW Veg. Co., LLC
Schedule of Trademarks

* All scheduled IP owned by PNW VEG CO., LLC pursuant to the Closing Date Acquisition

Trademark	Jurisdiction	Status	Owner name	App Number App Date	Reg Number Reg Date	Goods and services
BEAUTIFUL VEGETABLES	USA	Renewed	Norpac Foods, Inc.	73229966 04-Sep.-1979	1260584 06-Dec.-1983	Class 29 - Frozen and canned vegetables for sale to the institutional trade
BIG DADDY	USA	Renewed	Norpac Foods, Inc.	73053223 23-May-1975	1028056 23-Dec.-1975	Class 29 - Frozen vegetables, and particularly partially processed frozen potatoes
BIG DADDY 	USA	Renewed	Norpac Foods, Inc.	72372365 02-Oct.-1970	0932658 18-Apr.-1972	Class 46 - Partially processed frozen potatoes
CHEF STARTERS	USA	Registered	Norpac Foods, Inc.	85784035 20-Nov.-2012	4782324 28-Jul.-2015	Class 29 - Frozen vegetables
COB CORN SHORTIES	USA	Renewed	Norpac Foods, Inc.	72320846 05-Mar.-1969	0885973 10-Feb.-1970	Class 46 - Frozen corn on the cob
COBBETTS	USA	Renewed	Norpac Foods, Inc.	72226765 30-Aug.-1965	0836368 03-Oct.-1967	Class 46 - Frozen corn on the cob
COBBIES	USA	Registered	Norpac Foods, Inc.	77777936 09-Jul.-2009	3839030 24-Aug.-2010	Class 29 - Frozen vegetables
COBETTES	USA	Renewed	Norpac Foods, Inc.	72282916 19-Oct.-1967	0876132 02-Sep.-1969	Class 46 - Frozen corn on the cob
CULINARY INSPIRED SOUPS	Mexico	Registered	Norpac Foods, Inc.	794088 (794088T) 13-Jul.-2006	956002 28-Sep.-2006	Class 29 - Soups

PNW Veg. Co., LLC
Schedule of Trademarks

* All scheduled IP owned by PNW VEG CO., LLC pursuant to the Closing Date Acquisition

Trademark	Jurisdiction	Status	Owner name	App Number App Date	Reg Number Reg Date	Goods and services
	USA	Renewed	Norpac Foods, Inc.	74711801 07-Aug.-1995	2151151 14-Apr.-1998	Class 29 - Frozen vegetables and fruits
FLAV - R - PAC	Pennsylvania	Renewed	Norpac Foods, Inc.	N/A	755594 16-Nov.-1960	Goods/services not listed
FLAV R PAC 	Cuba	Registered	Norpac Foods, Inc.	2011-0129 10-Mar.-2011	2011-0129 10-Mar.-2011	Class 29 - Fruits and garden herbs (preserved), fruits and frozen vegetables; soups Class 30 - Pasta, rice Class 32 - Fruit juices
FLAV R PAC	China	Registered	Norpac Foods, Inc.	4803444 28-Jul.-2005	4803444 14-Apr.-2008	Class 29 - Canned fruit; frozen fruit; canned vegetables; frozen vegetables; frozen soup
FLAV R PAC	China	Registered	Norpac Foods, Inc.	4803445 28-Jul.-2005	4803445 14-Apr.-2008	Class 32 - Frozen citrus juices; frozen concentrated citrus juices; frozen juices; frozen concentrated juice
FLAV R PAC	South Korea	Registered	Norpac Foods, Inc.	40-1996-0003371 30-Jan.-1996	4003885530000 29-Dec.-1997	Class 29 - Frozen potatoes; frozen okra; frozen french fries; frozen baked



PNW Veg. Co., LLC
Schedule of Trademarks

* All scheduled IP owned by PNW VEG CO., LLC pursuant to the Closing Date Acquisition

Trademark	Jurisdiction	Status	Owner name	App Number App Date	Reg Number Reg Date	Goods and services
FLAV-R-PAC AMERICAN HARVEST	USA	Registered	Norpac Foods, Inc.	86407695 26-Sep.-2014	4909626 01-Mar.-2016	Class 29 - Frozen vegetables Class 32 - citrus fruit juice concentrates, frozen citrus fruit juice,
FLAV-R-PAC	Saudi Arabia	Pending	Norpac Foods, Inc.	1435011934 20-Apr.-2014		Class 29 - Frozen fruits, vegetables reserved.
FLAV-R-PAC	United Arab Emirates	Registered	Norpac Foods, Inc.	206305 17-Feb.-2014	206305 19-Apr.-2016	Class 29 - Frozen fruits; frozen vegetables
FLAV-R-PAC	USA	Registered	Norpac Foods, Inc.	87546949 28-Jul.-2017	5562373 11-Sep.-2018	Class 30 - Frozen meals consisting primarily of pasta or rice; frozen meals consisting primarily of quinoa

**PNW Veg. Co., LLC
Schedule of Trademarks**

* All scheduled IP owned by PNW VEG CO., LLC pursuant to the Closing Date Acquisition

Trademark	Jurisdiction	Status	Owner name	App Number App Date	Reg Number Reg Date	Goods and services
FLAV-R-PAC	USA	Registered	Norpac Foods, Inc.	85073195 28-Jun.-2010	3917060 08-Feb.-2011	Class 29 - Canned fruits and vegetables; frozen fruits; frozen vegetables; soups Class 35 - Distributorship services in the field of frozen fruits and vegetables, canned fruits and vegetables, soups
FLAV-R-PAC 	USA	Renewed	Norpac Foods, Inc.	72428685 29-Jun.-1972	0977427 22-Jan.-1974	Class 46 - Canned and frozen fruits and vegetables
FLAV-R-PAC	USA	Renewed	Norpac Foods, Inc.	71656899 24-Nov.-1953	0608803 12-Jul.-1955	Class 46 - Canned and frozen fruits and vegetables, frozen citrus fruit juices, and frozen citrus fruit juice concentrates
FLAV-R-PAC 	New Mexico	Registered	Norpac Foods, Inc.	N/A	TK00102001 20-Oct.-2000	Class 32 - Frozen citrus fruit juices and frozen citrus fruit juice concentrates.
FLAV-R-PAC	Pennsylvania	Registered	Norpac Foods, Inc.	N/A	2968670 19-Oct.-2000	Goods/services not listed
FLAV-R-PAC	Alabama	Renewed	Norpac Foods, Inc.	N/A	100457 13-Jan.-1981	Class 29 - Canned and frozen fruits and vegetables, frozen fish and chicken, frozen citrus fruit juices and frozen citrus fruit juice concentrates
FLAV-R-PAC	Arizona	Registered	Norpac Foods, Inc.	N/A	14681	Sales and marketing


PNW Veg. Co., LLC
Schedule of Trademarks

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Trademark	Jurisdiction	Status	Owner name	App Number App Date	Reg Number Reg Date	Goods and services
FLAV-R-PAC	New Mexico	Renewed	Norpac Foods, Inc.	N/A	5896 08-Jun.-1980	Canned and frozen fruits and vegetables, frozen fish and chicken
FLAV-R-PAC	Georgia	Renewed	Norpac Foods, Inc.	N/A	T1014 05-Jan.-1961	Class 46 - Canned and frozen fruits and vegetables, frozen fish and chicken, frozen fruit juices, and frozen citrus fruit juice concentrated
FLAV-R-PAC	Texas	Renewed	Norpac Foods, Inc.	N/A	22491 05-Dec.-1960	Canned and frozen fruits and vegetables, frozen fish and chicken, frozen citrus fruit juices and frozen citrus fruit juice concentrates
FLAV-R-PAC	Vermont	Renewed	Norpac Foods, Inc.	N/A	3919 26-Oct.-1960	Class 46 - Foods, namely canned and frozen fruits and vegetables, frozen fish and chicken, frozen citrus fruit juices, and frozen citrus fruit juice concentrates.
FLAV-R-PAC	North Carolina	Renewed	Norpac Foods, Inc.	N/A	1306 20-Oct.-1960	Class 46 - Canned and frozen fruits and vegetables, frozen fish and chicken, frozen citrus fruit and frozen fruit juice concentrate
FLAV-R-PAC	Utah	Renewed	Norpac Foods, Inc.	N/A	8135 19-Oct.-1960	Class 46 – Canned and frozen fruits and vegetables
FLAV-R-PAC	Delaware	Renewed	Norpac Foods, Inc.	N/A	1376 07-Oct.-1960	Class 29, 31, 32 - Meats and processed foods: natural agricultural products: light beverages



**PNW Veg. Co., LLC
Schedule of Trademarks**

* All scheduled IP owned by PNW VEG CO., LLC pursuant to the Closing Date Acquisition

Trademark	Jurisdiction	Status	Owner name	App Number App Date	Reg Number Reg Date	Goods and services
FLAV-R-PAC	Missouri	Renewed	Norpac Foods, Inc.	N/A	479 02-Nov.-1956	Class 31, 46 - Canned and frozen fruits and vegetables, frozen fish and chicken, frozen citrus fruit juices, and frozen citrus fruit juice concentrates
FLAV-R-PAC	New Hampshire	Renewed	Norpac Foods, Inc.	N/A	97156 20-Oct.-1960	Class 46 - Foods and ingredients of foods
FLAV-R-PAC	Tennessee	Renewed	North Pacific Canners & Packers Inc Norpac Foods, Inc.	N/A	Not Available 20-Oct.-1970	Class 46 - Foods, namely canned and frozen fruits and vegetables, frozen fish and chicken, frozen citrus frozen juices, and frozen citrus juices concentrates
FLAV-R-PAC CONNOISSEUR COLLECTION	Mexico	Registered	Norpac Foods, Inc.	997188 (997188T) 23-Mar.-2009	1097356 23-Apr.-2009	Class 29 - Frozen fruits and / or canned and / or canned; frozen and / or canned vegetables and / or canned.
FLAV-R-PAC CONNOISSEUR COLLECTION	USA	Renewed	Norpac Foods, Inc.	77561778 03-Sep.-2008	3764405 23-Mar.-2010	Class 29 - Frozen and processed vegetables
FLAV-R-PAC JUST ADD CHICKEN!	USA	Renewed	Norpac Foods, Inc.	75622600 15-Jan-1999	2399169 31-Oct.-2000	Class 29 - Frozen vegetable blends
						

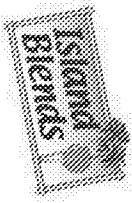
**PNW Veg. Co., LLC
Schedule of Trademarks**

* All scheduled IP owned by PNW VEG CO., LLC pursuant to the Closing Date Acquisition

Trademark	Jurisdiction	Status	Owner name	App Number App Date	Reg Number Reg Date	Goods and services
						
FLAV-R-PAC JUST ADD HAMBURGER!	USA	Renewed	Norpac Foods, Inc.	75622383 15-Jan.-1999	2382452 05-Sep.-2000	Class 29 - Frozen vegetable blends
FLAV-R-PAC VEGETABLE COLLECTION	USA	Renewed	Norpac Foods, Inc.	74389867 11-May-1993	2010378 22-Oct.-1996	Class 29 - Frozen vegetables
FLAV-R-TATERS	USA	Renewed	Norpac Foods, Inc.	72195317 10-Jun.-1964	0790079 25-May.-1965	Class 46 - Frozen shredded potato rolls
GRANDE CLASSICS	USA	Renewed	Norpac Foods, Inc.	74301737 04-Aug.-1992	1861062 01-Nov.-1994	Class 29 - Processed frozen foods; namely vegetables
GRANDE CLASSICS	USA	Renewed	Norpac Foods, Inc.	74301738 04-Aug.-1992	1875397 24-Jan.-1995	Class 29 - Processed frozen foods; namely, vegetables
ISLAND BLENDS 	Mexico	Registered	Norpac Foods, Inc.	826008 (826008T) 18-Dec.-2006	1007803 24-Oct.-2007	Class 29 - Mixes of frozen vegetables.

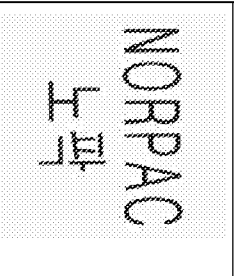

**PNW Veg. Co., LLC
Schedule of Trademarks**

* All scheduled IP owned by PNW VEG CO., LLC pursuant to the Closing Date Acquisition

Trademark	Jurisdiction	Status	Owner name	App Number App Date	Reg Number Reg Date	Goods and services
 ISLAND BLENDS	USA	Renewed	Norpac Foods, Inc.	77015872 06-Oct.-2006	3349122 04-Dec.-2007	Class 29 - Frozen vegetable blends
ITALIAN VEGETABLES	Washington	Renewed	Norpac Foods, Inc.	N/A	13178 08-Feb.-1982	Class 30 - Frozen vegetables
MEAL BASICS	USA	Registered	Norpac Foods, Inc.	87752405 11-Jan.-2018	5544869 21-Aug.-2018	Class 29 - Frozen vegetables and vegetable blends comprised of cut vegetables
MEAL BASICS	USA	Renewed	Norpac Foods, Inc.	76638609 12-May-2005	3370957 15-Jan.-2008	Class 29 - Frozen vegetables and vegetable blends
MEDITERRANEAN VEGETABLES FLAV-R-PACK	Washington	Renewed	Norpac Foods, Inc.	N/A	13177 08-Feb.-1982	Class 30 - Frozen vegetables
NORPAC	Saudi Arabia	Pending	Norpac Foods, Inc.	1435011936 20-Apr.-2014		Class 29 - Frozen fruits, vegetables reserved.
NORPAC	United Arab Emirates	Registered	Norpac Foods, Inc.	206306 17-Feb.-2014	206306 19-Apr.-2016	Class 29 - Frozen fruits, frozen vegetables
NORPAC	South Korea	Registered	Norpac Foods, Inc.	70-2004-0000587 15-Oct.-2004	4006362730000 24-Oct.-2005	Class 29 - Vegetables, radish, sweet potato, fern, pepper, fruit salad, carrot, garlic, radish, cabbage, leek, ginger,


PNW Veg. Co., LLC
Schedule of Trademarks

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Trademark	Jurisdiction	Status	Owner name	App Number App Date	Reg Number Reg Date	Goods and services
						matsutake, spinach, vegetable salad, vegetable soup, cabbage, onions, cucumbers, peas, burdock, bamboo shoots, tomatoes, canned fruits, canned vegetables, leeks, potato chips, shiitake mushrooms, pea pods, peanut butter, bell peppers, pickles, amber
NORPAC	USA	Registered	Norpac Foods, Inc.	85239990 11-Feb.-2011	4022628 06-Sep.-2011	Class 29 - Frozen fruits Class 30 - Pasta; rice Class 35 - Distributorship services in the field of frozen fruit and vegetables, canned fruit and vegetables, soups, pasta and rice
NORPAC	USA	Renewed	Norpac Foods, Inc.	72273522 09-Jun.-1967	0851998 02-Jul.-1968	Class 46 - Frozen vegetables
NORPAC QUALITY PRODUCTS FROM OUR FARMERS' COOPERATIVE SINCE 1924 	USA	Renewed	Norpac Foods, Inc.	76377119 28-Feb.-2002	2915509 04-Jan.-2005	Class 29 - Frozen and processed fruits and vegetables; meats; and soups


PNW Veg. Co., LLC
Schedule of Trademarks

* All scheduled IP owned by PNW VEG CO., LLC pursuant to the Closing Date Acquisition

Trademark	Jurisdiction	Status	Owner name	App Number App Date	Reg Number Reg Date	Goods and services
PASTA PERFECT	USA	Renewed	Norpac Foods, Inc.	73731634 31-May-1988	1529913 14-Mar.-1989	Class 30 - Frozen pasta and vegetable mix
PASTA PERFECT	USA	Renewed	Norpac Foods, Inc.	73229178 27-Aug.-1979	1225219 25-Jan.-1983	Class 30 - Pasta-namely, macaroni and noodles
QUICK 'N EASY COMBOS	USA	Renewed	Norpac Foods, Inc.	76339584 19-Nov.-2001	2854385 15-Jun.-2004	Class 29 - Frozen vegetables
 RINGLETT'S	USA	Renewed	Norpac Foods, Inc.	73140033 06-Sep.-1977	1093908 20-Jun.-1978	Class 29 - Frozen french fried onion rings
SACK O' CORN	USA	Renewed	Norpac Foods, Inc.	73052747 19-May-1975	1049746 05-Oct.-1976	Class 29 - Frozen corn on the cob
SANTIAM	USA	Renewed	Norpac Foods, Inc.	71513345 27-Nov.-1946	0438239 13-Apr.-1948	Class 46 - Canned vegetables and fruits and frozen deciduous fruits
STACO STACO	USA	Renewed	Norpac Foods, Inc.	71536306 30-Sep.-1947	0503459 26-Oct.-1948	Class 46 - Canned vegetables
STEAM OF THE CROP	USA	Renewed	Norpac Foods, Inc.	77978663 24-Feb.-2009	3759302 09-Mar.-2010	Class 29 - Frozen vegetables

PNW Veg. Co., LLC
Schedule of Trademarks

* All scheduled IP owned by PNW VEG CO., LLC pursuant to the Closing Date Acquisition

Trademark	Jurisdiction	Status	Owner name	App Number App Date	Reg Number Reg Date	Goods and services
SUPER MKT	USA	Registered	Norpac Foods, Inc.	85429772 22-Sep.-2011	4142572 15-May-2012	Class 29 - Frozen vegetables
SUPER MKT	USA	Renewed	Norpac Foods, Inc.	71611192 12-Mar.-1941	0563370 26-Aug.-1952	Class 46 - Frozen vegetables-namely, green beans,
VALLEY MAID	USA	Renewed	Norpac Foods, Inc.	72304982 12-Aug.-1968	0875273 19-Aug.-1969	Class 46 - Canned and frozen fruits and vegetables
WESTPAC	Cuba	Registered	Norpac Foods, Inc.	2011-0128 10-Mar.-2011	2011-0128 10-Mar.-2011	Class 29 - Fruits and frozen vegetables, fruits and garden herbs (preserved)
						
WESTPAC	China	Registered	Norpac Foods, Inc.	4803443 28-Jul.-2005	4803443 14-Apr.-2008	Class 29 – Canned fruit; frozen fruit; canned vegetables; frozen vegetables
WESTPAC	USA	Renewed	NORPAC FOODS, INC.	72461864 02-Jul.-1973	0984078 14-May-1974	Class 46 - Canned and frozen fruits and vegetables

ASSET PURCHASE AGREEMENT

BY AND AMONG

NORPAC FOODS, INC.

QUINCY FOODS, LLC

HERMISTON FOODS, LLC

AND

OREGON POTATO COMPANY

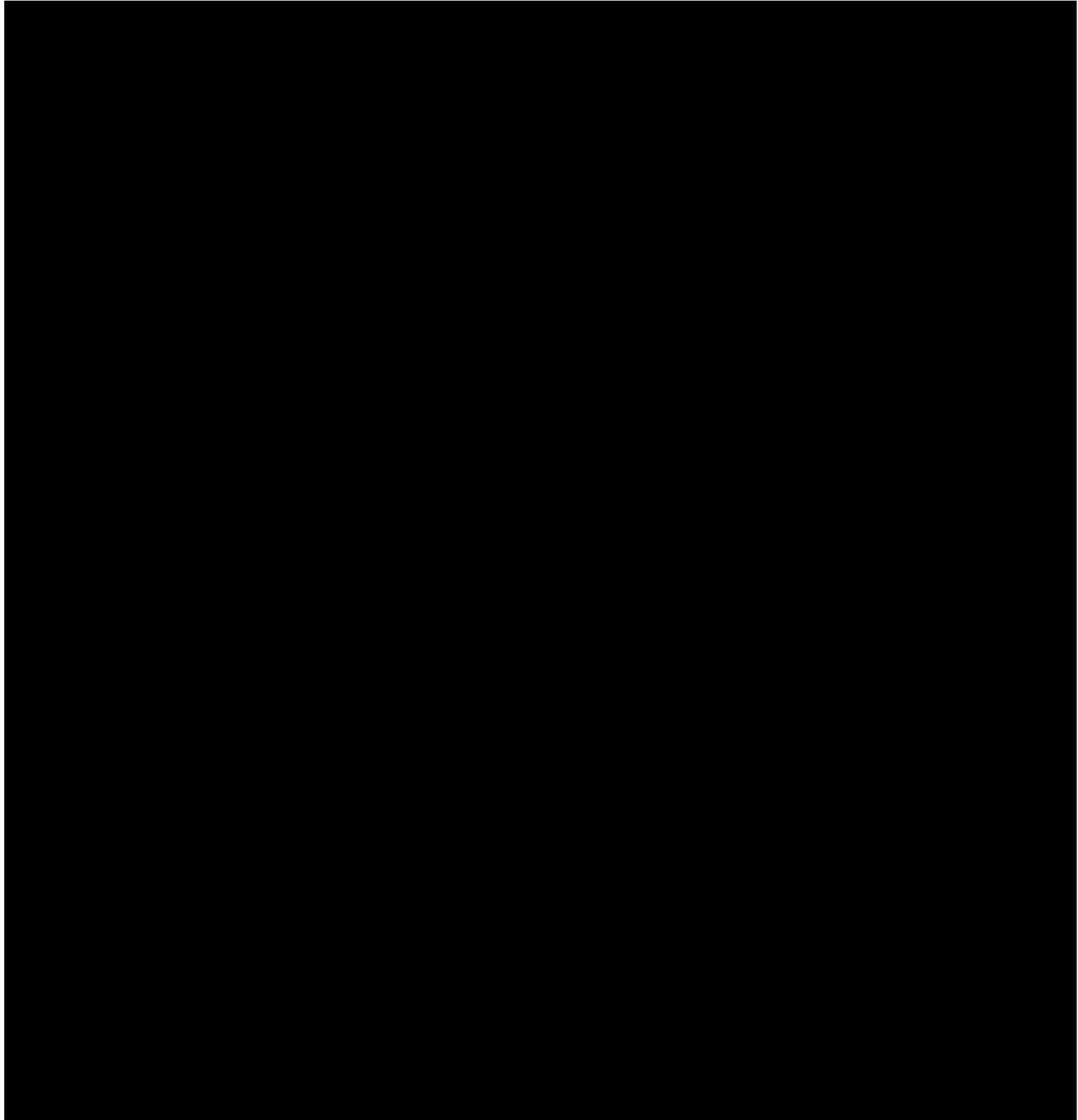
DATED AS OF

NOVEMBER 15, 2019

ASSET PURCHASE AGREEMENT

This Asset Purchase Agreement (this “**Agreement**”), dated as of November 15, 2019, is entered into by and among NORPAC Foods, Inc., an Oregon corporation (“**NORPAC**”) with its wholly-owned subsidiaries Quincy Foods, LLC, a Washington limited liability company (“**Quincy Foods**”) and Hermiston Foods, LLC, an Oregon limited liability company (“**Hermiston Foods**”) and collectively with NORPAC and Quincy Foods, the “**Sellers**” and each a “**Seller**”) and Oregon Potato Company, a Washington corporation (“**Buyer**”).

RECITALS



IN WITNESS WHEREOF, the parties hereto have caused this Asset Purchase Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

SELLERS: **NORPAC Foods, Inc.,**
an Oregon corporation

By _____

Name: _____

Title: _____

Quincy Foods, LLC,
a Washington limited liability company
By: NORPAC Foods, Inc.
Its: Member

By _____

Name: _____

Title: _____

Hermiston Foods, LLC,
an Oregon limited liability company
By: NORPAC Foods, Inc.
Its: Member

By _____

Name: _____

Title: _____

BUYER: **Oregon Potato Company,**
a Washington corporation

By Frank Tiegs

Name: Frank Tiegs

Title: President

[Signature Page to Asset Purchase Agreement]

IN WITNESS WHEREOF, the parties hereto have caused this Asset Purchase Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

SELLERS: NORPAC Foods, Inc.,
an Oregon corporation

By: [Signature]

Name: Thomas R Fessler

Title: Chairman

Quincy Foods, LLC,
a Washington limited liability company
By: NORPAC Foods, Inc.
Its: Member

By: [Signature]

Name: Thomas R Fessler

Title: Member

Hermiston Foods, LLC,
an Oregon limited liability company
By: NORPAC Foods, Inc.
Its: Member

By: [Signature]

Name: Thomas R Fessler

Title: Member

BUYER: Oregon Potato Company,
a Washington corporation

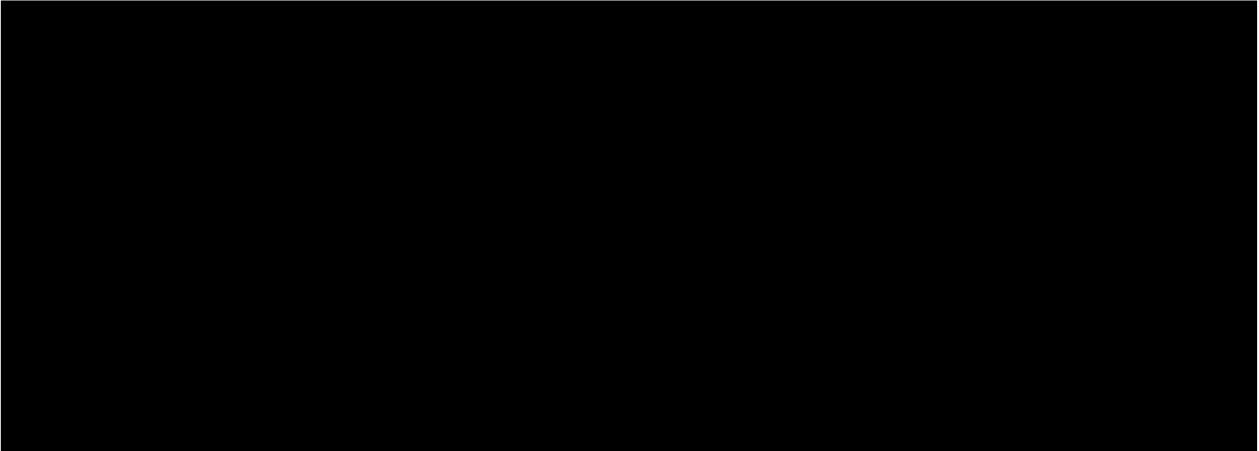
By: _____

Name: Frank Tiegs

Title: President

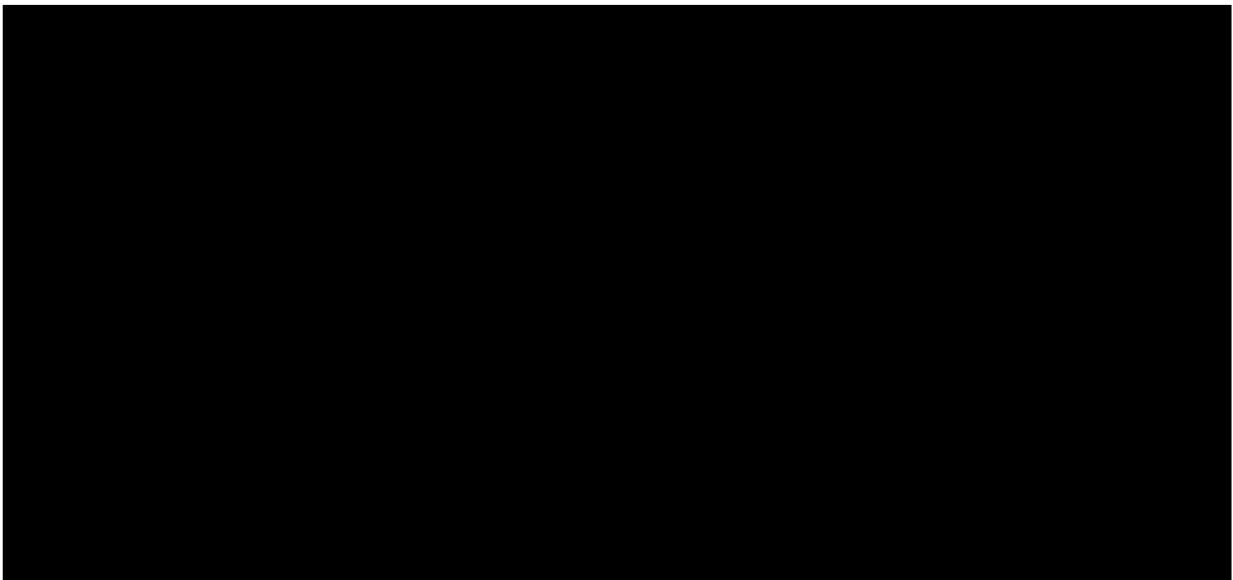
[Signature Page to Asset Purchase Agreement]

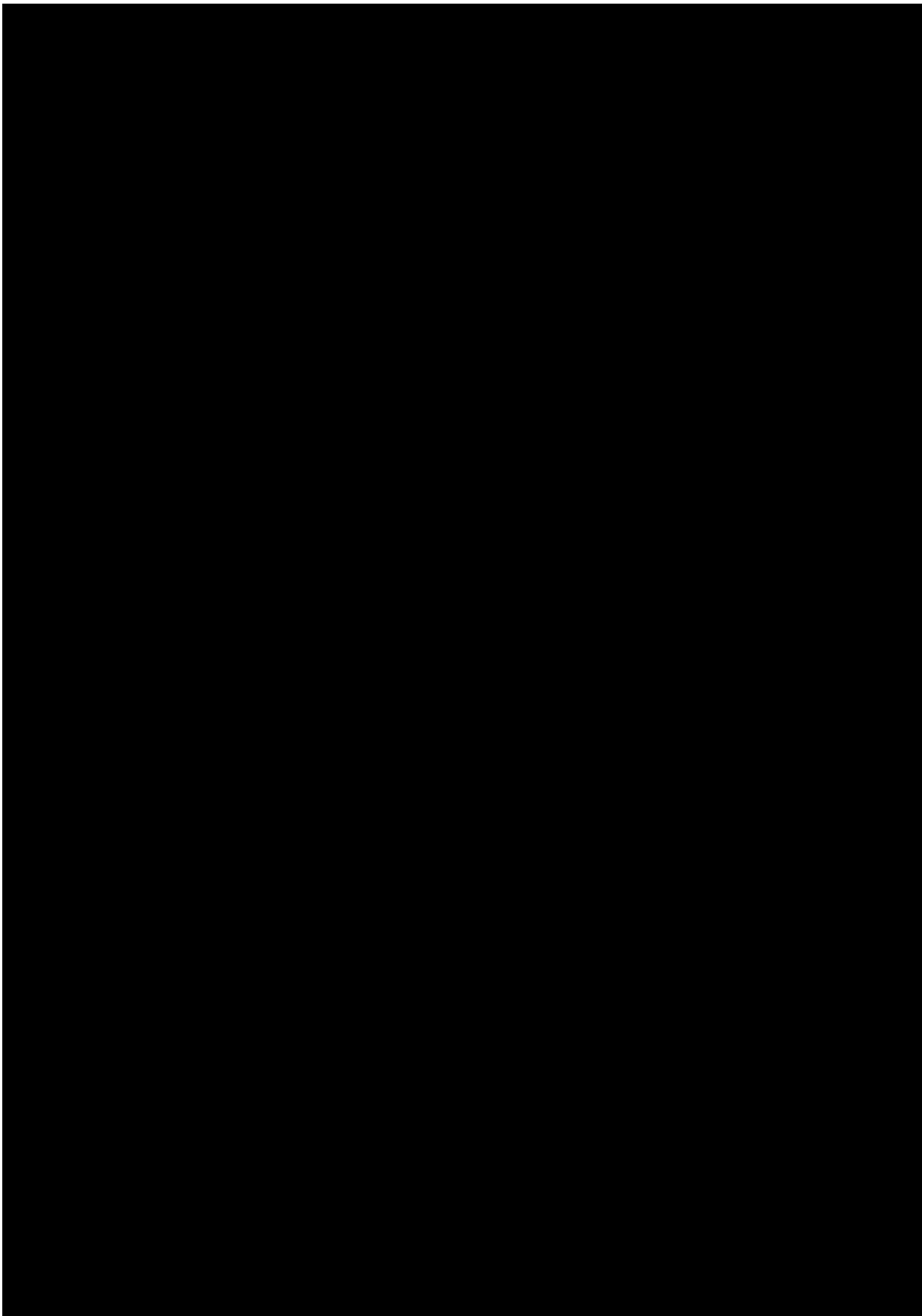
Schedule 2.01
Purchased Assets

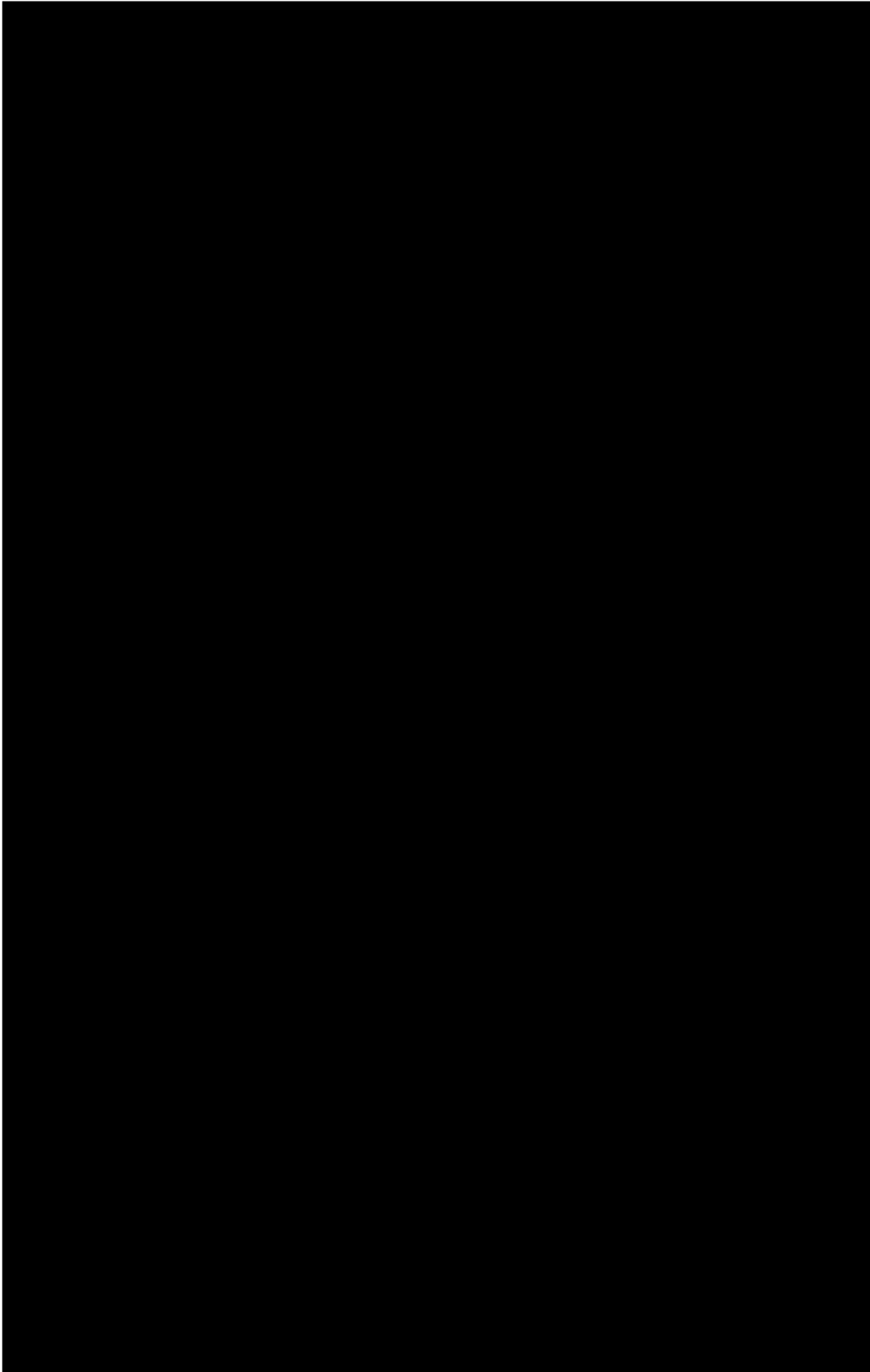


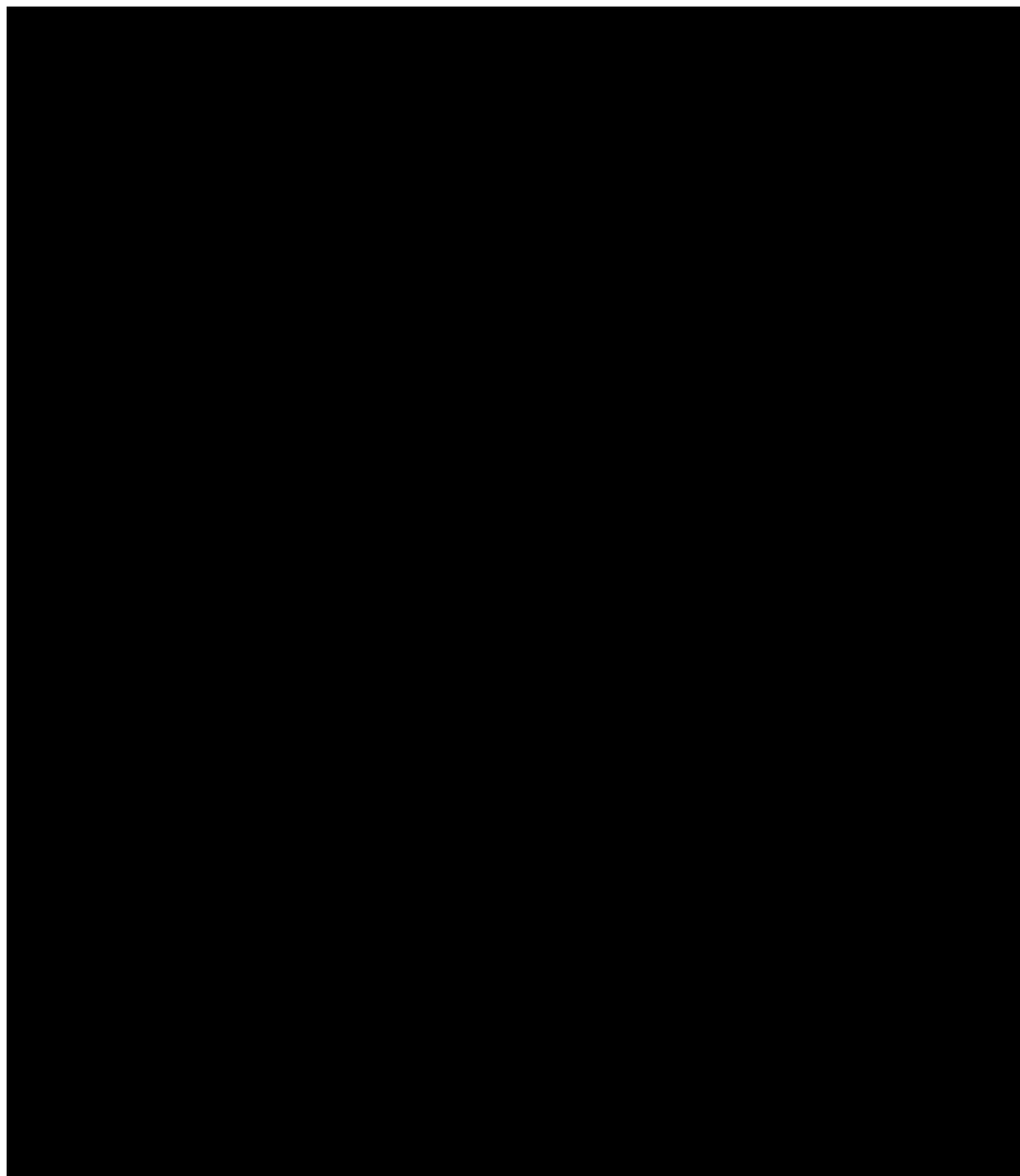
Schedule 2.01(a)(ii) – Intangible Assets

1. All lists, information, communications and data concerning any past, present or potential customer relations of the Business.
2. All lists, information, communications and data concerning any past, present or potential supplier or third-party contractor relations of the Business.
3. All information technology data, backups and system information associated with the Purchased Assets.
4. Goodwill of the Business associated with the Purchased Assets.
5. All rights to and associated with the trade name “Quincy Foods”.
6. All formulas, trade secrets, know how, concepts, methods, processes, recipes and other proprietary information relating to the Business.







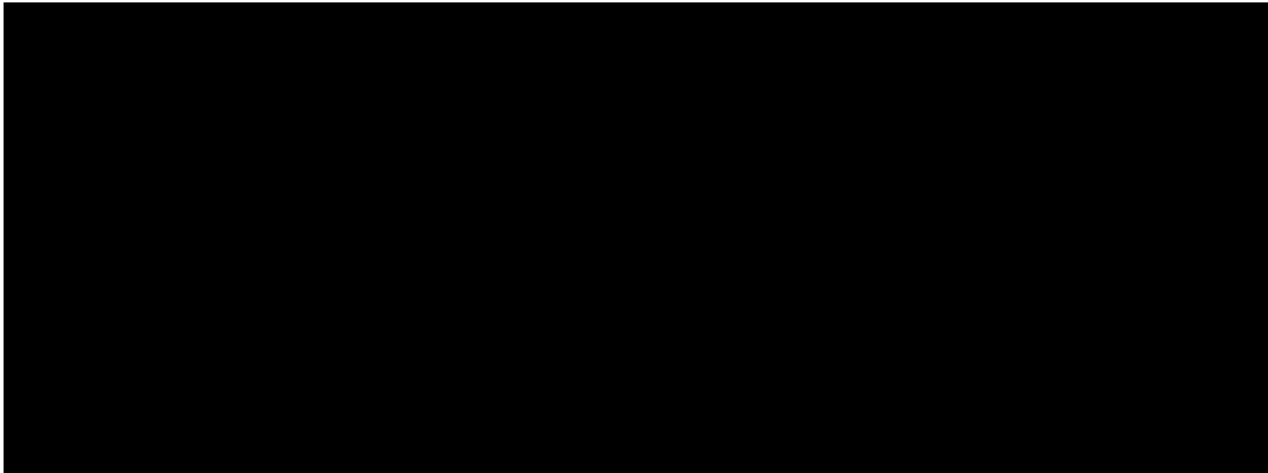


Schedule 2.01(b)(ii) – Intellectual Property Assets

All rights and interests in all Intellectual Property (registered and unregistered) held by any Seller, including but not limited to, the following:

- The tradenames “NORPAC”, “Quincy Foods” and “Hermiston Foods” and all associated trademarks and logos
- The tradename “Flav-R-Pac” and all associated trademarks and logos
- See ANNEX B – Trademarks

FINAL





4823-2490-0524v.6 0055621-000009


TRADEMARK
REEL: 006869 FRAME: 0705



ANNEX B to Asset Purchase Agreement




(Attached)




Reference ID	Mark	Country	Class	Description of Goods	Filing Date	App. No.	Reg. Date	Reg. No.	§ 3.15 Date (US Only)	Renewal Due	Status
1575-20417-01	BEANS SUPREME	USA	29	Frozen vegetables - namely a frozen entree consisting of three types of beans; onions and green peppers	7/11/1977	73/133,369	5/1/1979	1,117,370		5/1/2019	Registered
1575-22415-01	BEAUTIFUL VEGETABLES	USA	29	frozen and canned vegetables for sale to the institutional trade	9/4/1979	73/229,966	12/6/1983	1,260,584		12/6/2023	Registered
1575-18801-01	BIG DADDY	USA	29	frozen vegetables, and particularly partially processed frozen potatoes	5/23/1975	73/053,223	12/23/1975	1,028,056		12/23/2025	Registered
1575-14898-01		USA	29	Frozen vegetables, and particularly partially processed frozen potatoes	10/2/1970	372,365	4/18/1972	932,658		4/18/2022	Registered
1575-89065-01	CHEF STARTERS	USA	29	Frozen vegetables	11/20/2012	85/784,035	7/28/2015	4,782,324	7/28/2021	7/28/2025	Registered
1575-81368-02	CHILI SUPREME	Canada		Soups	10/20/2008	1415063	2/19/2010	TMA759955		2/19/2025	Registered
1575-81368-03	CHILI SUPREME	USA	29	Soups	5/15/2015	86/630,949		4,888,664	1/19/2022	1/19/2026	Registered
1575-13122-01	COB CORN SHORTIES	USA	29	Frozen corn on the cob	3/5/1969	72/320,846	2/10/1970	885,973		2/10/2020	Registered



Mark ID	Mark	Country	Class	Description of Goods	Filing Date	App. No.	Reg. Date	Reg. No.	3 & 15 Date (US Only)	Renewal Due	Status
1575-9902-01	COBBETTS	USA	30	Frozen corn on the cob	8/30/1965	72/226,765	10/3/1967	0,836,368		10/3/2027	Registered
1575-83434-01	COBBIES	USA	29	Frozen vegetables	7/9/2009	77/777,936	8/24/2010	3,839,030		8/24/2020	Registered
1575-11690-01	COBETTIES	USA	29	Frozen corn on the cob	10/19/1967	282916	9/2/1969	876,132		9/2/2019	Registered
1575-14738-01	COBETTIES	Canada	29	Frozen corn on the cob	9/14/1970	336,206	9/17/1971	178,383		9/17/2031	Registered
1575-2999-01	FLAV-R-PAC	USA	29	canned and frozen fruits and vegetables; frozen citrus fruit juices, and frozen citrus fruit juice concentrates	11/24/1953	71/666,899	7/12/1955	608,803		7/12/2025	Registered
1575-84489-01	FLAV-R-PAC	USA	29; 35	IC 29: Canned fruits and vegetables; Frozen fruits; Frozen vegetables; Soups IC 35: Distributorship services in the field of frozen fruits and vegetables, canned fruits and vegetables, soups	6/28/2010	85/073,195	2/8/2011	3,917,060		2/8/2021	Registered
1575-16366-01		USA	29	Canned and frozen fruits and vegetables	6/29/1972	72/428,685	1/22/1974	977,427		1/22/2024	Registered
1575-99248-01	FLAV-R-PAC	USA	30	Pasta, rice and quinoa	7/28/2017	87/546,949					Pending





Mark ID	Mark	Country	Class	Description of Goods	Filing Date	App. No.	Reg. Date	Reg. No.	5 & 15 Date (US Only)	Renewal Due	Status
1575-84489-02	FLAV-R-PAC	Canada		Frozen vegetables, frozen fruits and frozen vegetable blends with and without sauce	1/14/2010	4115913	10/25/2010	TMA780,559		10/25/2025	Registered
1575-71402-01	FLAV-R-PAC	China	29	Canned and frozen fruits and vegetables, and frozen soup mixes	7/28/2005	4803444	4/14/2008	4803444		4/13/2018	Registered
1575-71402-02	FLAV-R-PAC	China	32	Frozen citrus fruit juices; frozen citrus fruit juice concentrates	7/28/2005	4803445	4/14/2008	4803445		4/13/2018	Registered
1575-44170-01	FLAV-R-PAC	Korean Republic	29, 32	Canned fruits and vegetables; frozen blackberries, frozen blueberries, frozen boysenberries, frozen cantaloupe balls, frozen honeydew balls, frozen melon balls, frozen raspberries, frozen strawberries, frozen asparagus, frozen beans, frozen	1/30/1996	337196	12/29/1997	388553		12/29/2017	Registered
1575-92480-01	FLAV-R-PAC	Saudi Arabia	29	Frozen fruits; vegetables preserved	4/20/2014	1435011934	9/30/2014	1435011934		12/31/2023	Registered
1575-92480-02	FLAV-R-PAC	United Arab Emirates	29	Frozen fruits; frozen vegetables	2/17/2014	206305	4/19/2016	206305		2/17/2024	Registered
1575-91108-01		USA	29	Frozen vegetables	9/26/2014	86/407,695	3/1/2016	4,909,626	3/1/2022	3/1/2026	Registered
1575-81796-01	FLAV-R-PAC CONNOISSEUR COLLECTION	USA	29	Frozen and processed vegetables	9/3/2008	771561,778	3/23/2010	3,764,405		3/23/2020	Registered

Mark ID	Mark	Country	Class	Description of Goods	Filing Date	App. No.	Reg. Date	Reg. No.	s & 15 Date (US Only)	Renewal Due	Status
1575-81796-02	FLAV-R-PAC CONNOISSEUR COLLECTION	Canada		Frozen, canned and processed fruits; frozen, canned and processed vegetables	3/24/2009	1,432,148	11/8/2010	TMA781,956		11/8/2025	Registered
1575-81796-03	FLAV-R-PAC CONNOISSEUR COLLECTION	Mexico	29	Frozen and/or canned and/or processed fruits; frozen and/or canned and/or processed vegetables	3/23/2009	997188	4/23/2009	1097356		3/23/2019	Registered
1575-51404-01		USA	29	Frozen vegetable blends	1/15/1999	75/622,600	10/31/2000	2,399,169		10/31/2020	Registered
1575-51405-01		USA	29	Frozen vegetable blends	1/15/1999	75/622,383	9/5/2000	2,382,452		9/5/2020	Registered
1575-38584-01	FLAV-R-PAC VEGETABLE COLLECTION	USA	29	Frozen vegetables	5/11/1993	74/389,867	10/22/1996	2,010,378		10/22/2026	Registered
1575-39453-01	FLAV-R-PAC VEGETABLE COLLECTION	Canada		Frozen vegetables	10/12/1993	738846	1/13/1997	468592		1/13/2027	Registered
1575-9016-01	FLAV-R-TATERS	USA	29	Frozen shredded potato rolls	6/10/1964	72/195,317	5/25/1965	790,079		5/25/2025	Registered
1575-45815-01	GRANDE CLASSICS	USA	29	Processed frozen foods, namely vegetables	8/4/1992	74/301,738	1/24/1995	1,875,397		1/24/2025	Registered

Material ID	Mark	Country	Class	Description of Goods	Filing Date	App. No.	Reg. Date	Reg. No.	\$ & 15 Date (US Only)	Renewal Due	Status
1575-45816-01		USA	29	Processed frozen foods, namely vegetables	8/4/1992	74/801,737	11/17/1994	1,861,062		11/1/2024	Registered
1575-36671-01	INTERNATIONAL CLASSICS	Canada		Frozen soup mixes	6/26/1992	708029	9/30/1994	433909		9/30/2024	Registered
1575-76291-01		USA	29	Frozen vegetable blends	10/6/2006	77/015,872	12/4/2017	3,349,122		12/4/2027	Registered
1575-61770-02	JUST ADD CHICKEN!	USA	29	Frozen vegetable blends	3/12/2008	77/419,913	10/14/2008	3,515,813		10/14/2018	Registered
1575-61771-02	JUST ADD HAMBURGER!	USA	29	Frozen vegetable blends	3/12/2008	77/419,924	10/14/2008	3,515,815		10/14/2018	Registered
1575-50956-01	MAIN COURSE	USA	29	Frozen soup	9/14/1998	75/658,469	6/27/2000	2,363,214		6/27/2020	Registered
1575-68677-01	MEAL BASICS	USA	29	Frozen vegetables and vegetable blends	5/12/2005	76/638,609	1/15/2008	3,370,957		1/15/2018	Registered
1575-43065-01		USA	29	Frozen vegetables and fruit	8/7/1995	74/711,801	4/14/1998	2,151,151		4/14/2028	Registered

Patent ID	Mark	Country	CLASS	Description of Goods	Filing Date	App. No.	Reg. Date	Reg. No.	3rd 15-Day (US Only)	Renewal Due	Status
1575-9144-01	NORPAC	USA	29	Canned fruits and canned and frozen vegetables	6/9/1967	72/273,522	7/2/1968	851,998		7/2/2018	Registered
1575-76971-01	NORPAC	USA	29, 30, 35	Frozen fruits (IC 29); pasta; rice (IC 30); Distributorship services in the field of frozen fruit and vegetables, canned fruit and vegetables, soups, pasta and rice (IC 35)	2/11/2011	85/239,990	9/6/2011	4,022,628		6/21/2021	Registered
1575-62351-01		USA	29, 30	Frozen and processed fruits and vegetables; meats, and soups; 30- pasta	2/28/2002	76/377,119	1/4/2005	2,915,509		1/4/2025	Registered
1575-71903-01		Korean Republic	29	Kidney beans, peas, eggplants, potatoes, sweet potatoes, brackens, red peppers, carrots, garlic, radishes, gourds, Chinese cabbage, leeks, ginger, pine mushrooms, spinach, cabbage, onions, cucumbers, burdocks, bamboo shoots, tomatoes, green	9/13/2004	40-2004-42029	10/24/2005	636273		10/24/2025	Registered
1575-71904-01		Korean Republic	29	Vegetable soups, canned fruits, canned vegetables, peanut butter, pickles, potato flakes, and potato chips	10/15/2004	70-2004-0000587	10/24/2005	636273		10/24/2025	Registered
1575-92481-01	NORPAC	Saudi Arabia	29	Frozen fruits; vegetables, preserved	4/20/2014	1435011936	4/20/2014	1435011936		12/31/2023	Registered
1575-92481-02	NORPAC	United Arab Emirates	29	Frozen fruits; frozen vegetables	2/17/2014	206306	4/19/2016	206306		2/17/2024	Registered
1575-30157-01	PASTA PERFECT	USA	30	Pasta, namely macaroni and noodles	8/27/1979	229,178	1/25/1983	1,225,219		1/25/2023	Registered

Mark ID	Mark	Country	Class	Description of Goods	Filing Date	App. No.	Reg. Date	Reg. No.	3 & 15 Date (US Only)	Renewal Due	Status
1575-31045-01	PASTA PERFECT	USA	30	Frozen pasta and vegetable mix	5/31/1988	73/731,694	3/14/1989	1,529,913		3/14/2019	Registered
1575-34991-01	PASTA PERFECT	Canada		Pasta, namely macaroni and noodles	8/16/1991	687916	12/9/1993	420234		12/9/2023	Registered
1575-61550-01		USA	29	Frozen vegetables	11/19/2001	76/639,584	6/15/2004	2,854,385		6/15/2024	Registered
1575-20688-01		USA	29	Frozen french fried onion rings	9/6/1977	73/140,033	6/20/1978	1,093,908		6/20/2018	Registered
1575-18838-01	SACK O' CORN	USA	29	Frozen corn on the cob	5/19/1975	73/052,747	10/5/1976	1,049,746		10/5/2025	Registered
1575-5437-01	SANTIAM	USA	29	Canned vegetables and fruits, and frozen deciduous fruits	11/27/1946	71/513,345	4/13/1948	438,239		4/13/2018	Registered
1575-79863-01	SCRATCH RECIPE	USA	29	Soups sold to restaurants and other food service institutions, and not sold for household use through retail stores	11/12/2007	77/927,167	10/6/2009	3,693,273		10/6/2019	Registered
1575-89413-02	SIDESATIONS	United States	29	Frozen vegetables	12/15/2015	86/849,591					Pending

Master ID	Mark	Country	Class	Description of Goods	Filing Date	App. No.	Reg. Date	Reg. No.	3-8-15 Date (US Only)	Renewal Due	Status
1575-90819-01	SOUP SELECT	USA	29	Soups	3/28/2013	85889,817	12/16/2014	4,656,925	12/16/2020	12/16/2024	Registered
1575-30533-01		USA	29	Frozen soup mixes	5/9/1988	73726,978	2/28/1989	1,527,173		2/28/2019	Registered
1575-34989-01		Canada		Frozen soup mixes	8/16/1991	687919	3/4/1994	424068		3/4/2024	Registered
1575-44171-01		Korean Republic	29	Frozen vegetable soup mixes; frozen fruit soup mixes; frozen fish soup mixes; frozen shell fish soup mixes; frozen beef soup mixes; frozen pork soup mixes; frozen chicken soup mixes	1/30/1996	337296	7/8/1997	368146		7/8/2027	Registered
1575-75797-01		Mexico	29	Frozen soup mixes; namely, preparations for making soups such as vegetable soups, stews soup, chowder or cream	9/5/2006	804587	9/5/2006	982553		9/5/2026	Registered
1575-71404-01	SOUP SUPREME	China	29	Frozen soup mixes	7/28/2005	4803442	4/14/2008	4803442		4/13/2018	Registered
1575-5439-01	STACO	USA	29	Canned vegetables	9/30/1947	71536,306	10/26/1948	503,459		10/26/2018	Registered
1575-92476-02	STEAM OF THE CROP	USA	29	Frozen vegetables	2/24/2009	77978,663	3/9/2010	3,759,302		3/9/2020	Registered

ANNEX C

Trademarks

Matter ID	Mark	Country	Class	Description of Goods	Filing Date	App. No.	Reg. Date	Reg. No.	3 & 15 Date (US Only)	Renewal Due	Status
1575-2048-01	SUPER MKT (FROZEN GREEN BEANS)	USA	29	Frozen vegetables-namely, green beans	3/12/1951	611,192	8/26/1952	563,370		8/26/2022	Registered
1575-2048-02	SUPER MKT (FROZEN VEGETABLES)	USA	29	Frozen vegetables	9/22/2011	85/429,772	5/15/2012	4,142,572	5/15/2018	5/15/2022	Registered
1575-12489-01	VALLEY MAID	USA	29	Canned and frozen fruits and vegetables	8/12/1968	304982	8/19/1969	875,273		8/19/2019	Registered
1575-9143-01	WESTPAC	USA	29	Canned and frozen fruits and vegetables	7/2/1973	461,864	5/14/1974	984,078		5/14/2024	Registered
1575-71403-01	WESTPAC	China	29	Canned and frozen fruits and vegetables	7/28/2005	4803443	4/14/2008	4803443		4/13/2018	Registered



UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

February 06, 2020

PTAS

MATTHEW MOERSFELDER
920 FIFTH AVENUE, SUITE 3300
SEATTLE, WA 98104



900531278

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The enclosed document has been examined and found non-recordable by the Assignment Recordation Branch of the U.S. Patent and Trademark Office. The reason(s) for non-recordation are stated below:

1. The assignment document submitted for recording is not acceptable. The statement for the Goodwill of the business was omitted. 15 U.S.C. §1060 (a)

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SULONDA STEVENSON
ASSIGNMENT RECORDATION BRANCH
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