

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement and Power of Attorney		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Modern Mushroom Farms, Inc.		11/29/2007	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Wilmington Trust FSB		
Street Address:	111 South Calvert Street		
Internal Address:	Suite 2620		
City:	Baltimore		
State/Country:	MARYLAND		
Postal Code:	21202		
Entity Type:	Federally-chartered savings bank: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2869826	MODERN MUSHROOM	
Registration Number:	2869845	MODERN MUSHROOM	
Registration Number:	2875080		
Registration Number:	2866935		
CORRESPONDENCE DATA			
Fax Number:	(215)564-8120		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215-564-8023		
Email:	kgibson@stradley.com		
Correspondent Name:	Kimberlee S. Knopf, Esquire		
Address Line 1:	2600 One Commerce Square		
Address Line 2:	Stradley Ronon Stevens & Young, LLP		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-7098		
ATTORNEY DOCKET NUMBER:	163420-0027		

CH \$115.00 2869826

NAME OF SUBMITTER:	Kimberlee S. Knopf
Signature:	/ksk/
Date:	11/30/2007
Total Attachments: 6 source=Modern Mushroom Security Agreement #page1.tif source=Modern Mushroom Security Agreement #page2.tif source=Modern Mushroom Security Agreement #page3.tif source=Modern Mushroom Security Agreement #page4.tif source=Modern Mushroom Security Agreement #page5.tif source=Modern Mushroom Security Agreement #page6.tif	

Schedule 1

Security Agreement

Trademarks

WHEREAS, MODERN MUSHROOM FARMS, INC., a Pennsylvania corporation (herein referred to as the “**Company**”), has adopted, used and is using the trademarks and service marks listed in Schedule A attached hereto and made a part hereof, which trademarks and service marks are registered or pending registration in the United States Patent and Trademark Office, and has adopted, used and is using the common law trademarks, service marks and trade names listed in Schedule B attached hereto and made a part hereof (collectively, the “**Trademarks**”);

WHEREAS, the Company is obligated to WILMINGTON TRUST FSB, a federally-chartered savings bank, as Administrative Agent (herein referred to as the “**Bank**”), and has entered into an Intellectual Property Security Agreement dated the date hereof (the “**IP Agreement**”) in favor of the Bank;

WHEREAS, pursuant to the IP Agreement, the Company has granted to the Bank a security interest in, and mortgage on, all right, title and interest of the Company in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof, all as more fully described in the IP Agreement (the “**Collateral**”), to secure the payment, performance and observance of the Obligations, as defined in the IP Agreement; and

WHEREAS, this Agreement does not supersede, amend, modify, revise or limit the IP Agreement, and is intended to supplement the IP Agreement and evidence and perfect the Bank’s security interest in the Collateral.

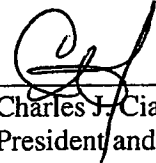
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby further grant to the Bank a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Company does hereby further acknowledge and affirm that the rights and remedies of the Bank with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the IP Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Bank’s address is 111 South Calvert Street, Suite 2620, Baltimore, Maryland 21202 and c/o Wilmington Trust of Pennsylvania, F&M Building, 2 West Market Street, Suite 100, West Chester, PA 19382.

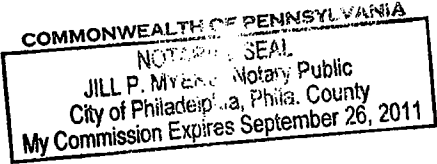
IN WITNESS WHEREOF, the Company has caused this Agreement to be duly executed by its duly authorized officer this 29 day of NOVEMBER, 2007.


MODERN MUSHROOM FARMS, INC.

By: 
Name: Charles J. Ciarrocchi, Jr.
Title: President and Chief Executive Officer

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF PHILADELPHIA)

On this 29 day of NOVEMBER 2007, before me personally came Charles J. Ciarrocchi, Jr., to me known, who being duly sworn, did depose and say, that he is the President and Chief Executive Officer of MODERN MUSHROOM FARMS, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.




Notary Public


SCHEDULE A

U.S. Registered Trademarks


“MODERN MUSHROOM”, Registration No. 2,869,826, registered on August 3, 2004, for goods described as fresh, raw and unprocessed mushrooms, in international class 031.

“MODERN MUSHROOM”, Registration No. 2,869,845, registered on August 3, 2004, for goods described as processed mushrooms, in international class 029.



Logo:  , Registration No. 2,875,080, registered on August 17, 2004, for goods described as processed mushrooms, in international class 029.



Logo:  , Registration No. 2,866,935, registered on July 27, 2004, for goods described as fresh, raw and unprocessed mushrooms, in international class 031.

U.S. Pending Applications

<u>Mark</u>	<u>Serial No.</u>	<u>App. Date</u>	<u>Comment</u>
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None.

SCHEDULE B

U.S. Common Law Trademarks/Service Marks

<u>Trademark/Service Marks</u>	<u>Date of First Use</u>	<u>Comment</u>
	None.	

Common Law Trade Names

<u>Trade Name</u>	<u>Date of First Use</u>	<u>Comment</u>
	None.	

SPECIAL POWER OF ATTORNEY

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF PHILADELPHIA)

KNOW ALL MEN BY THESE PRESENTS, that MODERN MUSHROOM FARMS, INC., a Pennsylvania corporation (the "Company"), having a mailing address of P.O. Box 340, Avondale, PA 19311, hereby appoints and constitutes, severally, WILMINGTON TRUST FSB, a federally-chartered savings bank, as Administrative Agent (the "Bank"), and each of its officers, its true and lawful attorney, with full power of substitution and with full power and authority to perform the following acts on behalf of the Company:

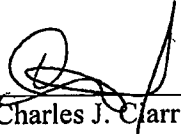
1. Execution and delivery of any and all agreements, documents, instrument of assignment, or other papers which the Bank, in its discretion, deems necessary or advisable for the purpose of assigning, selling, or otherwise disposing of all right, title, and interest of the Company in and to (i) any trademarks and all applications, registrations, recordings, extensions, and renewals thereof, (ii) any patents and all applications, reissues, continuations, continuations-in-part, divisionals, and reexaminations, thereof, and (iii) any copyrights and all applications, registrations, recordings, extensions, and renewals thereof, or (iv) for the purpose of recording, registering and filing of, or accomplishing any other formality with respect to the foregoing.

2. Execution and delivery of any and all documents, statements, certificates or other papers which the Bank, in its discretion, deems necessary or advisable to further the purposes described in Subparagraph 1 hereof.

This Power of Attorney is made pursuant to an Intellectual Property Security Agreement, dated of even date herewith, between the Company and the Bank (the "Security Agreement") and is subject to the terms and provisions thereof. This Power of Attorney, being coupled with an interest, is irrevocable until all "Obligations", as such term is defined in the Security Agreement, are indefeasibly paid in full and the Security Agreement is terminated in writing by the Bank.

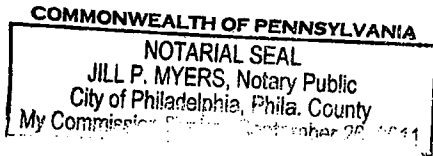
Dated: November 29, 2007

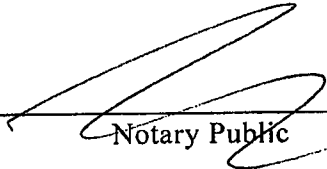
MODERN MUSHROOM FARMS, INC.

By: 
Name: Charles J. Ciarrocchi, Jr.
Title: President and Chief Executive Officer

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF PHILADELPHIA)

On this 29 day of November 2007, before me personally came Charles J. Ciarrocchi, Jr., to me known, who being duly sworn, did depose and say, that he is the President and Chief Executive Officer of MODERN MUSHROOM FARMS, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.




Notary Public