

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM373427

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of Montreal		02/11/2016	Chartered Bank: CANADA
RECEIVING PARTY DATA			
Name:	SunOpta Grains and Foods Inc.		
Street Address:	7301 Ohms Lane		
Internal Address:	Suite 600		
City:	Edina		
State/Country:	MINNESOTA		
Postal Code:	55439		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Registration Number:	1737459	CRYSTALEAN	
Registration Number:	1909384	OPTAFIL	
Registration Number:	1858738		
Registration Number:	1978014	OPTAMAX	
Registration Number:	2090523	SOY UM	
Registration Number:	2445696	SUNRICH	
Registration Number:	3452274	SUNRICH	
Registration Number:	3911398	RESPECT FOR NATURE. PASSION FOR QUALITY	
Registration Number:	3680438	FIST A TWIST	
Registration Number:	3632459	OPTAYIELD	
Registration Number:	3638547	SL	
Registration Number:	2869627	SUNRICH NATURALS	
Registration Number:	4074713	TIP	
Registration Number:	4110828	SOY SUPREME	
Registration Number:	3970028	D	
Registration Number:	3970035	DAHLGREN	
Registration Number:	4177046	D	
Serial Number:	85963608	OPTA NATURAL	

CH \$565.00 1737459

Property Type	Number	Word Mark
Serial Number:	86193878	SUNRICH NATURALS
Registration Number:	4625019	SUNRICH NATURALS SOL
Serial Number:	86596988	OPTAVANTAGE
Serial Number:	86726590	FRESH PRESSED INDUSTRIES

CORRESPONDENCE DATA

Fax Number: 6502515002

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: (650) 251-5051

Email: ksolomon@stblaw.com

Correspondent Name: Aditi Sherikar, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 2475 Hanover Street

Address Line 4: Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER: 002363/0005

NAME OF SUBMITTER: Aditi Sherikar

SIGNATURE: /as/

DATE SIGNED: 02/16/2016

Total Attachments: 3

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS (this "Termination and Release") dated as of February 11, 2016 from Bank of Montreal, in its capacity as Administrative Agent (the "Agent") for the Secured Creditors (as defined in the Credit Agreement), to SunOpta Grains and Foods Inc. (the "Grantor").

WITNESSETH:

WHEREAS, pursuant to (i) that certain Second Amended and Restated Security Agreement, dated as of October 30, 2009, among the Grantor, the Agent and the other parties thereto (together with all amendments and modifications, if any, from time to time made thereto, the "Security Agreement") and (ii) the Trademark Security Agreement, dated as of October 9, 2015, between the Agent and the Grantor (the "IP Security Agreement"), the Grantor granted to the Agent for the benefit of the Agent and the other Secured Creditors, a security interest (the "Security Interest") in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, the IP Security Agreement was recorded in the United States Patent and Trademark Office on October 29, 2015, at Reel 5656 and Frame 0390;

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

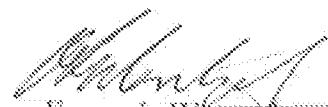
NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of the Grantor's right, title and interest in, to and under the Trademarks listed on Schedule A hereto, including the right to receive all proceeds therefrom and all other rights therein pledged or granted to the Agent under the Security Agreement and the IP Security Agreement. Unless otherwise defined herein or the context otherwise requires, terms used in this Termination and Release, including the preamble and the recitals, have the meanings provided or provided by reference in the Security Agreement.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

Bank of Montreal, as Administrative Agent

By: 
Name: Francois Wentzel
Title: Managing Director

Schedule A**U.S. Trademark Registrations and Applications**

Trademark	Serial No.	Registration No.	Registered Owner
CRYSTALEAN	74074016	1737459	SUNOPTA GRAINS AND FOODS INC.
OPTAFIL	74241240	1909384	SUNOPTA GRAINS AND FOODS INC.
Design Only	74425255	1858738	SUNOPTA GRAINS AND FOODS INC.
OPTAMAX	74647294	1978014	SUNOPTA GRAINS AND FOODS INC.
SOY UM	75026568	2090523	SUNOPTA GRAINS AND FOODS INC.
SUNRICH	75744092	2445696	SUNOPTA GRAINS AND FOODS INC.
SUNRICH	77171058	3452274	SUNOPTA GRAINS AND FOODS INC.
RESPECT FOR NATURE. PASSION FOR QUALITY	77282490	3911398	SUNOPTA GRAINS AND FOODS INC.
FIST A TWIST	77295009	3680438	SUNOPTA GRANS AND FOODS INC.
OPTAYIELD	77383829	3632459	SUNOPTA GRAINS AND FOODS INC.
SL	77604422	3638547	SUNOPTA GRAINS AND FOODS INC.
SUNRICH NATURALS	78282765	2869627	SUNOPTA GRAINS AND FOODS INC.
TIP	85006183	4074713	SUNOPTA GRAINS AND FOODS INC.
SOY SUPREME	85018391	4110828	SUNOPTA GRAINS AND FOODS INC.
D	85142229	3970028	SUNOPTA GRAINS AND FOODS INC.
DAHLGREN	85142436	3970035	SUNOPTA GRAINS AND FOODS INC.
D	85389272	4177046	SUNOPTA GRAINS AND FOODS INC.
OPTA NATURAL	85963608		SUNOPTA GRAINS AND FOODS INC.
SUNRICH NATURALS	86193878		SUNOPTA GRAINS AND FOODS INC.
SUNRICH NATURALS SOL	86250244	4625019	SUNOPTA GRAINS AND FOODS INC.
OPTAVANTAGE	86596988		SUNOPTA GRAINS AND FOODS INC.
FRESH PRESSED INDUSTRIES	86726590		SUNOPTA GRAINS AND FOODS INC.