

IN WITNESS WHEREOF, and intending to be legally bound hereby, the parties hereto have caused this Agreement to be duly executed and delivered as a sealed instrument as of the date and year first above written.

THE BUYER:

VILLAGE GOURMET HOLDCO, LLC

By: 
Name: David Kemp
Title: CEO

THE COMPANY:

UNCLE CHARLEY'S SAUSAGE COMPANY,
LLC

By: _____
Name: Leonard Caric
Title: President and CEO

THE SELLERS:

MCKNIGHT FOODS, LLC

By: _____
Name: James A. Rudolph
Title: President

MCKNIGHT ACQUISITION COMPANY, LLC

By: _____
Name: James A. Rudolph
Title: President

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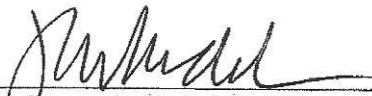
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Title: President

F.N.B. CAPITAL PARTNERS. L.P.

By: 

Name: Stephen J. Gurgovits, Jr.

Title: Managing Partner



Leonard Caric