

## SUBORDINATION AGREEMENT

THIS SUBORDINATION AGREEMENT (this "*Agreement*"), dated as of December 24, 2014 (the "*Closing Date*"), is by and among R [REDACTED] SON BRANDS COMPANY ("*RBC*"), a Florida corporation, R [REDACTED] SON FOODS INC., a Delaware corporation ("*RFT*" and together with RBC, each a "*Borrower*" and collectively "*Borrowers*"; RFI and RBC herein referred to collectively as "*Obligor*"), the holders of Junior Subordinated Notes (as defined below) that may from time to time become party to this Agreement (such holders, together with their successors and permitted assigns who may hold Junior Subordinated Notes from time to time, collectively, the "*Junior Subordinated Lenders*"), and the holders of Senior Subordinated Notes (as defined below) that may from time to time become a party to this Agreement (such holders, together with their successors and permitted assigns who may hold Senior Subordinated Notes from time to time, collectively, the "*Senior Subordinated Lenders*" and together with the Junior Subordinated Lenders, the "*Subordinated Lenders*") and [REDACTED] ER [REDACTED] ESS CREDIT CORPORATION, a New York corporation ("*Senior Lender*").

## RECITALS:

Borrowers and Senior Lender are parties to that certain Credit and Security Agreement dated as of December 24, 2014 (as amended, supplemented or restated from time to time, the "*Senior Loan Agreement*"), by and among Borrowers and Senior Lender, pursuant to which Senior Lender has made certain loans to Borrowers.

RFI is a party to (i) that certain Note Purchase Agreement, dated as of March 30, 2011 (the "*Junior Note Purchase Agreement*"), pursuant to which, among other things, RFI has sold to Junior Subordinated Lenders an aggregate Three Million Dollars (\$3,000,000) principal amount of promissory notes of RFI (collectively, and as amended by that certain Amendment Agreement, dated as of the date hereof, the "*Junior Subordinated Notes*"), which Junior Subordinated Notes are unsecured promissory notes that are not guaranteed by any Borrower or by any other Person (as defined below), and (ii) that certain Amended and Restated Note Purchase Agreement, dated as of June 11, 2012 (the "*Amended Senior Note Purchase Agreement*"), pursuant to which, among other things, RFI sold to certain Senior Subordinated Lenders (the "*Senior Subordinated Lenders*") an aggregate One Million Nine Hundred Fifty Nine Thousand Eight Hundred Fifty Four and 23/100 Dollars (\$1,959,854.23) principal amount of convertible promissory notes of RFI (collectively, the "*Senior Subordinated Notes*"), which Senior Subordinated Notes are unsecured convertible promissory notes that are not guaranteed by any Borrower or by any other Person and rank senior to the Junior Subordinated Notes.

The Senior Subordinated Notes and the Junior Subordinated Notes are referred to herein, collectively, as the "*Subordinated Notes*".

The Subordinated Lenders and Obligor desire to enter into this Agreement for purposes of (i) subordinating the Subordinated Lenders to the rights and remedies of the Senior Lender and (ii) subordinating the Junior Subordinated Lenders under the Junior Subordinated Debt