**DEED OF ASSIGNMENT OF SHARES**

KNOW ALL MEN BY THESE PRESENTS:

 This Deed of Assignment of Shares, entered into this \_\_\_\_\_ day of INSERT MONTH at INSERT CITY, by and between:

**ELENA A. MARIKIT**, Filipino, of legal age, with address at 12 San Martin St., Magallanes Village, Makati City, hereinafter referred to as the “**ASSIGNOR”;**

- and -

**TONY A. SY**, Chinese, of legal age, with address at 45 Bridgerton Avenue, Urdaneta Village, Makati City, hereinafter referred to as the “**ASSIGNEE**”.

WITNESSETH: That –

WHEREAS, the ASSIGNOR is a stockholder of **GOOD FOOD CORPORATION**, a corporation duly organized and existing under the laws of the Philippines, with principal office address at 176 Boardwalk Street, Pasay City;

WHEREAS, the ASSIGNOR desires to assign, transfer, and convey all her partially paid subscription to **Five Hundred (500)** common shares of stock of **GOOD FOOD CORPORATION** (the “Shares”) in favor of the ASSIGNEE, and the ASSIGNEE accepts the assignment;

 WHEREAS, the subscription payable pertaining to the Shares are not fully paid, in the amount of **Five Hundred Thousand Pesos (PhP 500,000.00)**. The ASSIGNEE hereby undertakes to cause the payment of ASSIGNOR’S unpaid subscription.

 NOW, THEREFORE, for and in consideration of the foregoing premises, and the payment of the sum of **FIFTY THOUSAND PESOS (PhP 50,000.00)**, the ASSIGNOR hereby assigns, transfers and conveys, absolutely and unconditionally, all her rights, title and interests in and to the Shares including all her dividend and subscription rights, whether accrued, accruing or which may accrue to the said shares unto and in favor of the ASSIGNEE, his successors and assigns.

 Upon presentation of this document, the Corporate Secretary or transfer agent of GOOD FOOD CORPORATION is hereby authorized and instructed to effect the necessary transfer of the Shares to and in the name of the ASSIGNEE in the books and records of GOOD FOOD CORPORATION, and any and all rights, title and interests in and to the Shares including but not limited to the right to vote, dividend and subscription rights shall thereafter pertain to the ASSIGNEE.

 IN WITNESS WHEREOF, the parties have set their hands on the date and place as first above written.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 **ELENA A. MARIKIT TONY A. SY**

 ASSIGNOR ASSIGNEE

Signed in the presence of:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES )

MAKATI CITY ) S.S.

 BEFORE ME, a Notary Public, in and for the above jurisdiction, this \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_, personally appeared the following:

 Name Government-issued I.D. Date/Place Issued

Elena A. Marikit

Tony A. Sy

And they both acknowledged to me that they are the ones who executed the foregoing Deed of Assignment of Shares, duly signed by the controlling parties and their instrumental witnesses and they acknowledged to me that the same is their own free and voluntary act and deed.

 This instrument refers to a Deed of Assignment of Shares, consisting of three (3) pages including this page whereon this acknowledgment is written.

 WITNESS MY HAND AND NOTARIAL SEAL this \_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

Doc. No. \_\_\_\_\_;

Page No. \_\_\_\_\_;

Book No. \_\_\_\_\_;

Series of \_\_\_\_\_\_.