

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-------------------------------------|--|------------------------|---------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Timothy's Coffees of the World Inc. | | 08/13/2008 | CORPORATION: CANADA |
| RECEIVING PARTY DATA | | | |
| Name: | Penfund Capital Fund III Limited Partnership | | |
| Street Address: | 390 Bay Street, Suite 1720 | | |
| City: | Toronto, Ontario | | |
| State/Country: | CANADA | | |
| Postal Code: | M5H 2Y2 | | |
| Entity Type: | LIMITED PARTNERSHIP: CANADA | | |
| PROPERTY NUMBERS Total: 5 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2935716 | TIMOTHY'S | |
| Registration Number: | 2937237 | TIMOTHY'S WORLD COFFEE | |
| Registration Number: | 2937261 | TIMOTHY'S WORLD COFFEE | |
| Serial Number: | 77216065 | JAZZED UP DECAF | |
| Serial Number: | 77216046 | BIG EASY BOLD | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (202)739-3001 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 202.739.5652 | | |
| Email: | chowell@morganlewis.com | | |
| Correspondent Name: | Catherine R. Howell, Senior Paralegal | | |
| Address Line 1: | 1111 Pennsylvania Avenue, NW | | |
| Address Line 2: | ATTN: TMSU | | |
| Address Line 4: | Washington, DISTRICT OF COLUMBIA 20004 | | |
| ATTORNEY DOCKET NUMBER: | 100221-0002 | | |

CH \$140.00 2935716

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

| | |
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| NAME OF SUBMITTER: | Catherine R. Howell, Senior Paralegal |
| Signature: | /Catherine R. Howell/ |
| Date: | 08/18/2008 |

Total Attachments: 10

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Confirmation of Intellectual Property Security Agreement

RECITALS:

(A) Timothy's Coffees of the World Inc., a corporation existing under the laws of the Province of Ontario (the "**Borrower**"), is the owner of (i) the trade-marks, and registrations and applications therefore set forth in Schedule "A" hereto, and the goodwill associated therewith (collectively, the "**Trade-marks**") and (ii) the inventions, patent applications and issued patents in relation thereto set forth in Schedule "B" hereto (collectively, the "**Patents**");

(B) Pursuant to a Credit Agreement, dated as of the 13th day of August, 2008 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "**Credit Agreement**") among the Borrower and Penfund Capital Fund III Limited Partnership (the "**Lender**"), the Lender has agreed to make available to or for the account of the Borrower certain financial accommodations as specified therein;


(C) In accordance with its obligations under the Credit Agreement, the Borrower entered into an Intellectual Property Security Agreement, dated the 13th day of August, 2008 (the "**IP Security Agreement**") pursuant to which the Borrower granted a security interest in and to *inter alia*, the Trade-marks and Patents to the Lender in order to secure the payment and performance of the Borrower's obligations described therein;

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Borrower hereby confirms the grant under the IP Security Agreement to the Lender of the security interest in and to the Trade-marks and the Patents.

DATED at Toronto this 13th day of August, 2008.

[SIGNATURE PAGE FOLLOWS]

TIMOTHY'S COFFEES OF THE WORLD INC.

By: 
Name: JACKIE TAYLOR
Title: VP FINANCE

By: _____
Name:
Title:

Schedule "A"

Trade-marks

CANADIAN TRADEMARKS

TIMOTHY'S Trademarks

| Trademark | Reg. No. | Wares/Services | Next Renewal Date |
|-------------------------------|-----------------|---|--------------------------|
| COFFEES OF THE WORLD & DESIGN | 232,637 | Coffee, tea, coffee mugs, coffee grinders. | April 12, 2009 |
| TIMOTHY'S | 239,363 | Coffee, tea, mugs, coffee grinders, coffee pots and coffee makers, tea balls, strainers and filters for coffee and tea; hot chocolate mix and ice tea mix; retail stores specializing in the supply to the public of coffee, tea and accessories for brewing coffee and tea; operation of a retail outlet specializing in the sale of beverages, for consumption on or off the premises; operation of a retail outlet specializing in the sale of baked goods, for consumption on or off the premises. | January 18, 2010 |
| TIMOTHY'S & DESIGN | 333,853 | Iced tea mix; tea and hot chocolate mix; coffee, mugs, coffee grinders, coffee pots, coffee makers, tea balls, strainers, and filters for coffee and tea; operation of a retail store specializing in the supply to the public of coffee, tea and accessories for brewing coffee and tea, and the provision to the public of prepared and ready-to-drink beverages, namely coffee, tea, hot chocolate, cider and other non-alcoholic beverages, and the provision to the public of baked goods, all for consumption on or off the premises. | November 6, 2017 |

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| TIMOTHY'S DESIGN | 333,854 | Iced tea mix; tea and hot chocolate mix; coffee, mugs, coffee grinders, coffee pots, coffee makers, tea balls, strainers, and filters for coffee and tea; operation of a retail store specializing in the supply to the public of coffee, tea and accessories for brewing coffee and tea, and the provision to the public of prepared and ready-to-drink beverages, namely coffee, tea, hot chocolate, cider and other non-alcoholic beverages, and the provision to the public of baked goods, all for consumption on or off the premises. | November 6, 2017 |
| TIMOTHY'S | 333,699 | Coffee, tea, mugs, coffee grinders, coffee pots, coffee makers, tea balls, strainers, filters for coffee and tea, hot chocolate mix, and ice tea mix; operation of a retail store specializing in the supply to the public of coffee, tea and accessories for brewing coffee and tea; provision to the public of prepared and ready-to-drink beverages, namely coffee, tea, hot chocolate, cider and other non-alcoholic beverages, all for consumption on or off the premises; provision to the public of baked goods for consumption on or off the premises. | October 30, 2017 |
| TIMOTHY'S CAFES DU MONDE | 333,698 | Coffee, tea, mugs, coffee grinders, coffee pots, coffee makers, tea balls, strainers, filters for coffee and tea, hot chocolate mix, and ice tea mix; operation of a retail store specializing in the supply to the public of coffee, tea and accessories for brewing coffee and tea; provision to the public of prepared and ready-to-drink beverages namely coffee, tea, hot chocolate, cider and other non-alcoholic beverages; all for consumption on or off the premises; provision to the public of baked goods for consumption on or off the premises. | October 30, 2017 |

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| TIMOTHY'S COFFEES OF THE WORLD | 332,914 | Coffee, tea, mugs, coffee grinders, coffee pots, coffee makers, tea balls, stainers, filters for coffee and tea, hot chocolate mix, and ice tea mix; operation of a retail store specializing in the supply to the public of coffee, tea, and accessories for brewing coffee and tea; provision to the public of prepared and ready-to-drink beverages, namely coffee, tea, hot chocolate, cider and other non-alcoholic beverages, all for consumption on or off the premises; provision to the public of baked goods for consumption on or off the premises. | October 9, 2017 |
| CAFE DU MONDE & DESIGN | 404,861 | Restaurant and bar services | November 13, 2007 |
| PRIVATE BLEND | 439,843 | Coffee | February 24, 2010 |
| TIMOTHY'S ESPRESSO BAR | 462,308 | Operation of a retail store specializing in the provision to the public of prepared and ready-to-drink beverages and baked goods, for consumption on or off the premises | August 30, 2011 |
| TIMOTHY'S WORLD COFFEE | 472,673 | Coffee, tea, mugs, hot chocolate mix, ice tea mix, and powered mixes for non-alcoholic beverages; restaurant services, and the operation of retail stores specializing in coffee, tea, accessories for brewing coffee and tea, other non-alcoholic beverages, and baked goods, for consumption on or off the premises | March 14, 2012 |
| TIMOTHY'S WORLD COFFEE & DESIGN | 472,672 | Coffee, tea, mugs, hot chocolate mix, ice tea mix, and powdered mixes for non-alcoholic beverages; restaurant services, and the operation of retail stores specializing in coffee, tea, accessories for brewing coffee and tea, other non-alcoholic beverages, and baked goods, for consumption on or off the premises. | March 14, 2012 |

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| 20:20VISION OF QUALITY | 472,671 | Restaurant services, and the operation of retail stores specializing in coffee, tea, accessories for brewing coffee and tea, other non-alcoholic beverages, and baked goods, for consumption on or off the premises. | March 14, 2012 |
| TIMOTHY'S WORLDNEWS CAFE | 473,487 | Restaurant services, and the operation of a retail store specializing in the provision to the public of prepared and ready-to-drink beverages and baked goods, for consumption on or off the premises. | March 25, 2012 |
| TIMOTHY'S WORLDNEWS CAFE & DESIGN | 472,676 | Restaurant services, and the operation of a retail store specializing in the provision to the public of prepared and ready-to-drink beverages and baked goods, for consumption on or off the premises. | March 14, 2012 |
| TIMTATION | 491,326 | Non-alcoholic, non-carbonated, coffee-based beverages. | March 12, 2013 |
| TIMOTHY'S TRAVELLERS | 501,157 | Coffee, tea, hot chocolate and ice tea; retail store services specializing in coffee, tea, and other non-alcoholic beverages, for consumption on or off the premises. | September 24, 2013 |
| TIMOTHY'S BAKERY CAFÉ | 610,890 | Restaurant services, and the operation of retail stores specializing in brewing coffee, tea, accessories for brewing and serving coffee and tea, other non-alcoholic beverages, and baked goods, all for consumption on or off the premises | May 20, 2019 |
| LATTE BENE | 703,823 | Hot and cold coffee-based beverages for consumption on or off the premises; the operation of a business specializing in the retail and wholesale distribution of coffee and coffee-based beverages, for consumption on or off the premises | December 21, 2022 |
| JAZZED UP DECAF | Serial No. 1,352,849 | Coffee | Allowed March 14, 2008 |
| BIG EASY BOLD | Serial No. 1,352,848 | Coffee | Filed June 22, 2007 |

MMMUFFINS and MICHEL'S Trademarks

| Trademark | Reg. No. | Wares/Services | Next Renewal Date |
|---------------------------------------|-----------------|--|--------------------------|
| CERTIFIED MMMARVELLOUS | 460,552 | Muffins, buns, cookies and cakes and non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services, namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services. | July 26, 2011 |
| CERTIFIED MMMARVELLOUS & DESIGN | 462,708 | Muffins, buns, cookies and cakes and non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services, namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services. | August 30, 2011 |
| HAVE A MMMARVELOUS DAY | 460,812 | Food and beverage services, namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services. | August 2, 2011 |
| MICHEL'S BAGUETTE | 260,682 | Breads, rolls, croissants, pastries, cakes; bakery and take-out food and beverage services; franchising services. | July 10, 2011 |
| MICHEL'S BAGUETTE & DESIGN | 259,891 | Breads, rolls, croissants, pastries, cakes; bakery and take-out food and beverage services; franchising services. | June 12, 2011 |
| MICHEL'S BAKERY CAFE | 382,165 | Breads, rolls, croissants, pastries, cakes, muffins, pizza, prepared pasta dishes, prepared sandwiches, and burgers; sit-down and take-out restaurant services and sit-down and take-out bakery services. | March 29, 2021 |
| MMMARVELOUS MMMINIS | 443,238 | Muffins, buns, cookies and cakes non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services. | May 26, 2010 |

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| MMMARVELOUS MMMUFFINS | 460,018 | Muffins, buns, cookies and cakes non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services. | July 5, 2011 |
| MMMARVELOUS MMMUFFINS & DESIGN | 460,017 | Muffins, buns, cookies and cakes non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services. | July 5, 2011 |
| MMMINI MMMUFFINS | 443,229 | Muffins, buns, cookies and cakes non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services. | May 26, 2010 |
| MMMINIS | 442,718 | Muffins, buns, cookies and cakes non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services. | May 12, 2010 |
| MMMUFFINS | 442,406 | Muffins, buns, cookies and cakes non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services. | April 28, 2010 |
| MMMUFFINS DESIGN (#1) | 260,681 | Muffins and non-alcoholic beverages namely coffee, tea, juices, milk and hot chocolate; take-out baked food and beverage services; franchising services. | July 10, 2011 |
| MMMUFFINS & DESIGN (#2) | 260,655 | Muffins and non-alcoholic beverages namely coffee, tea, juices, milk and hot chocolate; take-out baked food and beverage services; franchising services. | July 10, 2011 |

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| SPIN-OZA | 504,184 | Soups, salads, tortillas, vegetable skewers, chicken skewers, stews, rice, bagels, muffins, scones, dips, namely herb cream cheese, red pepper humus, Thai peanut sauce, cranberry sauce, pineapple dijon, babaganouj; non-dairy spreads, fruit puree spreads, cream cheeses; cookies, pies, squares namely rice bars, date nut squares, brownies, nanaimo bars, pecan squares, cakes; coffee, tea, cocoa; yogurt, dairy smoothies, namely yogurt-based dairy beverage drinks; non-dairy smoothies, namely beverages made of a blended assortment of fruits, fruit and vegetable blended drinks, namely beverages made by blending fruits and vegetables and juices, namely orange, carrot, apple, grapefruit, bananas and blends of the foregoing with other fruits, vegetables and spices, such as spinach, cucumber, celery and ginger; restaurant and take-out services. | November 17, 2013 |
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UNITED STATES TRADEMARKS

| Trademark | Reg. No. | Wares/Services | Next Renewal Date |
|---------------------------------|-----------------------|----------------|---------------------|
| TIMOTHY'S | 2,935,716 | Coffee | March 29, 2015 |
| TIMOTHY'S WORLD COFFEE | 2,937,237 | Coffee | April 5, 2015 |
| TIMOTHY'S WORLD COFFEE & DESIGN | 2,937,261 | Coffee | April 5, 2015 |
| JAZZED UP DECAF | Serial No. 77/216,065 | Coffee | Allowed May 6, 2008 |
| BIG EASY BOLD | Serial No. 77/216,046 | Coffee | Filed June 26, 2007 |

Schedule "B"

None