

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |                                                                                      |                       |                     |
|----------------------------------|--------------------------------------------------------------------------------------|-----------------------|---------------------|
| <b>SUBMISSION TYPE:</b>          | NEW ASSIGNMENT                                                                       |                       |                     |
| <b>NATURE OF CONVEYANCE:</b>     | Amalgamation                                                                         |                       |                     |
| <b>CONVEYING PARTY DATA</b>      |                                                                                      |                       |                     |
| <b>Name</b>                      | <b>Formerly</b>                                                                      | <b>Execution Date</b> | <b>Entity Type</b>  |
| VLR Food Corporation             |                                                                                      | 09/01/2009            | CORPORATION: CANADA |
| <b>RECEIVING PARTY DATA</b>      |                                                                                      |                       |                     |
| <b>Name:</b>                     | Les Plats du Chef Inc.                                                               |                       |                     |
| <b>Street Address:</b>           | 51 Kesmark                                                                           |                       |                     |
| <b>City:</b>                     | Montreal, Quebec                                                                     |                       |                     |
| <b>State/Country:</b>            | CANADA                                                                               |                       |                     |
| <b>Postal Code:</b>              | H9B 3J1                                                                              |                       |                     |
| <b>Entity Type:</b>              | CORPORATION: CANADA                                                                  |                       |                     |
| <b>PROPERTY NUMBERS Total: 5</b> |                                                                                      |                       |                     |
| <b>Property Type</b>             | <b>Number</b>                                                                        | <b>Word Mark</b>      |                     |
| <b>Registration Number:</b>      | 3587190                                                                              | TGF                   |                     |
| <b>Registration Number:</b>      | 1888706                                                                              | THYME AND TRUFFLES    |                     |
| <b>Serial Number:</b>            | 77281130                                                                             | CUISINE ADVENTURES    |                     |
| <b>Serial Number:</b>            | 77281124                                                                             | 575 OSTER LANE FOODS  |                     |
| <b>Serial Number:</b>            | 77281118                                                                             | OSTER LANE FOODS      |                     |
| <b>CORRESPONDENCE DATA</b>       |                                                                                      |                       |                     |
| <b>Fax Number:</b>               | (617)526-5000                                                                        |                       |                     |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                     |
| <b>Phone:</b>                    | 617-526-6448                                                                         |                       |                     |
| <b>Email:</b>                    | janey.davidson@wilmerhale.com                                                        |                       |                     |
| <b>Correspondent Name:</b>       | Michael J. Bevilacqua, Esquire                                                       |                       |                     |
| <b>Address Line 1:</b>           | Wilmer Cutler Pickering Hale and DorrLLP                                             |                       |                     |
| <b>Address Line 2:</b>           | 60 State Street                                                                      |                       |                     |
| <b>Address Line 4:</b>           | Boston, MASSACHUSETTS 02109                                                          |                       |                     |
| <b>ATTORNEY DOCKET NUMBER:</b>   | LES PLATS DU CHEF                                                                    |                       |                     |

**OP \$140.00 3587190**

**900184254**

**TRADEMARK  
 REEL: 004479 FRAME: 0694**

DOMESTIC REPRESENTATIVE

Name: Michael J. Bevilacqua, Esquire  
Address Line 1: Wilmer Cutler Pickering Hale and DorrLLP  
Address Line 4: Boston, MASSACHUSETTS 02109

|                    |                         |
|--------------------|-------------------------|
| NAME OF SUBMITTER: | Michael J. Bevilacqua   |
| Signature:         | /michael j. bevilacqua/ |
| Date:              | 02/16/2011              |

Total Attachments: 8  
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Industry Canada

Industrie Canada

**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

LES PLATS DU CHEF INC.

453044-6

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

\_\_\_\_\_  
Richard G. Shaw  
Director - Directeur

September 1, 2009 / le 1 septembre 2009

Date of Amalgamation - Date de fusion

Canada



Industry Canada / Industrie Canada  
 Canada Business / Loi consociée sur les sociétés par actions (LCBSA)

**FORM 9**  
**ARTICLES OF AMALGAMATION**  
**(SECTION 185)**

**FORMULAIRE 9**  
**STATUTS DE FUSION**  
**(ARTICLE 185)**

**Form 9**

**1 - Name of the Amalgamated Corporation** / Dénomination sociale de la société issue de la fusion  
 LES PLATS DU CHEF INC.

**2 - The province or territory in Canada where the registered office is to be situated (do not indicate the full address)** / La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)  
 Quebec

**3 - The classes and any maximum number of shares that the corporation is authorized to issue** / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre  
 See annexed Schedule A

**4 - Restrictions, if any, on share transfers** / Restrictions sur le transfert des actions, s'il y a lieu  
 See annexed Schedule B

**5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)** / Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)  
 Minimum:  Maximum:  / Minimal:  Maximal:

**6 - Restrictions, if any, on business the corporation may carry on** / Limites imposées à l'activité commerciale de la société, s'il y a lieu  
 None

**7 - Other provisions, if any** / Autres dispositions, s'il y a lieu  
 See annexed Schedule C

**8 - (The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:** / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après:  
 183       184(1)       184(2)

**9 - Declaration: I hereby certify that I am a director or an officer of the corporation.** / Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

| Name of the amalgamating corporations / Dénomination sociale des sociétés fusionnantes | Corporation No. / N° de la société | Signature |
|----------------------------------------------------------------------------------------|------------------------------------|-----------|
| VLR FOOD CORPORATION                                                                   | 716740, J.                         |           |
| LES PLATS DU CHEF INC.                                                                 | 118730, S.                         |           |
|                                                                                        |                                    |           |
|                                                                                        |                                    |           |
|                                                                                        |                                    |           |
|                                                                                        |                                    |           |

**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).  
**Note:** Faire une fautive déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCBSA).

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AUG 24 2009  
 Email: 12:52 hrs



**This is Schedule A referred to in the foregoing articles of amalgamation.**

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of class A preferred shares having the following rights, privileges, restrictions and conditions attached thereto:

**A. CLASS A PREFERRED SHARES**

**1. Dividends**

1.1 The holders of the class A preferred shares, in priority to the common shares and any other shares ranking junior to the class A preferred shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends, fixed preferential non-cumulative cash dividends at the rate of 1% of the Redemption Amount payable, quarterly on the last day of March, June, September and December, as determined in accordance with the provisions of clause A.4.1 below. The board of directors shall be entitled from time to time to declare part of the fixed preferential non-cumulative cash dividend for any quarter notwithstanding that such dividend for such quarter shall not be declared in full. If within 10 days after the expiration of any quarter the board of directors in its discretion shall not declare the said dividend or any part thereof on the class A preferred shares for such quarter then the rights of the holders of the class A preferred shares to such dividend or to any undeclared part thereof for such quarter shall be forever extinguished. The holders of the class A preferred shares shall not be entitled to any dividends other than or in excess of the preferential non-cumulative cash dividends hereinbefore provided for:

1.2 Cheques of the Corporation payable at par at any branch of the Corporation's bankers for the time being in Canada shall be issued in respect of the dividends on the class A preferred shares (less any tax required to be withheld by the Corporation) and payment thereof shall satisfy such dividends. Dividends which are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed for a period of six years from the date on which they were declared to be payable shall be forfeited to the Corporation.

1.3 Except with the consent in writing of the holders of all the class A preferred shares outstanding, no dividends shall at any time be declared or paid on or set apart for payment on the common shares or on any shares of any other class of the Corporation ranking junior to the class A preferred shares and the Corporation shall not call for redemption nor purchase or otherwise acquire for value less than all the then outstanding class A preferred shares nor purchase or otherwise acquire for value any common shares or any shares of any other class of the Corporation ranking junior to the class A preferred shares so long as any class A preferred shares are outstanding, unless and until the fixed preferential non-cumulative cash dividend has been declared and paid or set apart for payment for the current quarter on all the class A preferred shares outstanding.

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1.4 No dividend shall be at any time declared and paid or set apart for payment on the common shares or any other shares ranking junior to the class A preferred shares if the payment of any such dividend on the common shares or any other shares of the Corporation ranking junior to the class A preferred shares would result in the Corporation having insufficient net assets to redeem all the issued and outstanding class A preferred shares at their redemption amount or would render the Corporation incapable of redeeming all of the issued and outstanding class A preferred shares pursuant to clause A.4.1.

## 2. Dissolution

2.1 In the event of the dissolution, liquidation or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the class A preferred shares shall be entitled to receive from the assets and property of the Corporation for each class A preferred share held by them respectively an amount equal to the sum of the Redemption Price calculated in the manner set out in clause A.4.1 before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the class A preferred shares. After payment to the holders of the class A preferred shares of the amount so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

## 3. Purchase by the Corporation

3.1 Subject to the provisions of subsection 34(2) of the *Canada Business Corporations Act*, as now enacted or as the same may from time to time be amended, re enacted or replaced (and in the case of such amendment, re enactment or replacement, any references herein shall be read as referring to such amended, re enacted or replaced provisions) (the "Act"), the Corporation may at any time or from time to time purchase (if obtainable) all or any part of the outstanding class A preferred shares at the lowest price at which, in the opinion of the directors, such shares are obtainable, but not exceeding the Redemption Amount calculated in the manner set out in clause A.4.1.

## 4. Redemption by the Corporation

4.1 Subject to the provisions of subsection 36(2) of the Act, the Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding class A preferred shares on payment for each share to be redeemed of an amount equal to the result obtained when the amount in the stated capital account for the class A preferred shares is divided by the number of issued and outstanding class A preferred shares (the "Redemption Amount") together with all declared and unpaid preferential non-cumulative cash dividends thereon (the "Redemption Price").

4.2 In the case of redemption of class A preferred shares under the provisions of clause A.4.1 hereof, the Corporation shall at least 20 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of class A preferred shares to be redeemed a notice in writing of the intention of the Corporation to redeem such class A preferred shares. Such notice shall be mailed by letter, postage prepaid, addressed

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to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the Redemption Amount and the date on which redemption is to take place and, if part only of the shares held by the person to whom it is addressed is to be redeemed, the number thereof to be so redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the class A preferred shares to be redeemed the Redemption Price thereof on presentation and surrender of the certificates representing the class A preferred shares called for redemption at the registered office of the Corporation, or any other place or places designated in the notice of redemption. If a part only of the shares represented by any certificate be redeemed a new certificate for the balance shall be issued at the expense of the Corporation. Subject to the provisions of clause A.4.3 below, on and after the date specified for redemption in any such notice the class A preferred shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected.

4.3 The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any class A preferred shares as aforesaid to deposit the Redemption Price for the shares so called for redemption or for such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in a specified chartered bank or a specified trust company in Canada, named in such notice of redemption, to be paid without interest to or to the order of the respective holders of such class A preferred shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made, the class A preferred shares in respect whereof such deposit shall have been made shall be deemed to be redeemed and the rights of the holders thereof after such deposit shall be limited to receiving without interest their proportionate part of the total Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest allowed on any such deposit shall belong to the Corporation. Redemption moneys that are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed (including moneys held on deposit to a special account as provided for above) for a period of six years from the date specified for redemption shall be forfeited to the Corporation.

4.4 In the event that part only of the class A preferred shares is at any time to be redeemed, the shares to be so redeemed shall be selected pro rata (disregarding fractions) from among the holders of record thereof as at the date of the notice of redemption or in such other manner as the board of directors of the Corporation in its sole discretion may deem equitable.

## 5. Voting Rights

5.1 The holders of the class A preferred shares shall not be entitled as such (except as hereinafter specifically provided and except as otherwise provided by the Act) to receive notice of and to attend any meetings of the shareholders of the Corporation and shall not be entitled to

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vote at any such meeting; the holders of the class A preferred shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation under section 210 of the Act or a sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business under subsection 189(3) of the Act.

6. Priority

6.1 The common shares shall rank junior to the class A preferred shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the class A preferred shares.

B. **COMMON SHARES**

1. Dividends

1.1 Subject to any preference provided to the holders of the class A preferred shares and any other shares ranking senior to the common shares with respect to dividends, the holders of common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and all dividends which the directors may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

2. Dissolution

2.1 In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to any preference provided to the holders of the class A preferred shares and any other shares ranking senior to the common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding up, the holders of the common shares shall be entitled to receive the remaining property and assets of the Corporation.

3. Voting Rights

3.1 The holders of the common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each common share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

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**This is Schedule B referred to in the foregoing articles of amalgamation.**

The right to transfer securities of the Corporation (other than debt securities that are not convertible into shares of the Corporation) shall be restricted in that no holder of such securities shall be entitled to transfer any such securities without either:

- a) if the transfer of such securities is restricted by any security holders' agreement, complying with such restrictions in such agreement; or
- b) if there are no such restrictions, either:
  - i) the express sanction of the holders of more than 50% of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by the holders of more than 50% of such shares; or
  - ii) the express sanction of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors entitled to vote on that resolution at a meeting of directors.

**This is Schedule C referred to in the foregoing articles of amalgamation.**

The board of directors of the Corporation may, at any time and from time to time, by resolution appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next following annual meeting of shareholders of the Corporation, provided that the total number of directors so appointed by the board of directors of the Corporation during the period between any two annual meetings of shareholders of the Corporation shall not exceed one-third of the number of directors elected at the earlier of such two annual meetings of shareholders of the Corporation.

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