

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/14/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Melody Farms Specialty Foods and Equipment Limited		07/14/2010
			Limited: CANADA
RECEIVING PARTY DATA			
Name:	7597118 Canada, Inc.		
Street Address:	3465 Thimens Boulevard		
City:	Saint-Laurent, QC		
State/Country:	CANADA		
Postal Code:	H4R 1V5		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	0903203	COUNTRY STYLE DONUTS
CORRESPONDENCE DATA			
Fax Number:	2028611783		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	202-861-1500		
Email:	trademarks@bakerlaw.com		
Correspondent Name:	Kelu L. Sullivan		
Address Line 1:	1050 Connecticut Avenue, N.W.		
Address Line 2:	Washington Square, Suite 1100		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036		
ATTORNEY DOCKET NUMBER:	042917.020000		
DOMESTIC REPRESENTATIVE			

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TRADEMARK  
 REEL: 004974 FRAME: 0149

CH \$40.00 0903203

Name: John H. Weber  
Address Line 1: 1050 Connecticut Avenue, N.W.  
Address Line 2: Washington Square, Suite 1100  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

NAME OF SUBMITTER:	Kelu L. Sullivan
Signature:	/KLS/
Date:	03/04/2013

**Total Attachments: 9**

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## Certificate of Continuance

*Canada Business Corporations Act*

## Certificat de prorogation

*Loi canadienne sur les sociétés par actions*

7597118 CANADA INC.

Corporate name / Dénomination sociale

759711-8

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*.

Aïssa Aomari

Deputy Director / Directeur adjoint

2010-07-14

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)

Canada

TRADEMARK

REEL: 004974 FRAME: 0151



Industry Canada Industrie Canada

Canada Business  
Corporations Act (CBCA)

Loi canadienne sur les  
sociétés par actions (LCSA)

FORM 11  
ARTICLES OF CONTINUANCE  
(SECTION 187)

FORMULAIRE 11  
CLAUSES DE PROROGATION  
(ARTICLE 187)

Form 11

1 -- Name of the Corporation **7597118 CANADA INC.** Dénomination sociale de la société

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

3 -- The classes and any maximum number of shares that the corporation is authorized to issue **SEE SCHEDULE 1 ATTACHED HERETO AND FORMING AN INTEGRAL PART OF THESE ARTICLES.** Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 -- Restrictions, if any, on share transfers **SEE SCHEDULE 2 ATTACHED HERETO AND FORMING AN INTEGRAL PART OF THESE ARTICLES.** Restrictions sur le transfert des actions, s'il y a lieu

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) **Minimum: 1 Maximum: 9** Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases) Minimal: Maximal:

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

7 -- (1) If change of name effected, previous name **MELODY FARMS SPECIALTY FOODS AND EQUIPMENT LIMITED** (1) S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure

(2) Details of incorporation **ON APRIL 24, 1969, BY THE ONTARIO CORPORATIONS ACT (PREDECESSOR OF THE ONTARIO BUSINESS CORPORATIONS ACT) UNDER ONTARIO CORPORATION NUMBER 222440.** (2) Détails de la constitution

8 -- Other options, if any **SEE SCHEDULE 3 ATTACHED HERETO AND FORMING AN INTEGRAL PART OF THESE ARTICLES.** Autres dispositions, s'il y a lieu

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.

Signature

Printed Name - Nom en lettres moulées  
**CLAUDE ST-PIERRE**

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Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000.00 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA.

Nota: Faire une fausse 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 LCSA).

## SCHEDULE 1

The Corporation is authorized to issue an unlimited number of Class "A", Class "B", Class "C", Class "D", Class "E" and Class "F" shares. The said shares shall have the following rights, privileges, restrictions and conditions attached thereto.

### 1 VOTING RIGHTS

- 1.1 The holders of the Class "A" and Class "C" shares shall be entitled to one (1) vote for each Class "A" and Class "C" shares held by them at all meetings of shareholders.
- 1.2 Except as hereinafter provided for, the holders of the Class "B", Class "D", Class "E" and Class "F" shares shall not be entitled to vote for the election of director(s) or for any other purpose nor shall they be entitled to attend shareholders' meetings.

### 2 LIQUIDATION, DISSOLUTION OR OTHER DISTRIBUTION OF ASSETS

- 2.1 In the event of the voluntary or involuntary liquidation, dissolution, winding-up or other distribution of assets of the Corporation:
  - 2.1.1 the holders of the Class "A" and Class "B" shares shall be entitled to receive, pro rata, the remaining property of the Corporation to the exclusion of the holders of shares of any other class;
  - 2.1.2 the holders of the Class "C" shares shall be entitled to receive for each Class "C" share, pro rata, before any distribution of any part of the assets of the Corporation among the holders of shares of any other class, an amount equal to its Redemption Value and any dividends declared thereon and unpaid and nothing more;
  - 2.1.3 the holders of the Class "D" shares shall be entitled to receive for each Class "D" share, pro rata, before any distribution of any part of the assets of the Corporation among the holders of shares of any other class, except Class "C" shares, an amount equal to its Redemption Value and any dividends declared thereon and unpaid and nothing more;
  - 2.1.4 the holders of the Class "E" shares shall be entitled to receive for each Class "E" share, pro rata, before any distribution of any part of the assets of the Corporation among the holders of Class "A", Class "B" and Class "F" shares an amount equal to its Redemption Value and any dividends declared thereon and unpaid and nothing more; and
  - 2.1.5 the holders of the Class "F" shares shall be entitled to receive for each Class "F" share, pro rata, before any distribution of any part of the assets of the Corporation among the holders of Class "A" and Class "B" shares an amount equal to its Redemption Value and any dividends declared thereon and unpaid and nothing more.

3 DIVIDENDS

- 3.1 Subject to the provisions of the *Canada Business Corporations Act* and of this Schedule, the director(s) may declare dividends on the Class "A", Class "B", Class "C", Class "D", Class "E" and Class "F" shares, at such times and in such manner as they may determine in their discretion.
- 3.2 Nothing contained herein shall oblige the director(s) to declare dividends. Subject to the provisions of the *Canada Business Corporations Act*, if and when the director(s) declare dividends on any of the Class "A", Class "B", Class "C", Class "D", Class "E" or Class "F" shares then issued, they shall have no obligation to declare a dividend on any other class (or classes) of shares.
- 3.3 Notwithstanding the foregoing, the Corporation shall not be entitled to declare any dividend on any class of shares unless it shall have, after the payment of such dividend, sufficient assets to be legally entitled to acquire all of its issued and outstanding Class "C" and Class "D" shares pursuant to section 5 hereof.

4 REDEMPTION OF SHARES AT THE OPTION OF THE CORPORATION

- 4.1 Subject to the provisions of the *Canada Business Corporations Act*, the Corporation may redeem, at any time and from time to time, upon giving notice as hereinafter provided, the whole or any part of the Class "C", Class "D", Class "E" and Class "F" shares without preference or distinction, on payment, for each Class "C", Class "D", Class "E" and Class "F" share to be redeemed, of an amount equal to its Redemption Value, together with all dividends declared thereon and unpaid. The director(s), in their discretion, may choose to redeem shares of one (1) class only or of several classes of shares at the same time.
- 4.2 In case of partial redemption of the then outstanding Class "C", Class "D", Class "E" or Class "F" shares, the shares to be redeemed shall be selected pro rata among the holders of the then outstanding shares held by each Shareholder of record of the class of shares to be redeemed, as of the date of the redemption notice, disregarding fractions of shares. Notwithstanding the foregoing, the shares being subject to a partial redemption may be selected in any other manner unanimously approved by the holders of all the then outstanding shares of the relevant class. The Corporation shall, without cost, issue a new share certificate representing the balance of the shares not redeemed.
- 4.3 Not less than fifteen (15) days' notice in writing of such redemption shall be given by the Corporation to the registered holders of the shares to be redeemed specifying the date, the price, the number of shares to be redeemed and the place of redemption. On the date specified in the notice, the Corporation shall pay to the holders of the shares to be redeemed the redemption price thereof on surrender of the certificates representing the shares so called for redemption. Upon the date specified for the redemption, all the shares called for redemption will be deemed to be redeemed and cancelled and all rights of the holders of shares to be redeemed shall cease except for the right to receive the redemption price against surrender of the certificates representing the redeemed shares. At any time before the date specified for the redemption or, if after said date the certificates representing the shares to be redeemed have not been surrendered by the holders thereof, the Corporation shall have the right to deposit the redemption price of the shares called

for redemption with a bank or trust company specified in the notice, to be paid, without interest, to the respective holders of the shares called for redemption upon surrender to such bank or trust company of the certificates representing same. From and after the date of such deposit, the holders thereof shall only call upon the depository of the funds for payment of the redemption price; in no event may they call upon directly to the Corporation. Any interest accrued on any such deposit shall belong to the Corporation.

- 4.4 Notwithstanding the foregoing, the Corporation shall not be entitled to redeem shares of any class unless it shall have, after such redemption, sufficient assets to be legally entitled to acquire all of its Class "C" and Class "D" shares pursuant to section 5 hereof.

5 REDEMPTION OF SHARES AT THE OPTION OF THE HOLDER

- 5.1 The holders of the Class "C" and Class "D" shares shall be entitled, at any time and from time to time upon giving notice as hereinafter provided, to require the Corporation to redeem all or any number of Class "C" and Class "D" shares registered in the name of such holders in the books of the Corporation for a price equal to their Redemption Value together with all dividends declared thereon and unpaid.

- 5.2 The holder of the Class "C" and Class "D" shares exercising his option to have the Corporation redeem his shares, shall give notice to the Corporation, which notice shall set out the number of shares which the holder desires to have the Corporation redeem and the date on which the Corporation is to redeem the said shares, which date shall not be earlier than ten (10) days nor later than thirty (30) days from the date of the notice. The date on which the redemption, at the option of the holder, is to occur is hereinafter referred to as the "Option Redemption Date".

- 5.3 Upon delivery to the Corporation of the share certificate or of share certificates representing the shares which the holder desires to have the Corporation redeem, the Corporation shall, on the Option Redemption Date, to the extent permitted by the applicable law, redeem such shares by paying to the registered holder thereof the redemption price therefor.

- 5.4 Upon payment of the redemption price of the shares so redeemed by the Corporation, the holders thereof shall cease to be entitled to dividends or to exercise any rights of the holders in respect thereof.

- 5.5 If the redemption by the Corporation on any Option Redemption Date of all shares to be redeemed on such date would be contrary to applicable law, the Corporation will only redeem the number of shares which the Corporation determines it is then permitted to redeem based on the proportion of the amount legally available to the Corporation for such redemption on that date and the total Redemption Value of shares the Corporation is required to redeem. The Corporation shall issue, without cost, new certificates representing the Class "C" and Class "D" shares not so redeemed. On each annual anniversary of the Option Redemption Date thereafter, the Corporation shall redeem, in the manner contemplated by paragraph 4.3 hereof, the number of shares which the Corporation determines it is then permitted to redeem based on the proportion of the amount legally available to the Corporation for such redemption on that date and the total Redemption Value of shares the Corporation is required to redeem, the whole, until the redemption of all the shares so called for redemption pursuant to paragraph 5.2. above.

6 PURCHASE OF SHARES

- 6.1 Subject to the provisions of the *Canada Business Corporations Act*, the Corporation shall have the right, at its option, at any time and from time to time, to purchase for cancellation out of its surplus at the price and upon the terms and conditions mutually agreed upon between the parties, the whole or any part of the Class "A", Class "B", Class "C", Class "D", Class "E" and Class "F" shares then outstanding. All such purchase of shares by mutual agreement may occur on one (1) class only or on several classes of shares at the same time disregarding the other classes of shares. The Corporation shall without cost, as the case may be, issue a new share certificate representing the balance of the shares not purchased.
- 6.2 Notwithstanding the foregoing, the Corporation shall not be entitled to purchase for cancellation or purchase otherwise shares of any class, unless it shall have, after such purchase, sufficient assets to be legally entitled to acquire all of its Class "C" and Class "D" shares pursuant to section 5 hereof.

7 REDEMPTION VALUE

- 7.1 For purposes of application of the provisions hereof, the Redemption Value of each Class "C", Class "D", Class "E" and Class "F" shares shall be equal to:
- 7.1.1 in the case of a share issued for a consideration in money, the amount of the consideration for which it was issued;
- 7.1.2 in the case of a share issued for a consideration other than money, the fair market value of the consideration for which the share was issued. The fair market value of the consideration for which the share was issued shall be determined by the director(s) of the Corporation by resolution upon the issuance of the share ("Determined Redemption Value"). The said determination shall be final and binding provided that, if at any time Canada Revenue Agency or the Minister of Revenue of any province of Canada makes or proposes to make any tax assessment or reassessment based on the assumption that the fair market value of the consideration for which the share was issued was higher or lower than the Determined Redemption Value, then the Redemption Value of such share shall be increased or decreased so that it shall be equal to the amount finally determined to be the fair market value of the consideration for which the share was issued. Any such determination shall be deemed to be a final determination if it is made pursuant to an assessment or reassessment by the Canada Revenue Agency or the Minister of Revenue of any province of Canada and no appeal is taken therefrom or if any agreement is reached between any holder of the share and any such taxing authority in settlement of a dispute regarding such determination or if determined by a court or tribunal of competent jurisdiction and no appeal is taken therefrom.
- 7.2 If a redemption, either pursuant to section 4 or to section 5 hereof, of Class "C", Class "D", Class "E" or Class "F" shares has occurred or if the Corporation has paid dividends calculated on the Determined Redemption Value of the Class "C", Class "D", Class "E" or Class "F" shares before an increase or decrease in the Redemption Value of the Class "C", Class "D", Class "E" or Class "F" shares resulting from the application of clause 7.1.2 hereof, then:



- 7.2.1 in case of an increase in the Redemption Value of shares of any such class, the Corporation shall pay to any person whose shares were redeemed at the Determined Redemption Value for shares of such class an amount equal to the difference between the increased Redemption Value for shares of such class and the Determined Redemption Value for shares of such class and shall pay to any person who received dividends based on the Determined Redemption Value for shares of such class the difference between such dividends and dividends as calculated on the increased Redemption Value for shares of such class, which amount shall bear interest at the annual prime rate of the Royal Bank of Canada, running from the date of the redemption or the date of the payment of the dividend, whichever may be the case;
- 7.2.2 in case of a decrease in the Redemption Value for shares of such class, the person whose shares were redeemed either pursuant to section 4 or to section 5 hereof at the Determined Redemption Value for shares of such class or who received dividends calculated on the Determined Redemption Value for shares of such class shall reimburse to the Corporation an amount equal to the difference between the Determined Redemption Value for shares of such class and the decreased Redemption Value for shares of such class in the case of a redemption and the difference between the dividend calculated on the Determined Redemption Value for shares of such class and the dividend calculated on the decreased Redemption Value for shares of such class in the case of the payment of a dividend, which amount shall bear interest at the annual prime rate of the Royal Bank of Canada, running from the date of the redemption or the date of the payment of the dividend, as the case may be.

SCHEDULE 2

Under the reserve of the provisions of any unanimous shareholders' agreement, no transfer of shares of the capital stock of the Corporation will be valid unless approved by a resolution of the directors adopted according to law and the Corporation's by-laws.

SCHEDULE 3

1. Subject to a security holders' agreement, no transfer of securities, other than non-convertible debt securities, of the Corporation will be valid unless approved by a resolution of the directors adopted according to law and the Corporation's by-laws.
2. Each common share without par value issued before the continuance is converted into one (1) Class "A" share without par value, subject to the rights, privileges, restrictions and conditions contained in the present Articles of Continuance.