

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/30/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	7597118 Canada, Inc.		11/30/2010
			CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	MTY TIKI MING Enterprises Inc.		
Street Address:	8150, Autoroute Transcanadienne, Suite 200		
City:	Ville St-Laurent (Quebec)		
State/Country:	CANADA		
Postal Code:	H4S 1M5		
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			

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: 12

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Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

MTY TIKI MING ENTERPRISES INC.
LES ENTREPRISES MTY TIKI MING INC.

Corporate name / Dénomination sociale

768194-1

Corporation number / Numéro de 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.

Marcie Girouard

Director / Directeur

2010-11-30

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



Industry Canada Industrie Canada

Canada Business Loi canadienne sur les Corporations Act (CBCA) sociétés par actions (LCSA)

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
 MTY TIKI MING ENTERPRISES INC. / LES ENTREPRISES MTY TIKI MING 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)
 Québec

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
 An unlimited number of shares of one class.

4 -- Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu
 See attached Schedule 1.

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 attached Schedule 2.

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 social des sociétés fusionnantes	Corporation No. / N° de la société	Signature
MTY TIKI MING ENTERPRISES INC. LES ENTREPRISES MTY TIKI MING INC.	4 3 0 3 0 5 - 9	
7597878 CANADA INC.	7 5 9 7 8 7 - 8	
7597819 CANADA INC.	7 5 9 7 8 1 - 9	
7597959 CANADA INC.	7 5 9 7 9 5 - 9	
7597118 CANADA INC.	7 5 9 7 1 1 - 8	
MRS VANELLIS RESTAURANTS LIMITED LES RESTAURANTS MRS VANELLIS LIMITÉE	6 3 5 2 1 9 - 7	

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).

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).

2010-11-25
12h27 TRADEMARK



SCHEDULE 1

RESTRICTIONS ON SHARE TRANSFERS

1. No shares of the capital of the corporation shall be transferred without either:
 - (a) the sanction of the majority of the directors of the corporation or alternatively;
 - (b) the sanction of the majority or the shareholders of the corporation;
2. The corporation shall not make a distribution to the public of any of its securities;
3. The number of shareholders is limited to fifty, not including persons who are in the employment of the corporation and persons, who, having been formerly in the employment of the corporation, were, while in their employment, made shareholders of the corporation; two or more persons holding one or more shares jointly being counted as a single shareholders.

SCHEDULE 2

DIRECTORS' BORROWING POWERS AND DELEGATION THEREOF

1. It shall be a condition of the articles that if authorized by by-law which is duly made by the directors' and confirmed by ordinary resolution, the directors of the corporation may from time to time:
 - (a) borrow money upon the credit of the corporation;
 - (b) issue, reissue, sell or pledge debt obligations of the corporation;
and
 - (c) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of corporation, owned or subsequently acquired to secure any debt obligation of the corporation;
2. Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law;

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes, made, drawn, accepted or endorsed by or on behalf of the corporation;

PRE-EMPTIVE RIGHTS CLAUSE

3. It shall be a condition of the articles that following the first allotment and issue of shares in the capital of the corporation any further shares shall be offered to the registered holders of shares in proportion to the existing shares for the time being registered in their respective names and such offer (unless waived in writing by the registered holders of all outstanding shares) shall be made by written notice specifying the number of shares to which each shareholder is entitled and specifying a reasonable time after which the offer, if not accepted, will be deemed to have been declined and after the expiration of such time or on receipt of a written intimation from the shareholder to whom such notice is given that he declines to accept the shares offered to him, the directors may dispose of the same to the other registered holders of shares in proportion to the existing shares registered in their respective names and the directors may dispose of any shares so offered to such other registered shareholders and not accepted by them in such manner as they think most beneficial to the corporation, subject to the requirements of the Act;

4. Notwithstanding the foregoing, shareholders shall have no pre-emptive right in respect of shares to be issued:
 - (a) for a consideration other than money;
 - (b) as a share dividend; or
 - (c) pursuant to the exercise of conversion privileges, options or rights previously granted by the corporation;

APPOINTMENT OF DIRECTORS

5. Any vacancy among the directors shall be filled by a vote of the shareholders;

PROVISION FOR TRUST DEEDS FOR THE PURPOSE OF THE QUEBEC SPECIAL CORPORATE POWERS ACT

6. It shall be a condition of the articles that the board of directors may from time to time, in such amounts and on such terms as it deems expedient charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, moveable or immoveable property of the corporation, including book debts rights, powers, franchises and undertaking, to secure any debt obligation or any money borrowed, or other debt or liability of the corporation;
7. The board of directors may from time to time delegate to such one or more of the directors and officers of the corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.



Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the *Canada Business Corporations Act (CBCA)*)

Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

Instructions

4 At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the *Canada Business Corporations Act (CBCA)*).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

5 Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262.(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our web-site at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online
(except for Articles of Amalgamation):
**Corporations Canada Online
Filing Centre:**
www.corporationscanada.ic.gc.ca

Or send documents by mail:
**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

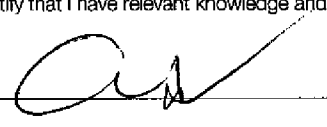
By Facsimile:
613-941-0999

1	Corporation name
MTY TIKI MING ENTERPRISES INC. / LES ENTREPRISES MTY TIKI MING INC.	

2	Address of registered office (must be a street address, a P.O. Box is not acceptable)		
3465 THIMENS BOULEVARD			
<small>NUMBER AND STREET NAME</small>			
SAINT-LAURENT		QUÉBEC	H4R 1V5
<small>CITY</small>		<small>PROVINCE/TERRITORY</small>	<small>POSTAL CODE</small>

3	Mailing address (if different from the registered office)		
SAME AS ABOVE <input checked="" type="checkbox"/>			
<small>ATTENTION OF</small>			
<small>NUMBER AND STREET NAME</small>			
<small>CITY</small>		<small>PROVINCE/TERRITORY</small>	<small>POSTAL CODE</small>

4	Members of the board of directors			
<small>FIRST NAME</small>	<small>LAST NAME</small>	<small>RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable)</small>	<small>CANADIAN RESIDENT (Yes/No)</small>	
STANLEY	MA	950 FAUVEL, LAVAL, QUÉBEC, H7Y 1L6	Y	
CLAUDE	ST-PIERRE	950 FAUVEL, LAVAL, QUÉBEC, H7Y 1L6	Y	

5	Declaration		
I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.			
			
<small>SIGNATURE</small>		<small>TELEPHONE NUMBER</small>	
CLAUDE ST-PIERRE		(514) 336-8885	
<small>PRINT NAME</small>			
Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).			

COURRIER

2010-11-25

12h27

TRADEMARK

REEL: 004974 FRAME: 0657

In the Matter of the *Canada Business Corporations Act*

And

In the Matter of Articles of Amalgamation Filed Pursuant to Section 185 in the Name

MTY TIKI MING ENTERPRISES INC.
LES ENTREPRISES MTY TIKI MING INC.

STATUTORY DECLARATION

I, Claude St-Pierre, of the City of Montréal in the Province of Québec **do solemnly declare** that:

1. I am a director or officer of MTY TIKI MING ENTERPRISES INC. / LES ENTREPRISES MTY TIKI MING INC., an amalgamating corporation and I have personal knowledge of the matters herein deposed to.
2. I am satisfied that there are reasonable grounds for believing that:
 - i. each amalgamating corporation can and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - ii. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes, and
 - iii. there are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

Declared before me at the
City of Montréal
in the Province of Québec
this 24 day of November, 2010

Signature



CLAUDE ST-PIERRE

MéLizanne Perron, Member Québec Bar #2681137
A commissioner of oaths for all judicial
districts of the Province of Québec

In the Matter of the *Canada Business Corporations Act*

And

In the Matter of Articles of Amalgamation Filed Pursuant to Section 185 in the Name

MTY TIKI MING ENTERPRISES INC.
LES ENTREPRISES MTY TIKI MING INC.

STATUTORY DECLARATION


I, Claude St-Pierre, of the City of Montréal in the Province of Québec **do solemnly solemnly declare** that:

3. I am a director or officer of 7597819 CANADA INC., an amalgamating corporation and I have personal knowledge of the matters herein deposed to.
4. I am satisfied that there are reasonable grounds for believing that:
 - i. each amalgamating corporation can and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - ii. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes, and
 - iii. there are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

Declared before me at the
City of Montréal
in the Province of Québec
this 24th day of November, 2010

Signature 
CLAUDE ST-PIERRE


Member of Québec Bar #2681137

A commissioner of oaths for all judicial
districts of the Province of Québec

In the Matter of the *Canada Business Corporations Act*

And

In the Matter of Articles of Amalgamation Filed Pursuant to Section 185 in the Name

MTY TIKI MING ENTERPRISES INC.
LES ENTREPRISES MTY TIKI MING INC.

STATUTORY DECLARATION


I, Claude St-Pierre, of the City of Montréal in the Province of Québec **do solemnly solemnly declare** that:

1. I am a director or officer of 7597878 CANADA INC., an amalgamating corporation and I have personal knowledge of the matters herein deposed to.
2. I am satisfied that there are reasonable grounds for believing that:
 - i. each amalgamating corporation can and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - ii. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes, and
 - iii. there are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

Declared before me at the
City of Montréal
in the Province of Québec
this 24 day of NOVEMBER, 2010

Signature



CLAUDE ST-PIERRE

Mélanie Brunelle
Member of Quebec Bar #2681137

A commissioner of oaths for all judicial
districts of the Province of Québec

In the Matter of the *Canada Business Corporations Act*

And

In the Matter of Articles of Amalgamation Filed Pursuant to Section 185 in the Name

MTY TIKI MING ENTERPRISES INC.
LES ENTREPRISES MTY TIKI MING INC.

STATUTORY DECLARATION


I, Claude St-Pierre, of the City of Montréal in the Province of Québec **do solemnly solemnly declare** that:

1. I am a director or officer of 7597959 CANADA INC., an amalgamating corporation and I have personal knowledge of the matters herein deposited to.
2. I am satisfied that there are reasonable grounds for believing that:
 - i. each amalgamating corporation can and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - ii. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes, and
 - iii. there are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

Declared before me at the
City of Montréal
in the Province of Québec
this 24 day of November, 2010

Signature _____



CLAUDE ST-PIERRE

Mélanie Perron
Member of Quebec Bar #2681137
A commissioner of oaths for all judicial
districts of the Province of Québec

In the Matter of the *Canada Business Corporations Act*

And

In the Matter of Articles of Amalgamation Filed Pursuant to Section 185 in the Name

MTY TIKI MING ENTERPRISES INC.
LES ENTREPRISES MTY TIKI MING INC.

STATUTORY DECLARATION


I, Claude St-Pierre, of the City of Montréal in the Province of Québec **do solemnly solemnly declare** that:

1. I am a director or officer of 7597118 CANADA INC., an amalgamating corporation and I have personal knowledge of the matters herein deposed to.
2. I am satisfied that there are reasonable grounds for believing that:
 - i. each amalgamating corporation can and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - ii. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes, and
 - iii. there are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

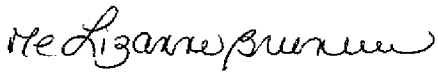
And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*.

Declared before me at the
City of Montréal
in the Province of Québec
this 24 day of NOVEMBER, 2010

Signature



CLAUDE ST-PIERRE


Member Quebec Bar #2681137

A commissioner of oaths for all judicial
districts of the Province of Québec

In the Matter of the *Canada Business Corporations Act*

And

In the Matter of Articles of Amalgamation Filed Pursuant to Section 185 in the Name

MTY TIKI MING ENTERPRISES INC.
LES ENTREPRISES MTY TIKI MING INC.

STATUTORY DECLARATION

I, Claude St-Pierre, of the City of Montréal in the Province of Québec **do solemnly solemnly declare** that:

3. I am a director or officer of MRS VANELLIS RESTAURANTS LIMITED / LES RESTAURANTS MRS VANELLIS LIMITÉE, an amalgamating corporation and I have personal knowledge of the matters herein deposed to.


4. I am satisfied that there are reasonable grounds for believing that:

- i. each amalgamating corporation can and the amalgamated corporation will be able to pay its liabilities as they become due; and
- ii. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes, and
- iii. there are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.


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Membre Québec Bar # 2681137

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districts of the Province of Québec