

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM338100

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/29/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SANTA MARIA FOODS INC.		03/29/2015	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	SOFINA FOODS INC.
Street Address:	100 Commerce Valley Drive West
Internal Address:	9th Floor
City:	Markham, Ontario
State/Country:	CANADA
Postal Code:	L3T 0A1
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2731057	MASTRO
Registration Number:	4224897	MASTRO NATURA
Registration Number:	1893499	MASTRO

CORRESPONDENCE DATA

Fax Number: 3127595646

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 3123571313

Email: maburto@btlaw.com

Correspondent Name: BARNES & THORNBURG LLP

Address Line 1: P.O. Box 2786

Address Line 4: Chicago, ILLINOIS 60690-2786

ATTORNEY DOCKET NUMBER: 63422-702399

DOMESTIC REPRESENTATIVE

Name: Mark J. Nahnsen - Barnes & Thornburg LLP

Address Line 1: One North Wacker Drive

Address Line 2: Suite 4400

CH \$90.00 2731057

Address Line 4: Chicago, ILLINOIS 60606	
NAME OF SUBMITTER:	Mark J. Nahnsen
SIGNATURE:	/Mark J. Nahnsen/
DATE SIGNED:	04/14/2015
Total Attachments: 15 source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page1.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page2.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page3.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page4.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page5.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page6.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page7.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page8.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page9.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page10.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page11.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page12.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page13.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page14.tif source=Merger_Santa Maria Foods Inc. to Sofina Foods Inc#page15.tif	



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

SOFINA FOODS INC.
ALIMENTS SOFINA INC.

Corporate name / Dénomination sociale

912880-8

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.

Virginie Ethier

Director / Directeur

2015-03-29

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation

SOFINA FOODS INC.
ALIMENTS SOFINA INC.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue

See attached Schedule 1.

4 - Restrictions, if any, on share transfers

See attached Schedule 2.

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Minimum number Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None.

7 - Other provisions, if any

See attached Schedule 3.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input checked="" type="radio"/> 183 - Long form : approved by special resolution of shareholders	<input type="radio"/> 184(1) - Vertical short-form : approved by resolution of directors	<input type="radio"/> 184(2) - Horizontal short-form : approved by resolution of directors
---	--	--

9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
See attached Schedule 4.		

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 to both (subsection 250(1) of the CBCA).

Canada Business Corporations Act (CBCA)
Form 9
Articles of Amalgamation
(Section 185)

SCHEDULE 1

3. The classes and any maximum number of shares that the corporation is authorized to issue

The Corporation is authorized to issue an unlimited number of Class A Preference Shares, an unlimited number of Class B Preference Shares, an unlimited number of Class C Preference Shares and unlimited number of Common Shares. The said shares shall have the following rights, privileges, restrictions and conditions:

1. VOTING RIGHTS

- 1.1 The holders of the Class B Preference Shares and the Common shares shall be entitled to one (1) vote for each Class B Preference Shares and Common share held by them at all meetings of shareholders.
- 1.2 Except as hereinafter provided for, the holders of the Class A Preference Shares and the Class C Preference Shares shall not be entitled to vote for the election of directors 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 Subject to the rights of the holders of the Class B Preference Shares, the holders of the Class A Preference Shares shall be entitled to receive for each Class A Preference 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 the Redemption Value of each such share and any dividends declared thereon and unpaid and nothing more;
 - 2.1.2 the holders of the Class B Preference Shares shall be entitled to receive for each Class B Preference 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 the Class B Redemption Amount of each such share and any dividends declared thereon and unpaid and nothing more;
 - 2.1.3 Subject to the rights of the holders of the Class A Preference Shares and the Class B Preference Shares, the holders of the Class C Preference Shares shall be entitled to receive for each Class C Preference 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 the Class C Redemption Amount of each such share and any dividends declared thereon and unpaid and nothing more; and

2.1.4 Subject to the rights of the holders of the Class A Preference Shares, the Class B Preference Shares and the Class C Preference Shares, the holders of the Common shares shall be entitled to receive for each Common share, *pro rata*, the remaining property of the Corporation available for distribution.

3. **DECLARATION OF DIVIDENDS AND RANKING AS TO DIVIDENDS**

3.1 Subject to applicable law and to the rights of the holders of the Class B Preference Shares, the holders of the Class A Preference Shares shall, in each month, in the discretion of the directors, but always in preference and priority to any payment of dividends on shares of any other class for such month, be entitled to receive, out of any or all profits or surplus available for dividends, non-cumulative dividends of an amount from 0% of the Redemption Value to an amount not exceeding one percent (1%) of the Redemption Value of their Class A Preference Shares. If in any such month, after having provided for the full dividend on the Class A Preference Shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to the dividends on shares of other classes ranking after the Class A Preference Shares. The holders of the Class A Preference Shares shall not be entitled to any dividend in excess of the non-cumulative dividend provided hereinabove.

3.2 Subject to applicable law, the holders of the Class B Preference Shares shall, in each financial year, in the discretion of the directors, but always in preference and priority to any payment of dividends on shares of any other class for such financial year, be entitled to receive, out of any or all profits or surplus available for dividends, non-cumulative dividends of an amount from 0% of the Class B Redemption Amount (as hereinafter defined) and shall not be more than 5% of the Class B Redemption Amount. Any dividend may be paid in one or more instalments at the discretion of the directors of the Corporation. If such variable preferential dividend for any financial year of the Corporation has not been declared payable prior to the expiration of two months from the end of such financial year, the rights of the holders of all Class B Preference Shares shall be forever extinguished at the expiration of such two months.

3.3 Subject to applicable law and to the rights of the holders of the Class A Preference Shares and the Class B Preference Shares, the holders of the Class C Preference Shares shall, in each month, in the discretion of the directors, but always in preference and priority to any payment of dividends on shares of any other class for such month, be entitled to receive, out of any or all profits or surplus available for dividends, non-cumulative dividends of an amount from 0% of the Redemption Value to an amount not exceeding one percent (1%) of the Redemption Value of their Class C Preference Shares. If in any such month, after having provided for the full dividend on the Class C Preference Shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to the dividends on shares of other classes ranking after the Class C Preference Shares. The holders of the Class C

Preference Shares shall not be entitled to any dividend in excess of the non-cumulative dividend provided hereinabove.

- 3.4 Subject to applicable law and to the rights of the holders of the Class A Preference Shares, the Class B Preference Shares and the Class C Preference Shares, the holders of the Common shares shall be entitled to receive for each Common share, such dividends as and when declared by the directors of the Corporation.

4. **REDEMPTION OF SHARES AT THE OPTION OF THE CORPORATION**

- 4.1 Subject to the provisions of the *Canada Business Corporations Act* (the "Act"), the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the Class A Preference Shares without preference or distinction, on payment for each share to be redeemed of an amount equal to its Redemption Value together with all dividends declared thereon and unpaid. If only part of the then outstanding Class A Preference Shares are, at any time, to be redeemed, the shares so to be redeemed shall be selected in such manner as the directors in their discretion shall decide and the directors may choose to redeem, shares of one class only or of several classes or, if the directors so determine, the shares to be redeemed may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractions of shares. Not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption. If notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment thereof out of the money so deposited. After the redemption price of such shares has been deposited with any trust company or chartered bank in Canada as aforesaid, notice shall be given to the holders of any share called for redemption who have failed to present certificates representing shares to be redeemed within two (2) months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

- 4.2 The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class B Preference Shares upon payment for each share to be redeemed of an amount (the "Class B Redemption Price") equal to the sum of:

4.2.1 the Class B Redemption Amount (as hereinafter defined), plus;

4.2.2 all dividends declared thereon and unpaid, less;

4.2.3 any amount previously paid to the holder of such shares as a result of the reduction of the stated capital account of the Class B Preference Shares.

The "Class B Redemption Amount" (as hereinbefore and hereinafter referred to with respect to each Class B Preference Share) shall be the sum of \$1.00.

- 4.3 Not less than 14 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (the "Class B Redemption Date") and place or places of redemption. Upon the Class B Redemption Date the Corporation shall pay or cause to be paid to or to the order of the registered holder of each Class B Preference Share to be redeemed the Class B Redemption Price therefor on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class B Preference Shares. For the purpose of this paragraph, the issuance and delivery to a shareholder of a promissory note payable on demand by the Corporation for the aggregate Class B Redemption Price of the Class B Preference Shares of the shareholder to be redeemed may constitute payment therefor. If a part only of the Class B Preference Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class B Redemption Date, the holder of each Class B Preference Share to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class B Redemption Price therefor shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class B Preference Shares for which payment has not been made shall remain unaffected. The Corporation shall have the right at any time after the Class B Redemption Date to deposit the aggregate Class B Redemption Price of the Class B Preference Shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder(s) thereof in connection with such redemption to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder(s) of such Class B Preference Shares upon presentation and surrender to such bank or trust company of the certificate(s) representing the same. Upon such deposit(s) being made the Class B Preference Shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Class B Redemption Date, as the case may be, shall be limited to receiving without interest the Class B Redemption Price so deposited against presentation and surrender of the said certificate(s) held by him. Any interest allowed on any such deposit shall belong to the Corporation, provided that with any such deposit the Corporation shall forthwith mail to the holder of each such Class B Preference Share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.
- 4.4 Where a part only of the Class B Preference Shares is to be redeemed, the shares to be redeemed shall be selected either:
- 4.4.1 as nearly as may be in proportion to the number of Class B Preference Shares registered in the name of each shareholder; or

4.4.2 in such other manner as the directors of the Corporation determine with the consent in writing of all of the holders of the Class B Preference Shares at the time outstanding.

4.5 The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class C Preference Shares upon payment for each share to be redeemed of an amount (the "Class C Redemption Price") equal to the sum of:

4.5.1 the Class C Redemption Amount (as hereinafter defined), plus;

4.5.2 all dividends declared thereon and unpaid, less;

4.5.3 any amount previously paid to the holder of such shares as a result of the reduction of the stated capital account of the Class C Preference Shares.

The "Class C Redemption Amount" (as hereinbefore and hereinafter referred to with respect to each Class C Preference Share) shall be the sum of \$1.00.

4.6 Not less than 14 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (the "Class C Redemption Date") and place or places of redemption. Upon the Class C Redemption Date the Corporation shall pay or cause to be paid to or to the order of the registered holder of each Class C Preference Share to be redeemed the Class C Redemption Price therefor on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class C Preference Shares. For the purpose of this paragraph, the issuance and delivery to a shareholder of a promissory note payable on demand by the Corporation for the aggregate Class C Redemption Price of the Class C Preference Shares of the shareholder to be redeemed may constitute payment therefor. If a part only of the Class C Preference Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class C Redemption Date, the holder of each Class C Preference Share to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class C Redemption Price therefor shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class C Preference Shares for which payment has not been made shall remain unaffected. The Corporation shall have the right at any time after the Class C Redemption Date to deposit the aggregate Class C Redemption Price of the Class C Preference Shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder(s) thereof in connection with such redemption to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder(s) of such Class C Preference Shares upon presentation and surrender to such bank or trust company of the certificate(s) representing the same. Upon such deposit(s) being made the Class C Preference Shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Class C Redemption Date, as the case may be, shall be limited to

receiving without interest the Class C Redemption Price so deposited against presentation and surrender of the said certificate(s) held by him. Any interest allowed on any such deposit shall belong to the Corporation, provided that with any such deposit the Corporation shall forthwith mail to the holder of each such Class C Preference Share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

4.7 Where a part only of the Class C Preference Shares is to be redeemed, the shares to be redeemed shall be selected either:

4.7.1 as nearly as may be in proportion to the number of Class C Preference Shares registered in the name of each shareholder; or

4.7.2 in such other manner as the directors of the Corporation determine with the consent in writing of all of the holders of the Class C Preference Shares at the time outstanding.

5. **REDEMPTION AT THE OPTION OF THE HOLDER**

5.1 Any registered holder of Class B Preference Shares may, at his option, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any part of the Class B Preference Shares held by him, and the Corporation shall pay to such holder for each such share which the holder requires to be redeemed, the Class B Redemption Price therefor. In the event that any registered holder of Class B Preference Shares desires the redemption of all or any part of the Class B Preference Shares held by him, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class B Preference Shares to be so redeemed. On the date 14 days next following the receipt of such notice by the Corporation (the "Class B Retraction Date"), the Corporation shall pay or cause to be paid to or to the order of the registered holder of such Class B Preference Shares the aggregate Class B Redemption Price therefor on presentation and surrender at the registered office of the Corporation of the certificate(s) representing the Class B Preference Shares specified in the notice. For the purpose of this paragraph, the issuance and delivery of a promissory note payable on demand by the Corporation for the aggregate Class B Redemption Price of the Class B Preference Shares to be redeemed may constitute payment therefor. If a part only of the Class B Preference Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class B Retraction Date, the holder of each Class B Preference Share to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class B Redemption Price therefor shall not be made upon presentation of the certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class B Preference Shares for which payment has not been made shall remain unaffected.

5.2 Any registered holder of Class C Preference Shares may, at his option, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any part of the Class C Preference Shares held by him, and the Corporation shall pay to such holder for each such share which the holder requires to be redeemed, the Class C Redemption Price therefor. In the event that any registered holder of Class C Preference Shares desires the redemption of all or any part of the Class C Preference Shares held by him, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class C Preference Shares to be so redeemed. On the date 14 days next following the receipt of such notice by the Corporation (the "Class C Retraction Date"), the Corporation shall pay or cause to be paid to or to the order of the registered holder of such Class C Preference Shares the aggregate Class C Redemption Price therefor on presentation and surrender at the registered office of the Corporation of the certificate(s) representing the Class C Preference Shares specified in the notice. For the purpose of this paragraph, the issuance and delivery of a promissory note payable on demand by the Corporation for the aggregate Class C Redemption Price of the Class C Preference Shares to be redeemed may constitute payment therefor. If a part only of the Class C Preference Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class C Retraction Date, the holder of each Class C Preference Share to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class C Redemption Price therefor shall not be made upon presentation of the certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class C Preference Shares for which payment has not been made shall remain unaffected.

6. PURCHASE OF SHARES

6.1 The Corporation shall have the right, at its option at any time and from time to time, subject to the provisions of the Act, to purchase for cancellation out of surplus or subject to the Act to purchase otherwise, the whole or any part of the Class A Preference Shares then outstanding pursuant to tenders received by the Corporation upon request for tenders addressed to all holders of Class A Preference Shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding their Redemption Value together with all dividends declared thereon and unpaid. If, in response to an invitation for tenders, two (2) or more shareholders submit tenders for shares of the same class at the same price and if such tenders are accepted by the Corporation in whole or in part, then, unless the Corporation accepts all such tenders in whole, the Corporation shall accept such tenders in proportion as near as may be to the number of shares of the same class offered in each such tender. The directors may choose to purchase for cancellation or purchase otherwise shares of one class only or of several classes.

7. REDEMPTION VALUE OF CLASS A PREFERENCE SHARES

7.1 For purposes of application of the provisions hereof, the Redemption Value of each Class A Preference Share may be adjusted in accordance with the provisions herein contained if

- 7.1.1 the Class G Shares of Sofina Foods Inc., a predecessor corporation of the Corporation and the shares of which were exchanged for Class A Preference Shares upon the amalgamation of Sofina Foods Inc. with certain other corporations pursuant to an amalgamation agreement made with effect on March 29, 2015, were issued for consideration other than money, and
- 7.1.2 if at any time the Canada Revenue Agency or the Minister of Revenue of any province of Canada having jurisdiction, 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 Class G Shares were issued was higher or lower than the Redemption Value, then the Redemption Value of each Class A Preference 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 having jurisdiction, 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 Should a redemption, either pursuant to section 4 or to section 5 hereof, of Class A Preference Shares have occurred or should the Corporation have paid dividends calculated on the Redemption Value of the Class A Preference Shares before an increase or decrease in the Redemption Value of the Class A Preference Shares resulting from the application of paragraph 7.1.2 hereof, then:
- 7.2.1 in case of an increase in the Redemption Value of shares of any such class (the "Increased Adjusted Redemption Value"), the Corporation shall pay to any person whose shares were redeemed at the Redemption Value for shares of such class an amount equal to the difference between the Increased Adjusted Redemption Value for shares of such class and the Redemption Value for shares of such class and shall pay to any person who received dividends based on the Redemption Value for shares of such class the difference between such dividends and dividends as calculated on the Increased Adjusted 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 "Decreased Adjusted Redemption Value") the person whose shares were redeemed either pursuant to section 4 or to section 5 hereof at the Redemption Value for shares of such class or who received dividends calculated on the Redemption Value for shares of such class shall reimburse to the Corporation an amount equal to the difference between the Redemption Value for shares of such class and the Decreased Adjusted Redemption Value for shares of such class in the case of a redemption and the difference between the dividend calculated on

the Redemption Value for shares of such class and the dividend calculated on the Decreased Adjusted 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, whichever may be the case.

8. AMENDMENTS SUBJECT TO CONFIRMATION BY ARTICLES OF AMENDMENT

8.1 Subject to confirmation by Articles of Amendment and the issue of a Certificate of Amendment, the directors of the Corporation may, at any time or times or from time to time, adopt a resolution or resolutions whereby the terms hereof and of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case and changes made in the rights, privileges, restrictions and conditions attached to the shares of the Corporation, but no such resolution shall have any force or effect until after, it has been sanctioned by the vote of the holders of at least seventy-five percent (75%) of the voting shares then outstanding and of at least seventy-five percent (75%) of shares of each class affected by such amendment, in each case voting separately as a class.

9. PROHIBITION ON DIVIDENDS

9.1 No dividends shall be paid on the Class A Preference Shares, the Class B Preference Shares, the Class C Preference Shares or the Common Shares for a financial year of the Corporation if the realizable value of the Corporation's assets after the payment of such dividend would be less than the aggregate of:

9.1.1 its liabilities;

9.1.2 the aggregate Redemption Value of the Class A Preference Shares of the Corporation then outstanding;

9.1.3 the aggregate Class B Redemption Amount of the Class B Preference Shares of the Corporation then outstanding; and

9.1.4 the aggregate Class C Redemption Amount of the Class C Preference shares of the Corporation then outstanding.

10. PROHIBITION ON PURCHASES/REDEMPTIONS

10.1 The Corporation shall not purchase or redeem the Class A Preference Shares, the Class B Preference Shares, the Class C Preference Shares or the Common shares if after payment for the purchase or redemption of such shares, the realizable value of the Corporation's assets would be less than the aggregate of:

10.1.1 its liabilities; and

10.1.2 the aggregate Redemption Value of the Class A Preference Shares of the Corporation then outstanding;

10.1.3 the aggregate Class B Redemption Amount of the Class B Preference Shares of the Corporation then outstanding; and

10.1.4 the aggregate Class C Redemption Amount of the Class C Preference Shares of the Corporation then outstanding.

11. **DEFINITIONS**

11.1 "Class B Redemption Price" and "Class B Redemption Amount" has the mean assigned in paragraph 4.2 hereof.

11.2 "Class C Redemption Price" and "Class C Redemption Amount" has the mean assigned in paragraph 4.54.2 hereof.

11.3 "Redemption Value" in respect of a Class A Preference Share means the sum of one dollar (\$1.00) subject to adjustment as provided for in paragraph 7.1.2 hereof.

21943154.5

Canada Business Corporations Act (CBCA)
Form 9
Articles of Amalgamation
(Section 185)

SCHEDULE 2

4. Restrictions, if any, on share transfers

Subject to the provisions of any unanimous shareholders agreement, no transfer of securities of the Corporation, other than non-convertible debt securities, shall be valid unless approved by a resolution of the directors adopted according to the *Canada Business Corporations Act* and to the Corporation's by-laws. However, the effective date of such a transfer shall be the date on which it occurred, even though such approval may have been granted after the said transfer.

21837448.1

Canada Business Corporations Act (CBCA)
Form 9
Articles of Amalgamation
(Section 185)

SCHEDULE 3

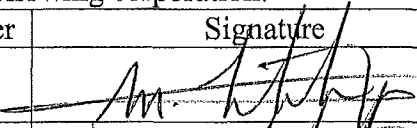


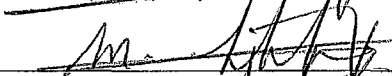

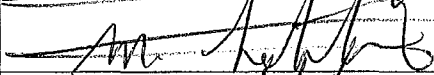
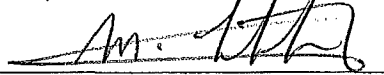
7. **Other Provisions, if any,**

1. The directors of the Amalgamated Corporation may, without authorization of the shareholders of the Amalgamated Corporation:
 - (a) borrow money upon the credit of the Amalgamated Corporation;
 - (b) issue, reissue, sell or pledge debt obligations of the Amalgamated Corporation;
 - (c) give a guarantee on behalf of the Amalgamated Corporation to secure performance of an obligation of any person; and
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Amalgamated Corporation, owned or subsequently acquired, to secure any obligation of the Amalgamated Corporation.
2. The directors may by resolution delegate any one or all of the powers referred to in this clause to a director, a committee of directors or an officer of the Amalgamated Corporation.

21960046.1

Canada Business Corporations Act (CBCA)
 Form 9
 Articles of Amalgamation
 (Section 185)

SCHEDULE 4

9 - Declaration		
I hereby certify that I am a director or an authorized officer of the following corporation:		
Name of amalgamating corporations	Corporation Number	Signature
Fearmans Pork, Inc.	8129517	
9209654 Canada Inc.	9209654	
Latco Food Corp.	7320361	
Lilydale Inc.	7501838	
Santa Maria Foods Inc.	9209476	
Sofina Foods Inc. Aliments Sofina Inc.	8427666	
Vienna Meat Products Limited	9209964	
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 to both (subsection 250(1) of the CBCA)		

21846050.1