

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM368240

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/01/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Oakrun Farm Bakery Ltd.		11/01/2015	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	ARYZTA Limited		
Street Address:	58 Carluke Road West		
City:	Ancaster, Ontario		
State/Country:	CANADA		
Postal Code:	L9G3L1		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3910050	OAKRUN FARM BAKERY	
Registration Number:	2298748	GREAT NORTH	
Registration Number:	3910038	OAKRUN FARM	
Serial Number:	85795961	OAKRUN FARM BAKERY SPANISH SPICE	
Registration Number:	3776728	POP'N BAKE	
CORRESPONDENCE DATA			
Fax Number:	7145135130		
<i>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.</i>			
Phone:	714-424-8215		
Email:	uspto-tm-oc@sheppardmullin.com		
Correspondent Name:	Carlo Van den Bosch/Sheppard Mullin		
Address Line 1:	650 Town Center Drive		
Address Line 2:	Fourth Floor		
Address Line 4:	Costa Mesa, CALIFORNIA 92626		
ATTORNEY DOCKET NUMBER:	02N4-138844		
NAME OF SUBMITTER:	Carlo F. Van den Bosch		
SIGNATURE:	/cfv/		
DATE SIGNED:	01/06/2016		

CH \$140.00 3910050

Total Attachments: 21

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4. The director(s) is/are:
Administrateur(s) :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Culbert Lu	6080 Center Drive, Suite 900, Los Angeles, California, United States 90045	No

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
 Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

ARYZTA Bakery Co. Canada Ltd.

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
ARYZTA Bakery Co. Canada Ltd.	1913771	2015	10	30
Oakrun Farm Bakery Ltd.	1928775	2015	10	30
ARYZTA Limited	1863721	2015	10	30

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

An unlimited number of Common Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

N/A

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

Securities of the Corporation, other than non-convertible debt securities, may not be transferred unless:

(a) (i) the consent of the directors of the Corporation is obtained; or (ii) the consent of shareholders holding more than 50% of the shares entitled to vote at such time is obtained;
or

(b) in the case of securities, other than shares, which are subject to restrictions on transfer contained in a security holders' agreement, such restrictions on transfer are complied with.

The consent of the directors or the shareholders for the purposes of this section is evidenced by a resolution of the directors or shareholders, as the case may be, or by an instrument or instruments in writing signed by all of the directors, or shareholders holding more than 50% of the shares entitled to vote at such time, as the case may be.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

(a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

(c) The Corporation shall have a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

ARYZTA Bakery Co. Canada Ltd.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Culbert Lu

Print name of signatory /
Nom du signataire en lettres moulées

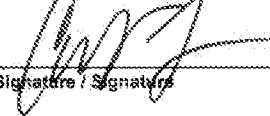
Secretary

Description of Office / Fonction

Oakrun Farm Bakery Ltd.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Culbert Lu

Print name of signatory /
Nom du signataire en lettres moulées

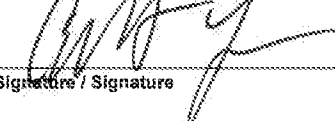
Secretary

Description of Office / Fonction

ARYZTA Limited

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Culbert Lu

Print name of signatory /
Nom du signataire en lettres moulées

Secretary

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE "A"

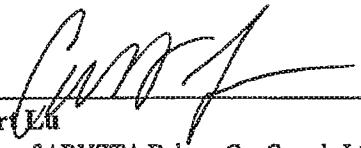
STATEMENT OF AN OFFICER
OF
ARYZTA BAKERY CO. CANADA LTD.
AND
OAKRUN FARM BAKERY LTD.
AND
ARYZTA LIMITED

PURSUANT TO SECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Culbert Lu, of the City of Los Angeles, in the State of California, U.S.A., state that:

1. This Statement is made pursuant to Section 178(2) of the *Business Corporations Act* (Ontario).
2. I am the Secretary of ARYZTA Bakery Co. Canada Ltd. and as such have knowledge of its affairs.
3. I am the Secretary of Oakrun Farm Bakery Ltd. and as such have knowledge of its affairs.
4. I am the Secretary of ARYZTA Limited and as such have knowledge of its affairs.
5. The amalgamation of ARYZTA Bakery Co. Canada Ltd., Oakrun Farm Bakery Ltd. and ARYZTA Limited (the "Amalgamating Corporations") has been approved.
6. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation resulting from the amalgamation of the Amalgamating Corporations (the "Amalgamated Corporation") will be, able to pay its liabilities as they become due;
 - (b) 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
 - (c) no creditor will be prejudiced by the amalgamation.

DATED the 30th day of October, 2015.



Culbert Lu
Secretary of ARYZTA Bakery Co. Canada Ltd., Oakrun
Farm Bakery Ltd. and ARYZTA Limited

SCHEDULE "B"
RESOLUTION OF THE DIRECTORS
OF
ARYZTA BAKERY CO. CANADA LTD.
(the "Corporation")

RECITALS:

- A. The Corporation is the holding corporation of wholly-owned subsidiaries, Oakrun Farm Bakery Ltd. ("Oakrun") and ARYZTA Limited ("ARYZTA").
- B. The Corporation has agreed to amalgamate with Subco pursuant to Section 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

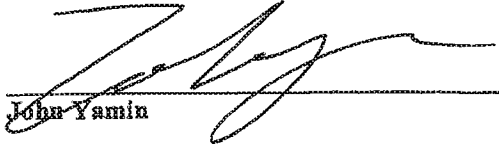
NOW THEREFORE BE IT RESOLVED THAT:

Amalgamation

- 1. The amalgamation of the Corporation, Oakrun and ARYZTA pursuant to Section 177(1) of the Act is hereby approved.
- 2. Upon the endorsement of a certificate of amalgamation pursuant to Section 178(4) of the Act, the shares of Oakrun and ARYZTA shall be cancelled without any repayment of capital in respect thereof.
- 3. The by-laws of the amalgamated corporation (the "Amalgamated Corporation") shall be the same as the by-laws of the Corporation.
- 4. The articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of the Corporation, except as may be prescribed in the regulations of the Act.
- 5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with such amalgamation.
- 6. Any one officer or any one director of the Corporation (each, an "Authorized Officer") is hereby authorized on behalf of the Corporation to execute and deliver all documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, on such terms and conditions and in such form deemed necessary and/or desirable and approved by such Authorized Officer with such changes and modifications thereto as such Authorized Officer may in his or her discretion approve, including the execution and delivery to the Ministry of Government Services of articles of amalgamation for such purpose.
- 7. Each Authorized Officer is hereby authorized and directed to take all such further actions, to execute and deliver such further agreements, instruments and documents in writing and to do all such other acts and things as in his or her opinion may be necessary and/or desirable in the name and on behalf of the Corporation and under its corporate seal or otherwise to give effect to the foregoing resolutions, which opinion shall be conclusively evidenced by the taking of such further actions, the execution and delivery of such further agreements, instruments and documents and the doing of such other acts and things.

The undersigned, being all of the directors of the Corporation, sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 30th day of October, 2015.



John Yamin

Ronan Minahan

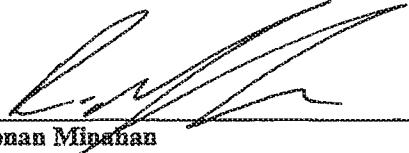
Culbert Lu

Deborah Cochrane

The undersigned, being all of the directors of the Corporation, sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 30th day of October, 2015.

John Yamin



Ronan Minahan

Culbert Lu

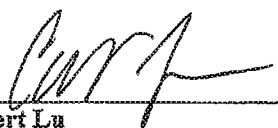
Deborah Cochrane

The undersigned, being all of the directors of the Corporation, sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 30th day of October, 2015.

John Yamin

Ronan Minahan



Culbert Lu

Deborah Cochrane

The undersigned, being all of the directors of the Corporation, sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 30th day of October, 2015.

John Yamin

Ronan Minahan

Culbert Lu



Deborah Cochrane

SCHEDULE "B"
RESOLUTION OF THE DIRECTORS
OF
OAKRUN FARM BAKERY LTD.
(the "Corporation")

RECITALS:

- A. The Corporation is a wholly-owned subsidiary of ARYZTA Bakery Co. Canada Ltd. ("ARYZTA Canada").
- B. The Corporation has agreed to amalgamate with ARYZTA Canada and ARYZTA Limited ("ARYZTA") pursuant to Section 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

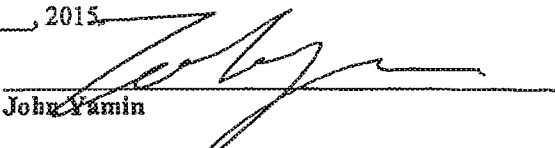
NOW THEREFORE BE IT RESOLVED THAT:

Amalgamation

1. The amalgamation of the Corporation, ARYZTA Canada and ARYZTA pursuant to Section 177(1) of the Act is hereby approved.
2. Upon the endorsement of a certificate of amalgamation pursuant to Section 178(4) of the Act, the shares of the Corporation and ARYZTA shall be cancelled without any repayment of capital in respect thereof.
3. The by-laws of the amalgamated corporation (the "Amalgamated Corporation") shall be the same as the by-laws of ARYZTA Canada.
4. The articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of ARYZTA Canada, except as may be prescribed in the regulations of the Act.
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with such amalgamation.
6. Any one officer or any one director of the Corporation (each, an "Authorized Officer") is hereby authorized on behalf of the Corporation to execute and deliver all documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, on such terms and conditions and in such form deemed necessary and/or desirable and approved by such Authorized Officer with such changes and modifications thereto as such Authorized Officer may in his or her discretion approve, including the execution and delivery to the Ministry of Government Services of articles of amalgamation for such purpose.
7. Each Authorized Officer is hereby authorized and directed to take all such further actions, to execute and deliver such further agreements, instruments and documents in writing and to do all such other acts and things as in his or her opinion may be necessary and/or desirable in the name and on behalf of the Corporation and under its corporate seal or otherwise to give effect to the foregoing resolutions, which opinion shall be conclusively evidenced by the taking of such further actions, the execution and delivery of such further agreements, instruments and documents and the doing of such other acts and things.

The undersigned, being all of the directors of the Corporation, sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 30th day of October, 2015.



John Yamin

Ronan Minahan

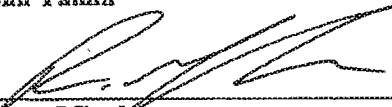
Culbert Lu

Deborah Cochrane

The undersigned, being all of the directors of the Corporation, sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 30th day of October, 2015.

John Yamin



Ronan Minahan

Culbert Lu


Deborah Cochrane

The undersigned, being all of the directors of the Corporation, sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 30th day of October, 2015.

John Yamin

Ronan Minahan



Gilbert Lu

Deborah Cochrane


The undersigned, being all of the directors of the Corporation, sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 30th day of October, 2015.

John Yamin

Ronan Minahan

Culbert Lu



Deborah Cochrane

SCHEDULE "B"
RESOLUTION OF THE DIRECTORS
OF
ARYZTA LIMITED
(the "Corporation")

RECITALS:

- A. The Corporation is a wholly-owned subsidiary of ARYZTA Bakery Co. Canada Ltd. ("ARYZTA Canada").
- B. The Corporation has agreed to amalgamate with ARYZTA Canada and Oakrun Farm Bakery Ltd. ("Oakrun") pursuant to Section 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

NOW THEREFORE BE IT RESOLVED THAT:

Amalgamation

1. The amalgamation of the Corporation, ARYZTA Canada and Oakrun pursuant to Section 177(1) of the Act is hereby approved.
2. Upon the endorsement of a certificate of amalgamation pursuant to Section 178(4) of the Act, the shares of the Corporation and Oakrun shall be cancelled without any repayment of capital in respect thereof.
3. The by-laws of the amalgamated corporation (the "Amalgamated Corporation") shall be the same as the by-laws of ARYZTA Canada.
4. The articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of ARYZTA Canada, except as may be prescribed in the regulations of the Act.
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with such amalgamation.
6. Any one officer or any one director of the Corporation (each, an "Authorized Officer") is hereby authorized on behalf of the Corporation to execute and deliver all documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, on such terms and conditions and in such form deemed necessary and/or desirable and approved by such Authorized Officer with such changes and modifications thereto as such Authorized Officer may in his or her discretion approve, including the execution and delivery to the Ministry of Government Services of articles of amalgamation for such purpose.
7. Each Authorized Officer is hereby authorized and directed to take all such further actions, to execute and deliver such further agreements, instruments and documents in writing and to do all such other acts and things as in his or her opinion may be necessary and/or desirable in the name and on behalf of the Corporation and under its corporate seal or otherwise to give effect to the foregoing resolutions, which opinion shall be conclusively evidenced by the taking of such further actions, the execution and delivery of such further agreements, instruments and documents and the doing of such other acts and things.

The undersigned, being all of the directors of the Corporation, sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 30th day of October, 2015.



Ronan Minahan

Deborah Cochrane

The undersigned, being all of the directors of the Corporation, sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 30th day of October, 2015.

Ronan Minahan



Deborah Cochrane