

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM368330

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/27/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Gourmet Baker Inc.		12/27/2014	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Oakrun Farm Bakery Ltd.		
<b>Street Address:</b>	58 Carluke Road West		
<b>City:</b>	Ancaster, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	L9G3L1		
<b>Entity Type:</b>	CORPORATION: CANADA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85094022	G GOURMET BAKER	
<b>Serial Number:</b>	85093975	EXPECT THE FINEST	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	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>			
<b>Phone:</b>	714-424-8215		
<b>Email:</b>	uspto-tm-oc@sheppardmullin.com		
<b>Correspondent Name:</b>	Carlo Van den Bosch/Sheppard Mullin		
<b>Address Line 1:</b>	650 Town Center Drive		
<b>Address Line 2:</b>	Fourth Floor		
<b>Address Line 4:</b>	Costa Mesa, CALIFORNIA 92626		
<b>ATTORNEY DOCKET NUMBER:</b>	02N4-138844		
<b>NAME OF SUBMITTER:</b>	Carlo F. Van den Bosch		
<b>SIGNATURE:</b>	/cfv/		
<b>DATE SIGNED:</b>	01/07/2016		
<b>Total Attachments: 21</b>			
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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>
Ronan Minahan	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

Oakrun Farm Bakery 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
Oakrun Farm Bakery Ltd.	1920314	2014	12	23
Gourmet Baker Inc.	1723270	2014	12	23

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.

Oakrun Farm Bakery Ltd.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

Deborah Cochrane

Print name of signatory /  
Nom du signataire en lettres moulées

Director

Description of Office / Fonction

Gourmet Baker Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

Deborah Cochrane

Print name of signatory /  
Nom du signataire en lettres moulées

Director

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

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"**

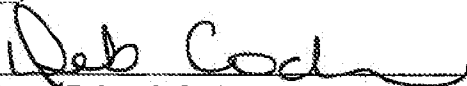
**STATEMENT OF DIRECTOR  
OF  
OAKRUN FARM BAKERY LTD.  
AND  
GOURMET BAKER INC.**

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

I, Deborah Cochrane, of the City of Burlington, in the Province of Ontario, state that:

1. This Statement is made pursuant to Section 178(2) of the *Business Corporations Act* (Ontario).
2. I am the Director of Oakrun Farm Bakery Ltd. and as such have knowledge of its affairs.
3. I am the Director of Gourmet Baker Inc. and as such have knowledge of its affairs.
4. The amalgamation of Oakrun Farm Bakery Ltd. and Gourmet Baker Inc. (the "Amalgamating Corporations") has been approved.
5. 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 23<sup>rd</sup> day of December, 2014.

  
Name: **Deborah Cochrane**  
Title: Director of Oakrun Farm Bakery Ltd.  
Title: Director of Gourmet Baker Inc.

6403982

SCHEDULE "B"

RESOLUTIONS OF THE DIRECTORS  
OF  
OAKRUN FARM BAKERY LTD.  
(the "Corporation")

RECITALS:

- A. The Corporation is an affiliate of Gourmet Baker Inc. ("GBI") and both the Corporation and GBI are wholly owned subsidiaries of the same corporation.
- B. The Corporation has agreed to amalgamate with GBI pursuant to Section 177(2) of the *Business Corporations Act* (Ontario) (the "Act").

NOW THEREFORE BE IT RESOLVED THAT:

Amalgamation

1. The amalgamation of the Corporation and GBI pursuant to Section 177(2) 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 GBI 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. The stated capital of GBI shall be added to the stated capital of the Corporation.
6. The name of the Amalgamated Corporation will be "Oakrun Farm Bakery Ltd."
7. Any one director or officer of the Corporation (the "Authorized Signatory") 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 Signatory with such changes and modifications thereto as such Authorized Signatory 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.

8. The Authorized Signatory 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.
  
9. These resolutions may be signed (by original, facsimile or portable document format) in one or more counterparts, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument. Notwithstanding the date of execution or transmission of any counterpart, each counterpart shall be deemed to have the effective date written below.


**SIGNATURE PAGE TO IMMEDIATELY FOLLOW.**

8. The Authorized Signatory 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.
  
9. These resolutions may be signed (by original, facsimile or portable document format) in one or more counterparts, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument. Notwithstanding the date of execution or transmission of any counterpart, each counterpart shall be deemed to have the effective date written below.

**SIGNATURE PAGE TO IMMEDIATELY FOLLOW.**

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 the 23<sup>rd</sup> day of December, 2014.

  
\_\_\_\_\_  
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 the 23<sup>rd</sup> day of December, 2014.

\_\_\_\_\_  
**John Yamin**

  
\_\_\_\_\_  
**Ronan Minasian**

\_\_\_\_\_  
**Culbert Lu**

\_\_\_\_\_  
**Deborah Cochrane**

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

DATED the 23<sup>rd</sup> day of December, 2014.

\_\_\_\_\_  
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 the 23<sup>rd</sup> day of December, 2014.

\_\_\_\_\_  
John Yamin

\_\_\_\_\_  
Ronan Minahan

\_\_\_\_\_  
Culbert Lu

  
\_\_\_\_\_  
Deborah Cochrane

**SCHEDULE "B"**  
**RESOLUTIONS OF THE DIRECTORS**  
**OF**  
**GOURMET BAKER INC.**  
**(the "Corporation")**

**RECITALS:**

- A. The Corporation is an affiliate of Oakrun Farm Bakery Ltd. ("**Oakrun**") and both the Corporation and Oakrun are wholly owned subsidiaries of the same corporation.
- B. The Corporation has agreed to amalgamate with Oakrun pursuant to Section 177(2) of the *Business Corporations Act* (Ontario) (the "**Act**").

**NOW THEREFORE BE IT RESOLVED THAT:**

**Amalgamation**


- 1. The amalgamation of the Corporation and Oakrun pursuant to Section 177(2) 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 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 Oakrun.
- 4. The articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of Oakrun, except as may be prescribed in the regulations of the Act.
- 5. The stated capital of the Corporation shall be added to the stated capital of Oakrun.
- 6. The name of the Amalgamated Corporation will be "Oakrun Farm Bakery Ltd."
- 7. Any one director or officer of the Corporation (the "**Authorized Signatory**") 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 Signatory with such changes and modifications thereto as such Authorized Signatory 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.

8. The Authorized Signatory 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.
9. These resolutions may be signed (by original, facsimile or portable document format) in one or more counterparts, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument. Notwithstanding the date of execution or transmission of any counterpart, each counterpart shall be deemed to have the effective date written below.

**SIGNATURE PAGE TO IMMEDIATELY FOLLOW.**

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 the 23<sup>rd</sup> day of December, 2014.

  
\_\_\_\_\_  
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 the 23<sup>rd</sup> day of December, 2014.

\_\_\_\_\_  
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 the 23<sup>rd</sup> day of December, 2014.

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John Yamin

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Ronan Minahan

  
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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 the 23<sup>rd</sup> day of December, 2014.

\_\_\_\_\_  
John Yamin

\_\_\_\_\_  
Ronan Minahan

\_\_\_\_\_  
Culbert Lu

  
\_\_\_\_\_  
Deborah Cochrane