

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM391154

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/22/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Gabi Concepts Ltd.		07/21/2014	Corporation: CANADA
WSA Corporation		07/21/2014	Corporation: CANADA

RECEIVING PARTY DATA

Name:	PB Brands Inc.
Street Address:	59 Berkindale Drive
City:	Toronto
State/Country:	CANADA
Postal Code:	Ontario, M2L1Z9
Entity Type:	Corporation: CANADA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	85637431	CLIPHANGER
Serial Number:	85596232	SOFTSPOUT
Serial Number:	77979869	KOKO
Serial Number:	77856665	
Serial Number:	77856660	EATOOLS
Serial Number:	77844359	KOKO
Serial Number:	77750123	FRESH POCKETS
Serial Number:	77390303	KOKO

CORRESPONDENCE DATA

Fax Number: 2039056747

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: 2035574224

Email: klewertoff@ferdinandip.com

Correspondent Name: Katrin Lewertoff

Address Line 1: 129 Post Road East

Address Line 4: Westport, CONNECTICUT 06880

OP \$215.00 85637431

DOMESTIC REPRESENTATIVE

Name: Katrin Lewertoff
Address Line 1: 129 Post Road East
Address Line 4: Westport, CONNECTICUT 06880

NAME OF SUBMITTER:	Katrin Lewertoff
SIGNATURE:	/KL/
DATE SIGNED:	07/12/2016

Total Attachments: 13

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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 178(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 178(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 comply the provisions of the articles of incorporation of Les statuts de fusion respectent essentiellement les dispositions des statuts constitutifs de

Gabi Concepts Ltd.

and are more particularly set out in those 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
Gabi Concepts Ltd.	1164748	2014	07	21
WSA Corporation	998256	2014	07	21

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 :

Unlimited number of common shares.

2. 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 sont émis en série :

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

(a) Each common share shall entitle the holder thereof to receive dividends for each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends.

(b) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the common shares shall be entitled to receive the remaining property of the Corporation.

(c) The holders of the common shares shall be entitled to receive notice of an to attend any meeting of the shareholders of the Corporation and shall be entitled to one (1) vote in respect of each common share held at all meetings of the shareholders of the Corporation.

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

No share shall be transferred without the previous consent of the board of directors of the Corporation, to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by all of the directors.

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

(a) That the number of shareholders of the Corporation, exclusive of persons who are in its employ and exclusive of persons who, having been formerly in the employ of the Corporation were while in that employ, and have continued after the termination of that employ 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 any securities of the Corporation is prohibited;

(c) The directors of the Corporation may, without authorization of the shareholders:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, sell or pledge debt obligations of the Corporation;
- (iii) subject to section 20 of the Business Corporations Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

(d) That subject to the provisions of the Business Corporations Act, the Corporation may purchase any of its issued common shares for cancellation.

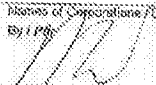
11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.

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) constituent(s) l'annexe B.

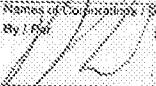
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations, include the name of each corporation, the signatory's 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. Inclure 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.

GABI CONCEPTS LTD.

Names of Corporations / Dénomination sociale des sociétés
By / Par  Andrew Meneles President
Signature / Signature Print name of signatory / Nom du signataire en lettres imprimées Description of Office / Fonction

WSA CORPORATION

Names of Corporations / Dénomination sociale des sociétés
By / Par  Andrew Meneles President
Signature / Signature Print name of signatory / Nom du signataire en lettres imprimées Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés
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Names of Corporations / Dénomination sociale des sociétés
By / Par
Signature / Signature Print name of signatory / Nom du signataire en lettres imprimées Description of Office / Fonction


SCHEDULE A

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT (ONTARIO)

The undersigned, ANDREW MENCELES, of the City of Toronto, Province of Ontario, hereby certifies and states as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I am the President of each of Gabi Concepts Ltd. and WSA Corporation, (hereinafter collectively called the "Amalgamating Corporations"), and as such have knowledge of their affairs.
3. I have conducted such examination of the books and records of the Amalgamating Corporations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (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.
5. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

DATED the 21st day of July, 2014.


Andrew Menceles, President

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SCHEDULE "B"
RESOLUTIONS OF THE SOLE DIRECTOR
OF
GABI CONCEPTS LTD.
(the "Corporation")

AMALGAMATION OF THE CORPORATION AND WSA CORPORATION

WHEREAS the Corporation and WSA Corporation are wholly owned subsidiaries of Menceles Holding Corporation;

AND WHEREAS the Corporation wishes to amalgamate with WSA Corporation pursuant to the *Business Corporations Act* (Ontario);

NOW THEREFOR BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to amalgamate with WSA Corporation as PB Brands Inc. (the "Amalgamated Corporation").
2. Except for the address of the registered office and the name of the Amalgamated Corporation, the articles of amalgamation shall be the same as the articles of the Corporation.
3. Effective upon the endorsement of the certificate of amalgamation on the articles of amalgamation, all issued and outstanding shares of WSA Corporation shall be cancelled without any repayment of capital in respect thereof.
4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation.
6. The director of the Corporation is hereby authorized to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver articles of amalgamation and all such other documents and instruments that may be necessary or desirable to give effect to the foregoing.

CERTIFIED to be a true copy of resolutions duly adopted by the sole director of Gabi Concepts Ltd. which resolutions are in full force and effect, unamended, at the date hereof.

DATED the 21st day of July, 2014.



Andrew Menceles

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SCHEDULE B
RESOLUTIONS OF THE SOLE DIRECTOR
OF
WSA CORPORATION
(the "Corporation")

AMALGAMATION OF THE CORPORATION AND GABI CONCEPTS LTD.

WHEREAS the Corporation and Gabi Concepts Ltd. are wholly owned subsidiaries of Mercedes Holding Corporation;


AND WHEREAS the Corporation wishes to amalgamate with Gabi Concepts Ltd. pursuant to the *Business Corporations Act* (Ontario);

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to amalgamate with Gabi Concepts Ltd. as PB Brands Inc. (the "Amalgamated Corporation").
2. The articles of amalgamation shall be the same as the articles of Gabi Concepts Ltd.
3. Effective upon the endorsement of the certificate of amalgamation on the articles of amalgamation, all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Gabi Concepts Ltd.
6. The director of the Corporation is hereby authorized to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver articles of amalgamation and all such other documents and instruments that may be necessary or desirable to give effect to the foregoing.

CERTIFIED to be a true copy of resolutions duly adopted by the sole director of WSA Corporation, which resolutions are in full force and effect, unamended, at the date hereof.

DATED the 21st day of July, 2014.



Andrew Mercedes

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**RESOLUTIONS OF THE SOLE DIRECTOR
OF
GABI CONCEPTS LTD.
(the "Corporation")**

AMALGAMATION OF THE CORPORATION AND WSA CORPORATION

WHEREAS the Corporation and WSA Corporation are wholly owned subsidiaries of Menceles Holding Corporation;

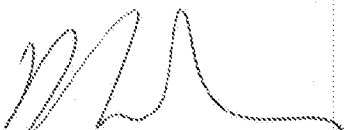
AND WHEREAS the Corporation wishes to amalgamate with WSA Corporation pursuant to the *Business Corporations Act* (Ontario);

NOW THEREFOR BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to amalgamate with WSA Corporation as PB Brands Inc. (the "Amalgamated Corporation").
2. Except for the address of the registered office and the name of the Amalgamated Corporation, the articles of amalgamation shall be the same as the articles of the Corporation.
3. Effective upon the endorsement of the certificate of amalgamation on the articles of amalgamation, all issued and outstanding shares of WSA Corporation shall be cancelled without any repayment of capital in respect thereof.
4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation.
6. The director of the Corporation is hereby authorized to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver articles of amalgamation and all such other documents and instruments that may be necessary or desirable to give effect to the foregoing.

The undersigned, being the sole director of the Corporation, hereby signs the foregoing resolutions in accordance with the *Business Corporations Act* (Ontario).

DATED the 21st day of July, 2014.



Andrew Menceles

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**RESOLUTIONS OF THE SOLE DIRECTOR
OF
WSA CORPORATION
(the "Corporation")**

AMALGAMATION OF THE CORPORATION AND GABI CONCEPTS LTD.

WHEREAS the Corporation and Gabi Concepts Ltd. are wholly owned subsidiaries of Menceles Holding Corporation;

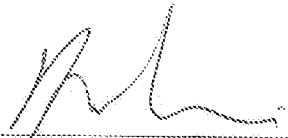
AND WHEREAS the Corporation wishes to amalgamate with Gabi Concepts Ltd. pursuant to the *Business Corporations Act* (Ontario);

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to amalgamate with Gabi Concepts Ltd. as PB Brands Inc. (the "Amalgamated Corporation").
2. The articles of amalgamation shall be the same as the articles of Gabi Concepts Ltd.
3. Effective upon the endorsement of the certificate of amalgamation on the articles of amalgamation, all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Gabi Concepts Ltd.
6. The director of the Corporation is hereby authorized to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver articles of amalgamation and all such other documents and instruments that may be necessary or desirable to give effect to the foregoing.

The undersigned, being the sole director of the Corporation, hereby signs the foregoing resolutions in accordance with the *Business Corporations Act* (Ontario).

DATED the 21st day of July, 2014.



Andrew Menceles

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Canada Revenue Agency / Agence du revenu du Canada

Tax Services Office
Sudbury ON P3A 5C1

July 31, 2014

PB BRANDS INC.
59 BERKINDALE DRIVE
TORONTO ON M2L 1Z9

Account Number
13434 8440 RC0002

Dear Sir or Madam:

Re: Amalgamation

We have updated our records to include your amalgamation involving the following corporations (predecessors):

- WSA CORPORATION
- GABI CONCEPTS LTD.

We have retained the predecessor corporation Business Number 134348440 for the successor corporation PB BRANDS INC., incorporated on JULY 22, 2014.

Use Business Number 134348440 for the following program accounts of the successor corporation:

Corporation account	134348440RC0002
GST account	134348440RT0001

The GST/HST program account will have a break in the filing periods to better define and manage the GST/HST that is associated with the corporation prior to the amalgamation. The split will result in a pre and post amalgamation period and generate a request for a GST/HST return up to the amalgamation date.

Please stop using the Business Numbers assigned to the other predecessor corporations before the amalgamation. A predecessor Business Number should only be used for enquiries or to complete returns and to make payments outstanding up to the fiscal period ending JULY 21, 2014 (the date immediately before the effective date of the amalgamation).

If you have any questions about this letter or need more program

.../2



Sudbury Tax Services Office
1050 Notre Dame Avenue
Sudbury ON P3A 5C1

Fax: 705-671-0489
Web site: www.cra.gc.ca

accounts, please contact our Business Number Services unit at
1-866-329-8690.

Yours truly,



Gilles Theriault
Corporation & GST Processing and Services Section