

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM430500

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Avena Foods Limited		06/01/2017	Limited Liability Company: CANADA
RECEIVING PARTY DATA			
Name:	Bank of Montreal		
Street Address:	1 First Canadian Place, 18th Floor		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M5X 1A1		
Entity Type:	Chartered Bank: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4345036	AVENA FOODS	
CORRESPONDENCE DATA			
Fax Number:	3128767934		
<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:	3128762837		
Email:	hope.karmo@dentons.com		
Correspondent Name:	Dentons US LLP - Tara Reedy Sliva		
Address Line 1:	P.O. Box #061080		
Address Line 2:	Wacker Drive Station, Willis Tower		
Address Line 4:	Chicago, ILLINOIS 60606-1080		
ATTORNEY DOCKET NUMBER:	09773150.000105		
NAME OF SUBMITTER:	Tara Reedy Sliva		
SIGNATURE:	/tara reedy sliva/		
DATE SIGNED:	06/08/2017		
Total Attachments: 3			
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OP \$40.00 4345036

**CONFIRMATION OF SECURITY INTEREST IN
TRADE MARKS AND RELATED INTELLECTUAL PROPERTY**

THIS AGREEMENT executed as of the 1st day of June, 2017

RECITALS:

- (a) **AVENA FOODS LIMITED** (the “**Debtor**”), a corporation amalgamated pursuant to the federal laws of Canada, and successor to 10217867 Canada Inc. is the owner of the trademarks and other intellectual property set forth in Exhibit “**A**”, the registrations and applications for such trademarks and intellectual property identified therein and the underlying goodwill associated with such trademarks and intellectual property (collectively, the “**Intellectual Property**”); and
- (b) **BANK OF MONTREAL** (the “**Secured Party**”), a Canadian chartered bank with offices at 1 First Canadian Place, 18th Floor, Toronto, Ontario, M5X 1A1, has entered into an agreement with the Debtor, as reflected by a separate document entitled “General Security and Pledge Agreement” dated on or about the date hereof (as the same may be amended, modified, supplemented, extended, renewed, restated or replaced from time to time, the “**Security Agreement**”), by which the Debtor granted to the Secured Party a security interest in certain property, including the Intellectual Property, in consideration of the provision of certain credit facilities to the Debtor.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, and in accordance with the terms and obligations set forth in the Security Agreement, the Debtor hereby confirms the grant to the Secured Party of a security interest in and to the Intellectual Property.

[Signature Page Follows]


DATED as of the date and year first written above.

AVENA FOODS LIMITED

By:

Name:

Title:


Jonathan Draycott
Vice President and Secretary

[Signature Page to Confirmation of Security re IP - US]

TRADEMARK
REEL: 006079 FRAME: 0656

EXHIBIT "A"
TRADE MARKS

Country	Mark	Registration No.	Registration Date	Status	Owner Name
United States	Avena Foods & Design	4345036	June 4, 2013	Registered	Avena Foods Limited