

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM431990

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
1215757 Ontario Inc.		06/15/2017	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	Bank of Montreal		
Street Address:	595 Burrard Street, 6th Floor		
City:	Vancouver, British Columbia		
State/Country:	CANADA		
Postal Code:	V7X 1L7		
Entity Type:	Chartered Bank: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3662333	S	
Registration Number:	2677236	SAXON CHOCOLATES	
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		
NAME OF SUBMITTER:	Tara Reedy Sliva		
SIGNATURE:	/tara reedy sliva/		
DATE SIGNED:	06/21/2017		
Total Attachments: 3			
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OP \$65.00 3662333

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

THIS AGREEMENT executed as of the 15th day of June, 2017

RECITALS:

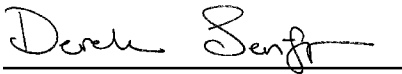
- (a) **1215757 ONTARIO INC.** (the “**Debtor**”), a corporation incorporated pursuant to the laws of the Province of Ontario, is the owner of the trademarks and other intellectual property set forth in Exhibit “**A**”, the registrations and applications for such trademarks and intellectual property 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 595 Burrard Street, 6th Floor, Vancouver, British Columbia, V7X 1L7, has entered into an agreement with the Debtor, as reflected by a separate document entitled “Security 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 Ganache Brands Inc.

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.


1215757 ONTARIO INC.

By: 
Name: Derek Senft
Title: Secretary - Treasurer

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

TRADEMARK
REEL: 006088 FRAME: 0425

EXHIBIT "A"
TRADE MARKS

Country	Mark	Registration No.	Registration Date	Status	Owner Name
USA	 "S Design"	3662333	August 4, 2009	Registered	1215757 Ontario Inc.
USA	Saxon Chocolates	2677236	January 21, 2003	Registered	1215757 Ontario Inc.