

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM481548

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Amalgamation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Avena Foods Limited		12/29/2017	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	Avena Foods Limited		
Street Address:	316 1st Avenue East		
City:	Regina		
State/Country:	CANADA		
Postal Code:	S4N 4Z2		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4345036	AVENA FOODS	
CORRESPONDENCE DATA			
Fax Number:	2023448300		
<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:	2023448156		
Email:	adprice@venable.com, clfountain@venable.com, trademarkdocket@venable.com		
Correspondent Name:	Andrew D. Price		
Address Line 1:	P.O. Box 34385		
Address Line 4:	Washington, D.C. 20043-9998		
ATTORNEY DOCKET NUMBER:	421874		
NAME OF SUBMITTER:	Cheryl Fountain, Paralegal		
SIGNATURE:	/cheryllfountain/		
DATE SIGNED:	07/12/2018		
Total Attachments: 7			
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July 12, 2018

Assignment Division
United States Patent and Trademark Office

Andrew D. Price
T 202.344.8156
F 202.344.8300
adprice@venable.com

By: Electronic Filing

Re: Avena Foods Limited
Mark: AVENA FOODS & Design, Reg. No. 4345036
Our Ref: 421874

Dear Sirs:

We have enclosed for recordation the Certificate of Amalgamation between Avena Foods Limited (Corporation Number 1026180-7) and Best Cooking Pulses, Inc. (Corporation Number 1054859-6) with the resulting entity from the Amalgamation being Avena Foods Limited (Corporation Number 1056077-4).

Please record the Certificate of Amalgamation against the trademark registration for AVENA FOODS & Design under Registration Number 4345036.

Sincerely,

/Andrew D. Price/

Andrew D. Price

Enclosure (Certificate of Amalgamation)



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

AVENA FOODS LIMITED

Corporate name / Dénomination sociale

1056077-4

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Virginie Ethier

Director / Directeur

2017-12-29

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation

AVENA FOODS LIMITED

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue

See attached schedule A.

4 - Restrictions, if any, on share transfers

See attached schedule B.

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None.

7 - Other provisions, if any

None.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input type="radio"/>	183 - Long form: approved by special resolution of shareholders	<input checked="" type="radio"/>	184(1) - Vertical short-form: approved by resolution of directors	<input type="radio"/>	184(2) - Horizontal short-form: approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
Avena Foods Limited	1026180-7	
Best Cooking Pulses, Inc.	1054859-6	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

Schedule A

The Corporation is authorized to issue an unlimited number of Class A Shares (the "Class A Shares"), an unlimited number of Class B Shares (the "Class B Shares"), an unlimited number of Class C Shares (the "Class C Shares") and an unlimited number of Class D Shares (the "Class D Shares"). The rights, privileges, restrictions and conditions attaching to the Class A Shares, Class B Shares, Class C Shares and Class D Shares are as follows:

CLASS A SHARES, CLASS B SHARES, CLASS C SHARES and CLASS D SHARES

1 Dividends

1.1 Subject to the prior rights of the holders of any other shares ranking senior to the Class A Shares, Class B Shares, Class C Shares and Class D Shares, with respect to priority in the payment of dividends, the holders of Class A Shares, Class B Shares, Class C Shares and Class D Shares shall all rank equally and the holders of Class A Shares, Class B Shares, Class C Shares and Class D Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine.

2 Voting Rights

2.1 The holders of the Class A Shares, Class B Shares, Class C Shares and Class D Shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation (except where the holders of another class of shares are entitled to vote separately as a class as provided in the *Canada Business Corporations Act*).

2.2 Subject to sections 2.3, 2.4 and 2.5, each Class A Share, Class B Share, Class C Share and Class D Share shall confer the right to one vote in person or by proxy at all meetings of shareholders of the Corporation.

2.3 Each Class B Share shall confer the right to .9 votes per share in person or by proxy to determine the auditor of the Corporation.

2.4 Each Class C Share shall confer the right to .8 votes per share in person or by proxy to determine the auditor of the Corporation.

2.5 Each Class D Share shall confer the right to .7 votes per share in person or by proxy to determine the auditor of the Corporation.

3 Dissolution

3.1 In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, subject to the prior rights of any other shares ranking senior to the Class A Shares, Class B Shares, Class C Shares or Class D Shares with respect to priority in the distribution of assets upon dissolution, liquidation, winding-up or distribution for the purpose of winding-up, the holders of the Class A Shares, Class B Shares, Class C Shares and Class D Shares shall all rank equally with respect to

entitlement to receive the remaining property and assets of the Corporation and such property and assets shall be distributed rateably among the holders of Class A Shares, Class B Shares, Class C Shares and Class D Shares according to the aggregate number of shares of the four classes held.

Schedule B

The right to transfer securities of the Corporation (other than debt securities that are not convertible into shares of the Corporation) shall be restricted in that no holder of such securities shall be entitled to transfer any such securities without either:

- (a) if the transfer of such securities is restricted by any security holders' agreement, complying with such restrictions in such agreement; or
- (b) if there are no such restrictions, either:
 - (i) the express sanction of the holders of more than 50% of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by the holders of more than 50% of such shares; or
 - (ii) the express sanction of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors entitled to vote on that resolution at a meeting of directors.

Subject to the terms of any security holders' agreement, the board of directors of the Corporation may, at any time and from time to time, by resolution appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next following annual meeting of shareholders of the Corporation, provided that the total number of directors so appointed by the board of directors of the Corporation during the period between any two annual meetings of shareholders of the Corporation shall not exceed one-third of the number of directors elected at the earlier of such two annual meetings of shareholders of the Corporation.



Form 2
**Initial Registered Office Address
and First Board of Directors**
*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2
**Siège social initial et premier
conseil d'administration**
*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale
AVENA FOODS LIMITED

2 Address of registered office
Adresse du siège social
**22 Adelaide Street West
3520
Toronto ON M5H 4E3**

3 Additional address
Autre adresse

4	Members of the board of directors Membres du conseil d'administration	Resident Canadian Résident Canadien
	Peter Samson 22 Adelaide Street West, Suite 3520, Toronto ON M5H 4E3, Canada	Yes / Oui
	Jonathan Draycott 22 Adelaide Street West, Suite 3520, Toronto ON M5H 4E3, Canada	Yes / Oui
	Alan G. Sellery 22 Adelaide Street West, Suite 3520, Toronto ON M5H 4E3, Canada	Yes / Oui

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Peter Samson

Peter Samson
416-863-0102

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.