

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM487932

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Avena Foods Limited		12/29/2017	Corporation: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of Montreal		
<b>Street Address:</b>	1 First Canadian Place, 18th Floor		
<b>City:</b>	Toronto, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M5X1A1		
<b>Entity Type:</b>	Chartered Bank: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4345036	AVENA FOODS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	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>			
<b>Phone:</b>	3128762837		
<b>Email:</b>	hope.karmo@dentons.com		
<b>Correspondent Name:</b>	Dentons US LLP c/o Tara Reedy Sliva		
<b>Address Line 1:</b>	P.O. Box #061080		
<b>Address Line 2:</b>	Wacker Drive Station, Willis Tower		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60606		
<b>ATTORNEY DOCKET NUMBER:</b>	09773150-000105		
<b>NAME OF SUBMITTER:</b>	Tara Reedy Sliva		
<b>SIGNATURE:</b>	/tara reedy sliva/		
<b>DATE SIGNED:</b>	08/29/2018		
<b>Total Attachments: 3</b>			
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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 29 day of December, 2017

**RECITALS:**

- (a) **AVENA FOODS LIMITED** (the “**Debtor**”), a corporation amalgamated pursuant to the federal laws of Canada, 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, 18<sup>th</sup> Floor, Toronto, Ontario, M5X 1A1, has entered into an agreement with the Debtor, as reflected by a separate document entitled “Amended and Restated 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.

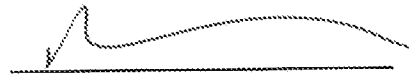
**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, and in accordance with the terms and obligations set forth in the Security Agreement, the Debtor hereby confirms the grant to the Secured Party of a security interest in and to the Intellectual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

**[Signature Page Follows]**

DATED as of the date and year first written above.

AVENA FOODS LIMITED

By:

A handwritten signature in black ink, appearing to read "Peter Samson", written over a solid horizontal line.

Name: Peter Samson

Title: Chairman

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

**TRADEMARK**  
**REEL: 006424 FRAME: 0282**

**EXHIBIT "A"**  
**TRADE MARKS**

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