

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM570259

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECOND LIEN SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PENFUND PARTNERS, INC.		04/01/2020	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	GIVE AND GO PREPARED FOODS CORP. (F/K/A GG FOODS ACQUISITION CORPORATION)		
Street Address:	666 BURRARD STREET		
Internal Address:	SUITE 1700, PARK PLACE		
City:	VANCOUVER V6C2X8		
State/Country:	CANADA		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Registration Number:	2131791	CINNAMON CRUNCHIES	
Registration Number:	2870801	TWO-BITE	
Registration Number:	2870802	TWO-BITE BROWNIES, JUST HONEST TO GOODNE	
Registration Number:	2766189	TWO-BITE BROWNIES	
Registration Number:	3025150	GIVE & GO	
Registration Number:	3200031	GIVE & GO	
Registration Number:	3791789	KWIK BUILD	
Registration Number:	3582380	E-Z BUILD	
Registration Number:	4305524	COOKIE DIPPERS	
Registration Number:	3246105	ORIGINAL TWO-BITE ORIGINAL	
Registration Number:	3150453	ORIGINAL TWO-BITE BROWNIES ORIGINAL	
Registration Number:	3499066	HOMESTYLE	
Registration Number:	3161528	TWO-BITE	
Registration Number:	3070243	ONE-BITE	
Registration Number:	3248924	ONE BITE BROWNIES	
Registration Number:	3759419	THE CATERER'S SECRET	
Registration Number:	3934322	CREATE A TREAT	
Registration Number:	5794759	THE WORTHY CRUMB PASTRY CO.	
Registration Number:	5121857	MASON ST. · BAKEHOUSE ·	
TRADEMARK			

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CORRESPONDENCE DATA**Fax Number:** 2124464900*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.***Email:** susan.zablocki@kirkland.com**Correspondent Name:** SUSAN ZABLOCKI**Address Line 1:** KIRKLAND & ELLIS LLP**Address Line 2:** 601 LEXINGTON AVENUE**Address Line 4:** NEW YORK, NEW YORK 10022**ATTORNEY DOCKET NUMBER:** 26202-9**NAME OF SUBMITTER:** Susan Zablocki**SIGNATURE:** /susan zablocki/**DATE SIGNED:** 04/02/2020**Total Attachments: 11**

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RELEASE OF SECOND LIEN SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECOND LIEN SECURITY INTEREST IN TRADEMARKS (this “Release”), dated as of April 1, 2020 (the “Effective Date”), is made by PENFUND PARTNERS, INC., in its capacity as Collateral Agent (the “Agent”), in favor of the grantor party identified on the signature page hereto (the “Grantor”).

WHEREAS, pursuant to that certain Second Lien U.S. Pledge and Security Agreement, dated as of July 29, 2016, by and among the Agent, the Grantor and certain other parties thereto and the second lien Canadian Pledge and Security Agreement dated as of July 29, 2016, by and among the Agent, the Grantor and certain other parties thereto (as each have been amended, amended and restated, or otherwise modified from time to time, the “Security Agreements”) the Grantor granted to the Agent, a security interest in and to certain collateral;

WHEREAS, pursuant to the Security Agreement, the Grantor executed and delivered a Second Lien Trademark Security Agreement, dated as of July 29, 2016 (the “Trademark Security Agreement”), for recordal with the United States Patent and Trademark Office or the Canadian Intellectual Property Office;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on July 29, 2016 at Reel/Frame 5844/0371;

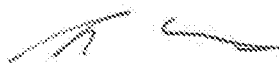
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby agrees as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Security Agreements or the Trademark Security Agreement, as applicable.
2. Release. The Agent, without representation or warranty of any kind, hereby releases, discharges, terminates and cancels all of its security interest in and to all right, title, or interest in or to the Trademark Collateral, including the trademark registrations and applications set forth in Schedule I attached hereto, arising under the Security Agreements and the Trademark Security Agreement. If and to the extent that the Agent has acquired any right, title or interest in and to the Trademark Collateral, the Agent, without representation or warranty of any kind, hereby re-transfers, re-conveys and re-assigns such right, title or interest to the Grantor.
3. Termination. The Agent, without representation or warranty of any kind, terminates and cancels the Trademark Security Agreement.
4. Further Assurances. The Agent agrees to take all further actions, and provide to the Grantor and its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by the Grantor, at the Grantor’s sole cost and expense, to more fully and effectively effectuate the purposes of this Release.
5. Governing Law. This Release shall be governed exclusively under the laws of the State of New York, without regard to conflicts of law or choice of law principles.

IN WITNESS WHEREOF, the Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date:

[Signature Page to Give & Go Payoff Release of Security Interest in Trademarks]

PENFUND PARTNERS, INC., as Agent

By:  _____

Name: *Adam Breslin*

Title: *Director*

GRANTOR:

**GIVE AND GO PREPARED FOODS CORP.
(F/K/A GG FOODS ACQUISITION
CORPORATION)**

By: _____

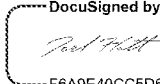
Name:

Title:

GRANTOR:

**GIVE AND GO PREPARED FOODS CORP.
(F/K/A GG FOODS ACQUISITION
CORPORATION)**

DocuSigned by:



By: _____





Name: Joel Flatt



Title: Chief Executive Officer

SCHEDULE I
to
RELEASE OF SECURITY INTEREST IN TRADEMARKS

UNITED STATES TRADEMARKS AND TRADEMARK APPLICATIONS




Country	Trademark	Name of Registered Owner	Application / Registration Number
United States	THE WORTHY CRUMB PASTRY CO. <small>THE WORTHY CRUMB PASTRY CO.</small>	GIVE AND GO PREPARED FOODS CORP.	App. 86551721 Reg. 5794759
United States	COOKIE DIPPERS COOKIE DIPPERS	GIVE AND GO PREPARED FOODS CORP.	Reg. 4305524
United States	THE CATERER'S SECRET <small>THE CATERER'S SECRET</small>	GIVE AND GO PREPARED FOODS CORP.	Reg. 3759419
United States	ONE-BITE ONE-BITE	GIVE AND GO PREPARED FOODS CORP.	Reg. 3070243
United States	ONE BITE BROWNIES <small>ONE BITE BROWNIES</small>	GIVE AND GO PREPARED FOODS CORP.	Reg. 3248924
United States	TWO-BITE two-bite	GIVE AND GO PREPARED FOODS CORP.	Reg. 3161528
United States	HOMESTYLE 	GIVE AND GO PREPARED FOODS CORP.	Reg. 3499066

Country	Trademark	Name of Registered Owner	Application / Registration Number
United States	ORIGINAL TWO-BITE BROWNIES ORIGINAL 	GIVE AND GO PREPARED FOODS CORP.	Reg. 3150453
United States	ORIGINAL TWO-BITE ORIGINAL 	GIVE AND GO PREPARED FOODS CORP.	Reg. 3246105
United States	GIVE & GO  GIVE & GO	GIVE AND GO PREPARED FOODS CORP.	Reg. 3200031
United States	GIVE & GO  GIVE & GO	GIVE AND GO PREPARED FOODS CORP.	Reg. 3025150
United States	TWO-BITE	GIVE AND GO PREPARED FOODS CORP.	Reg. 2870801
United States	TWO-BITE BROWNIES, JUST HONEST TO GOODNESS, GOODNESS	GIVE AND GO PREPARED FOODS CORP.	Reg. 2870802
United States	TWO-BITE BROWNIES	GIVE AND GO PREPARED FOODS CORP.	Reg. 2766189

Country	Trademark	Name of Registered Owner	Application / Registration Number
United States	CINNAMON CRUNCHIES	GIVE AND GO PREPARED FOODS CORP.	Reg. 2131791
United States	E-Z BUILD	GIVE AND GO PREPARED FOODS CORP.	Reg. 3582380
United States	KWIK BUILD & Design 	GIVE AND GO PREPARED FOODS CORP.	Reg. 3791789
United States	CREATE A TREAT & Design 	GIVE AND GO PREPARED FOODS CORP.	Reg. 3934322
United States	MASON ST. · BAKEHOUSE ·	GIVE AND GO PREPARED FOODS CORP.	App. 86758445 Reg. 5121857

CANADA TRADEMARKS AND TRADEMARK APPLICATIONS

Country	Trademark	Name of Registered Owner	Application / Registration Number
Canada	PRIME PASTRIES	GIVE AND GO PREPARED FOODS CORP.	App 1751491 Reg. TMA968477
Canada	PRIME PASTRIES & Design 	GIVE AND GO PREPARED FOODS CORP.	App 1747817 Reg. TMA968489
Canada	MASON ST. BAKEHOUSE & Design 	GIVE AND GO PREPARED FOODS CORP.	App 1742272 Reg. TMA945815
Canada	THE WORTHY CRUMB PASTRY CO. & DESIGN 	GIVE AND GO PREPARED FOODS CORP.	Reg. TMA935138
Canada	THE WORTHY CRUMB PASTRY CO.	GIVE AND GO PREPARED FOODS CORP.	Reg. TMA935136
Canada	PRIME PASTRIES	GIVE AND GO PREPARED FOODS CORP.	Reg. TMA935936
Canada	MASON ST. BAKEHOUSE	GIVE AND GO PREPARED FOODS CORP.	Reg. TMA937788
Canada	2 BITE	GIVE AND GO PREPARED FOODS CORP.	Reg TMA851870
Canada	KIMBERLEY'S BAKESHOPPE	GIVE AND GO PREPARED FOODS CORP.	Reg TMA851869

Country	Trademark	Name of Registered Owner	Application / Registration Number
Canada	COOKIE DIPPERS	GIVE AND GO PREPARED FOODS CORP.	Reg TMA816291
Canada	TWO-BITE	GIVE AND GO PREPARED FOODS CORP.	Reg TMA703090
Canada	THE CATERER'S SECRET	GIVE AND GO PREPARED FOODS CORP.	Reg TMA723658
Canada	GIVE & GO	GIVE AND GO PREPARED FOODS CORP.	Reg TMA672478
Canada	UN DÉLICE TOUT SIMPLE, TOUT SIMPLEMENT	GIVE AND GO PREPARED FOODS CORP.	Reg TMA664749
Canada	NATURE-CRISPS	GIVE AND GO PREPARED FOODS CORP.	Reg TMA703525
Canada	LOTSA BITES	GIVE AND GO PREPARED FOODS CORP.	Reg TMA786775
Canada	TWO-BITE DESIGN 	GIVE AND GO PREPARED FOODS CORP.	Reg TMA632440
Canada	HOMESTYLE & DESIGN 	GIVE AND GO PREPARED FOODS CORP.	Reg TMA702076
Canada	TWO-BITE BROWNIES & STAMP DESIGN 	GIVE AND GO PREPARED FOODS CORP.	Reg TMA632534

Country	Trademark	Name of Registered Owner	Application / Registration Number
Canada	TWO-BITE & STAMP DESIGN 	GIVE AND GO PREPARED FOODS CORP.	Reg TMA632533
Canada	ONE BITE BROWNIES	GIVE AND GO PREPARED FOODS CORP.	Reg TMA627172
Canada	ONE-BITE	GIVE AND GO PREPARED FOODS CORP.	Reg TMA632278
Canada	GIVE & GO AND DESIGN  GIVE & GO	GIVE AND GO PREPARED FOODS CORP.	Reg TMA669926
Canada	GIVE & GO AND DESIGN  GIVE & GO	GIVE AND GO PREPARED FOODS CORP.	Reg TMA631139
Canada	JUST HONEST TO GOODNESS, GOODNESS	GIVE AND GO PREPARED FOODS CORP.	Reg TMA590939
Canada	TWO-BITE BROWNIES	GIVE AND GO PREPARED FOODS CORP.	Reg TMA575095
Canada	TWO-BITE	GIVE AND GO PREPARED FOODS CORP.	Reg TMA590940
Canada	TWO-BITE BROWNIES, JUST HONEST TO GOODNESS, GOODNESS	GIVE AND GO PREPARED FOODS CORP.	Reg TMA587398

Country	Trademark	Name of Registered Owner	Application / Registration Number
Canada	UNCLE DON'S HOME STYLE	GIVE AND GO PREPARED FOODS CORP.	Reg TMA524830
Canada	CINNAMON CRUNCHIES	GIVE AND GO PREPARED FOODS CORP.	Reg TMA475407
Canada	KWIK Build & Design	GIVE AND GO PREPARED FOODS CORP.	Reg TMA736336
Canada	E-Z BUILD	GIVE AND GO PREPARED FOODS CORP.	Reg TMA718317
Canada	CREATE-A-TREAT	GIVE AND GO PREPARED FOODS CORP.	Reg TMA507581
Canada	ORBIT COOKIES	GIVE AND GO PREPARED FOODS CORP.	Reg TMA661090