

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM583067

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MERISANT COMPANY		06/25/2020	Corporation: DELAWARE
WHOLE EARTH SWEETENER COMPANY LLC		06/25/2020	Limited Liability Company: DELAWARE
MAFCO WORLDWIDE LLC		06/25/2020	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	TORONTO DOMINION (TEXAS) LLC
Street Address:	31 West 52nd Street, 19th Floor
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 56

Property Type	Number	Word Mark
Registration Number:	6049069	+ EQUAL
Registration Number:	1217173	CANDEREL
Registration Number:	2012219	EQUAL
Registration Number:	1318800	EQUAL
Registration Number:	1158683	EQUAL
Registration Number:	4064666	EQUAL CLASSIC
Registration Number:	5354439	EQUAL
Registration Number:	3314361	EQUAL
Registration Number:	4515564	EQUAL ORIGINAL
Registration Number:	4498993	EQUAL ORIGINAL
Registration Number:	5741551	EQUAL PLUS
Registration Number:	3248304	EQUAL
Registration Number:	5587498	EQUAL SUGARLY
Registration Number:	4495626	
Registration Number:	6049070	LIFE'S SWEETER WITH EQUAL

CH \$1415.00 6049069

Property Type	Number	Word Mark
Registration Number:	2967446	M
Registration Number:	2987670	MERISANT
Registration Number:	4993192	NATURE SWEET
Registration Number:	3797328	NOTHING TO HIDE
Registration Number:	6020187	OPEN A WORLD OF GOODNESS
Registration Number:	3974896	PURE VIA
Registration Number:	3974897	PURE VIA
Registration Number:	4485937	PURE VIA STEVIA
Registration Number:	4463642	PURE VIA STEVIA WHOLE EARTH SWEETENER CO
Registration Number:	5188472	RETHINK SWEET
Registration Number:	1933895	SAME
Registration Number:	1794061	SPOONFUL
Registration Number:	5875982	SUGARLY SWEET
Registration Number:	5382255	SWEET BETTER. LIVE BETTER
Registration Number:	3321821	SWEET MATE
Registration Number:	2068819	SWEETMATE
Registration Number:	5318751	SWEETNESS BRINGS US TOGETHER
Registration Number:	4662406	TASTE THE NEXT GENERATION OF SWEET
Registration Number:	5457473	WHOLE EARTH
Registration Number:	5498240	WHOLE EARTH SWEETENER CO.
Registration Number:	5498241	WHOLE EARTH SWEETENER CO.
Registration Number:	4444870	WHOLE EARTH SWEETENER CO.
Registration Number:	5404735	MAGNASWEET
Registration Number:	0997652	MAFCO-MAGNASWEET
Registration Number:	1278230	RIGHT DRESS
Registration Number:	0753563	SHIP BRAND
Registration Number:	0764149	RIGHT DRESS
Registration Number:	1469567	MAG
Registration Number:	2331742	MAGNASWEET
Registration Number:	3722297	MAGNASWEET
Registration Number:	0856843	MAFCO
Registration Number:	0612290	MAFCO
Serial Number:	88055441	SUGARLY SWEET
Serial Number:	88524221	WHOLE EARTH
Serial Number:	88639148	WHOLE EARTH
Serial Number:	88524250	WHOLE EARTH SWEETENER CO.
Serial Number:	88410822	MAGNA
Serial Number:	88410817	MAGNASWEET

Property Type	Number	Word Mark
Serial Number:	88510212	MAGNABIS
Serial Number:	88510219	MAGNAPLUS
Serial Number:	88510251	MAGNABOOST

CORRESPONDENCE DATA

Fax Number: 2165790212

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.

Phone: 2165863939

Email: samieyal@jonesday.com, pcyngier@jonesday.com

Correspondent Name: CARINE ARTIGAS/JONES DAY

Address Line 1: 901 LAKESIDE AVENUE

Address Line 4: CLEVELAND, OHIO 44114-1190

ATTORNEY DOCKET NUMBER: 927268-610072

NAME OF SUBMITTER: CARINE ARTIGAS

SIGNATURE: /CARINE ARTIGAS/

DATE SIGNED: 06/25/2020

Total Attachments: 10

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TRADEMARK SECURITY AGREEMENT

This trademark security agreement dated as of June 25, 2020 (this “Agreement”) is made by MERISANT COMPANY, a Delaware corporation, WHOLE EARTH SWEETENER COMPANY LLC, a Delaware limited liability company and MAFCO WORLDWIDE LLC, a Delaware limited liability company (each a “Grantor”), in favor of TORONTO DOMINION (TEXAS) LLC, as the administrative agent (the “Administrative Agent”), on behalf of itself and the other Secured Parties under the Loan Agreement referred to below. Capitalized terms used but not otherwise defined herein shall have the meanings assigned thereto in the Security Agreement (as defined below).

WHEREAS, each Grantor entered into that certain Subsidiary Guaranty dated as of June 25, 2020 (as amended, restated, supplemented or otherwise modified from time to time), made by each Grantor in favor of the Administrative Agent, pursuant to which each Grantor guaranteed certain obligations under that certain Loan Agreement, dated as of June 25, 2020 (as amended, restated, supplemented or otherwise modified from time to time, the “Loan Agreement”), by and among Whole Earth Brands, Inc., a Delaware corporation (the “Borrower”), the Administrative Agent and the lenders from time to time party thereto; and

WHEREAS, each Grantor and the Administrative Agent entered into that certain Security Agreement, dated as of June 25, 2020 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”), pursuant to which, among other things, each Grantor has granted to the Administrative Agent a lien on and continuing security interest in and security title to all of such Grantor’s rights, title, and interest in and to, (a) all Trademarks, including, without limitation, each issued Trademark, Trademark registration, and Trademark application listed on Exhibit A hereto, whether presently existing or hereafter created or acquired, (b) each Trademark License (specifically excluding, however, any Trademark License that by its terms would be defaulted by the granting of such security interest), including, without limitation, each Trademark License listed on Exhibit A hereto, and the goodwill associated therewith or symbolized thereby, whether presently existing or hereafter created or acquired (provided that no security interest shall be granted in United States intent-to-use Trademark applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use Trademark applications under applicable federal law), and (c) all products and Proceeds of the foregoing, including, without limitation, any claim by the Administrative Agent against third parties for past, present, or future (i) infringement, dilution or breach of any Trademark, Trademark registration, Trademark application and Trademark License including, without limitation, any Trademark, Trademark registration, Trademark application, or Trademark License listed on Exhibit A hereto and (ii) injury to the goodwill associated with any Trademark, Trademark registration, or Trademark application (collectively, the “Trademark Collateral”);

WHEREAS, each Grantor has duly authorized and directed the execution and delivery of this Agreement; and

WHEREAS, the parties desire to record each Grantor’s grant of the security interest in the Trademark Collateral to the Administrative Agent with the United States Patent and Trademark Office (the “USPTO”).

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees with the Administrative Agent as follows:

1. This Agreement has been executed and delivered by each Grantor for the purpose of recording the grant of security interest herein with the USPTO. The security interest granted hereby has been granted to the Administrative Agent in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement shall remain in full force and effect in accordance with their terms. The rights and remedies of the Administrative Agent with respect to the security interest granted hereunder are more fully set forth in the Security Agreement and their terms and provisions are incorporated herein in their entirety. In the event of any inconsistency between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

2. Each Grantor grants to the Administrative Agent, for itself and the other Secured Parties, a Lien on and continuing security interest in and security title to all of its right, title, and interest in and to the Trademark Collateral.


3. This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which together constitute one and the same original.

4. This Agreement shall be governed by, and construed in accordance with the laws of the State of New York.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized, as of the date first written above.

MERISANT COMPANY, as Grantor

By: 
Name: Andrew Rusie
Title: Chief Financial Officer

MAFCO WORLDWIDE LLC, as Grantor

By: _____
Name: Lucas J. Bailey
Title: President and Chief Operating Officer

**WHOLE EARTH SWEETENER COMPANY
LLC, as Grantor**

By: 
Name: Andrew Rusie
Title: Chief Financial Officer

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized, as of the date first written above.

MERISANT COMPANY, as Grantor

By: _____
Name: Andrew Rusie
Title: Chief Financial Officer

MAFCO WORLDWIDE LLC

By: _____
Name: Lucas J. Bailey
Title: President and Chief Operating Officer

**WHOLE EARTH SWEETENER COMPANY
LLC, as Grantor**

By: _____
Name: Andrew Rusie
Title: Chief Financial Officer

[TRADEMARK SECURITY AGREEMENT]

**TRADEMARK
REEL: 006979 FRAME: 0549**





TORONTO DOMINION (TEXAS) LLC,
as Administrative Agent

By: 
Name: WALLACE WONG
Title: AUTHORIZED SIGNATORY


**Exhibit A
to Trademark Security Agreement**

TRADEMARKS AND TRADEMARK APPLICATIONS

Appl/Reg.	App/Reg No.	Trademark	Trademark Image	Case Status	Jurisdiction
MERISANT COMPANY	6049069	+ Equal		Active Registration	United States
MERISANT COMPANY	1217173	CANDEREL		Active Registration	United States
MERISANT COMPANY	2012219	EQUAL		Active Registration	United States
MERISANT COMPANY	1318800	EQUAL		Active Registration	United States
MERISANT COMPANY	1158683	EQUAL		Active Registration	United States
MERISANT COMPANY	4064666	EQUAL CLASSIC		Active Registration	United States
MERISANT COMPANY	5354439	equal in Script		Active Registration	United States
MERISANT COMPANY	3314361	EQUAL LOGO WITH ARRAY OF COLORED DOTS		Active Registration	United States
MERISANT COMPANY	4515564	equal original in Stylized Letters		Active Registration	United States
MERISANT COMPANY	4498993	equal original in Stylized Letters & Color		Active Registration	United States
MERISANT COMPANY	5741551	EQUAL PLUS		Active Registration	United States
MERISANT COMPANY	3248304	EQUAL Stylized		Active Registration	United States
MERISANT COMPANY	5587498	EQUAL SUGARLY		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	4495626	Leaf in Color in Brown Box		Active Registration	United States
MERISANT COMPANY	6049070	Life's Sweeter With Equal		Active Registration	United States

App/Reg.	App/Reg No.	Trademark	Trademark Image	Case Status	Jurisdiction
MERISANT COMPANY	2967446	M AND DESIGN		Active Registration	United States
MERISANT COMPANY	2987670	MERISANT		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	4993192	NATURE SWEET		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	3797328	NOTHING TO HIDE		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	6020187	OPEN A WORLD OF GOODNESS		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	3974896	PURE VIA		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	3974897	Pure Via Logo (2 Words Vertically Stacked) in a Leaf Circle		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	4485937	Pure Via Stevia Logo (3 Words Vertically Stacked) in two L		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	4463642	Pure Via Stevia Logo (3 Words Vertically Stacked) in two L		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	5188472	RETHINK SWEET		Active Registration	United States
MERISANT COMPANY	1933895	SAME		Active Registration	United States


Ex. A-2

Appl/Reg.	App/Reg No.	Trademark	Trademark Image	Case Status	Jurisdiction
MERISANT COMPANY	1794061	SPOONFUL		Active Registration	United States
MERISANT COMPANY	88055441	SUGARLY SWEET		Active Application	United States
MERISANT COMPANY	5875982	SUGARLY SWEET		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	5382255	SWEET BETTER. LIVE BETTER		Active Registration	United States
MERISANT COMPANY	3321821	SWEET MATE LOGO		Active Registration	United States
MERISANT COMPANY	2068819	SWEETMATE		Active Registration	United States
MERISANT COMPANY	5318751	SWEETNESS BRINGS US TOGETHER		Active Registration	United States
MERISANT COMPANY	4662406	TASTE THE NEXT GENERATION OF SWEET		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	5457473	WHOLE EARTH		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	88524221	WHOLE EARTH		Active Application	United States
WHOLE EARTH SWEETENER COMPANY LLC	88639148	WHOLE EARTH and Leaf Design in Black & White (Horizontal)		Active Application	United States
WHOLE EARTH SWEETENER COMPANY LLC	5498240	WHOLE EARTH SWEETENER CO.		Active Registration	United States
WHOLE EARTH SWEETENER	88524250	WHOLE EARTH SWEETENER CO.		Active Application	United States

Ex. A-3



Appl/Reg.	App/Reg No.	Trademark	Trademark Image	Case Status	Jurisdiction
COMPANY LLC					
WHOLE EARTH SWEETENER COMPANY LLC	5498241	WHOLE EARTH Sweetener Co. and Leaf Design in Color		Active Registration	United States
WHOLE EARTH SWEETENER COMPANY LLC	4444870	WHOLE EARTH Sweetener Co. and Leaf Design in Color		Active Registration	United States
MAFCO WORLDWIDE LLC	88410822	N/A	MAGNA	Active Application	United States
MAFCO WORLDWIDE LLC	88410817	N/A	MAGNASWEET	Active Application	United States
MAFCO WORLDWIDE LLC	5404735	N/A	MAGNASWEET	Active Registration	United States
MAFCO WORLDWIDE LLC	88510212	N/A	MAGNABIS	Active Application	United States
MAFCO WORLDWIDE LLC	88510219	N/A	MAGNAPLUS	Active Application	United States
MAFCO WORLDWIDE LLC	88510251	N/A	MAGNABOOST	Active Application	United States
Mafco Worldwide LLC	997652	MAFCO- MAGNASWEET		Active Registration	United States
Mafco Worldwide LLC	1278230	RIGHT DRESS		Active Registration	United States
Mafco Worldwide LLC	753563	SHIP BRAND		Active Registration	United States
Mafco Worldwide LLC	764149	RIGHT DRESS & Design		Active Registration	United States
Mafco Worldwide LLC	1469567	MAG		Active Registration	United States

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Appl/Reg.	App/Reg No.	Trademark	Trademark Image	Case Status	Jurisdiction
Mafco Worldwide LLC	2331742	MAGNASWEET (STYLIZED)		Active Registration	United States
Mafco Worldwide LLC	3722297	Magnasweet-Wordmark		Active Registration	United States

TRADEMARK LICENSES

- Mafco Worldwide LLC has the right to use trademarks listed below under an Exclusive Trademark License Agreement dated December 4, 2019.

Appl/Reg.	App/Reg No.	Trademark	Trademark Image	Case Status	Jurisdiction
Flavors Holdings Inc.	856,843	MAFCO (Stylized & Design)		Active Registration	United States
Flavors Holdings Inc.	612,290	MAFCO (Stylized)		Active Registration	United States
Flavors Holdings Inc.	1292597	MAFCO WORLDWIDE CORPORATION		Active Registration	China
Flavors Holdings Inc.	1265165	MAFCO WORLDWIDE CORPORATION		Active Registration	China
Flavors Holdings Inc.	1292599	MAFCO		Active Registration	China
Flavors Holdings Inc.	1264046	MAFCO		Active Registration	China
Flavors Holdings Inc.	1265166	MAFCO		Active Registration	China
Flavors Holdings Inc.	1288869	MAFCO WORLDWIDE CORPORATION		Active Registration	China
Flavors Holdings Inc.	1243920	MAFCO WORLDWIDE CORPORATION		Active Registration	China