

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM677464

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PaperChef Inc.		08/26/2021	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	Trinidad/Benham, Corp.		
Street Address:	3650 South Yosemite, Suite 300		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80237		
Entity Type:	Corporation: COLORADO		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	5971967	P CULINARY PARCHMENT	
Registration Number:	5988631	PAPERCHEF THE ART OF COOKING WITH PARCHM	
Registration Number:	4453113	THE ART OF COOKING WITH PARCHMENT	
Registration Number:	3857853	PAPERCHEF	
Registration Number:	3881819	CULINARY PARCHMENT	
Registration Number:	3924154	CHEFPAPEL	
CORRESPONDENCE DATA			
Fax Number:	8015786999		
<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:	(801) 328-3131		
Email:	tm-slc@stoel.com		
Correspondent Name:	Catherine Parrish Lake		
Address Line 1:	201 South Main Street, Suite 1100		
Address Line 4:	Salt Lake City, UTAH 84111		
NAME OF SUBMITTER:	Catherine Parrish Lake		
SIGNATURE:	/Catherine Parrish Lake/		
DATE SIGNED:	09/28/2021		
Total Attachments: 15			

OP \$165.00 5971967

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TRADEMARK ASSIGNMENT AGREEMENT

This **TRADEMARK ASSIGNMENT AGREEMENT** (the "**Agreement**") is made and entered into on August 26, 2021 (the "**Effective Date**"),

BETWEEN:

PaperChef Inc., an Ontario corporation with an address at 10 Maybrook Drive, Toronto, Ontario, Canada M1V 4B6, PaperChef LLC, a New York limited liability company with an address at 250 Mason Road, La Vergne, TN 37086, and PaperChef Global Inc., a Delaware corporation, with an address at 250 Mason Road, La Vergne, TN 37086 (collectively, "**Assignor**")

- and -

Trinidad/Benham, Corp., a Colorado corporation with an address at 3650 South Yosemite, Suite 300, Denver, Colorado 80237 ("**Assignee**").

WHEREAS, Assignor is the owner of all right, title and interest in, to and under the Trademarks (defined below);

WHEREAS, Assignor and Assignee are all parties to that certain Asset Purchase Agreement, dated even herewith (the "**Asset Purchase Agreement**");

WHEREAS, this Agreement is made and delivered pursuant to the Asset Purchase Agreement;

AND WHEREAS, Assignor desires to assign the Trademarks on the following terms and conditions;

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. **Assignment.** Assignor hereby sells, assigns, conveys and transfers to Assignee, and Assignee hereby purchases, acquires and accepts from Assignor, all of Assignor's right, title and interest worldwide in, to and under the trademark and/or service mark registrations and applications identified on Exhibit A attached hereto, including, without limitation, any and all common law rights thereto and all goodwill therein and symbolized thereby (collectively, the "**Trademarks**"), together with all benefits, privileges, causes of action, claims for damages, and rights to enforce the Trademarks against any and all past and current infringements, dilution or unfair competition (including, without limitation, the right to sue for and collect damages and proceeds caused by any such past, present or future claims), which may have occurred at any time in the past, up to the Effective Date, together with any and all further privileges to establish use, ownership and/or registration of the Trademarks, and to collect any royalties due with regard to the Trademarks.

2. **Recordation.** Assignor authorizes and requests the governing trademark body and empowered officials of all governments in each country identified in Exhibit A to issue or transfer the Trademarks to Assignee, as assignee of the entire right, title and interest therein or otherwise as Assignee may direct.

3. **Governing Agreement.** This Agreement is executed and delivered pursuant to the Asset Purchase Agreement. In the event of an irreconcilable conflict between the terms and provisions of this Agreement and any term or provision of the Asset Purchase Agreement, the conflicting term or provision of the Asset Purchase Agreement shall govern and control to the extent of such conflict. Nothing contained in this Agreement shall alter, extend, diminish or amplify any of the representations, warranties, covenants or obligations of any party contained in the Asset Purchase Agreement or the survival thereof. All exhibits referenced in this Agreement are incorporated into this Agreement by reference. This Agreement will inure to the benefit of and be binding upon the successors, assigns, heirs, executors and administrators of the parties.

4. **Amendments.** This Agreement may not be amended or modified except by an instrument in writing signed by Assignor and Assignee.

5. **Further Assurances.** From and after the Effective Date, Assignor and Assignee shall do all such acts and execute all such further documents and instruments as may be reasonably required to memorialize and make effective the full and complete transfer and assignment of the Trademarks to Assignee.

6. **Governing Law.** The validity, interpretation, construction and performance of this Agreement shall be governed by the laws in force in the State of New York (without reference to conflicts of laws principles) and the federal laws of the United States of America applicable therein. The competent courts in the State of New York shall each have non-exclusive jurisdiction over all disputes relating to this Agreement. Each of the parties hereto irrevocably agrees and consents to the jurisdiction of such courts.


7. **Counterparts.** This Agreement may be executed in as many counterparts as are deemed necessary, and when so executed in counterpart shall have the same effect as if each party had joined in executing one and the same document. This Agreement may be executed by exchange of facsimile transmission or a pdf of the respective signatures of the parties.

[Signature pages follows]


IN WITNESS WHEREOF, Assignor and Assignee have caused this Agreement to be executed as of the Effective Date first set forth above.

ASSIGNOR:

PAPERCHEF INC.,
an Ontario corporation

By: 
Name: Scott Miller
Title: President

PAPERCHEF LLC,
a New York limited liability company

By: 
Name: Scott Miller
Title: Manager

PAPERCHEF GLOBAL INC.,
a Delaware corporation


By: 
Name: Scott Miller
Title: President

EXHIBIT A

Trademarks

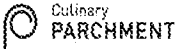

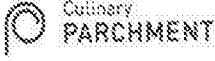


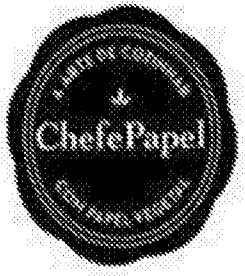


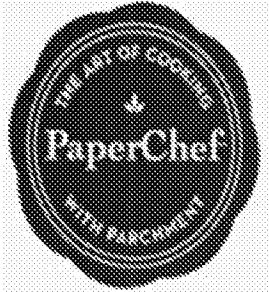
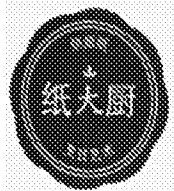
Mark	COUNTRY	Class and Description	Serial Number and Date Filed	Registration Number and Date Registered
	USA	16 - paper products, namely, parchment paper, heat resistant paper, silicone treated paper; parchment paper cooking bags 21 - parchment baking cups	88/499,946 7/3/2019	5,971,967 1/28/2020
	USA	16 - paper products, namely, parchment paper, heat resistant paper, silicone treated paper; parchment paper cooking bags 21 - parchment baking cups	88/499,908 7/3/2019	5,988,631 2/18/2020
THE ART OF COOKING WITH PARCHMENT	USA	16 - paper products, namely, parchment paper, heat resistant paper, silicone treated paper; paper products, namely, packaging paper, wax paper	85/419,261 9/9/2011	4,453,113 12/24/2013
PAPERCHEF	USA	16 - parchment paper, heat resistant paper and silicone treated paper	77/758,494 6/12/2009	3,857,853 10/5/2010
CULINARY PARCHMENT	USA	16 - paper products, namely, parchment paper, heat resistant paper, silicone treated paper	77/758,467 6/12/2009	3,881,819 (Supplemental) 11/23/2010
CHEFPAPEL	USA	16 - paper products, namely, parchment paper, heat resistant paper, silicone treated paper	77/959,920 3/16/2010	3,924,154 2/22/2011
CHEFPAPIER	Canada	paper products, namely, packaging paper, wax paper, foil paper, parchment paper, heat resistant paper, silicone treated paper and plastic wrap	1473063 3/12/2010	826961 6/22/2012

Exhibit A

Mark	COUNTRY	Class and Description	Serial Number and Date Filed	Registration Number and Date Registered
	Canada	paper products, namely, packaging paper, wax paper, foil paper, parchment paper, heat resistant paper, silicone treated paper and plastic wrap	1473767 3/15/2010	826962 6/22/2012
THE ART OF COOKING WITH PARCHMENT	Canada	paper products, namely, parchment paper, heat resistant paper, silicone treated paper. paper products, namely, packaging paper, wax paper, foil paper and plastic wrap	1542244 9/6/2011	842658 2/7/2013
PAPERCHEF	Canada	paper products, namely, packaging paper, wax paper, foil paper, parchment paper, heat resistant paper, silicone treated paper and plastic wrap	1441333 6/12/2009	827217 6/28/2012



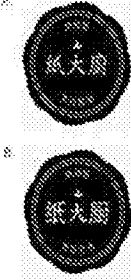

Country	Application #	Filing Date	Registration #	Goods	Mark
ARGENTINA	3176092	7/6/2012	2707811	16 - BAKING PAPERS FOR USE WITH COOKING	PAPERCHIEF THE ART OF COOKING WITH PARCHMENT 

Country	Application #	Filing Date	Registration #	Goods	Mark
ARGENTINA	3176090	7/6/2012	2618646	16 - PAPER PRODUCTS FOR USE WITH COOKING	CHEFPAPEL EL ARTE DE COCINAR CON PERGAMINO 
AUSTRALIA	1448016	9/13/2011	1448016	6 - METAL FOIL FOR COOKING; METAL FOIL FOR HOUSEHOLD PURPOSES; METAL FOIL FOR WRAPPING PURPOSES; METALLIC FOIL FOR COOKING; ALUMINIUM FOIL 16 - PAPER FOR WRAPPING AND PACKAGING; WRAPPING MATERIALS NOT OF METAL FOR USE IN COOKING, BAKING, STORAGE OF FOOD; BAGS FOR COOKING IN THIS CLASS; BAKING PARCHMENT; BAKING PAPER; PARCHMENT; PARCHMENT PAPER; PLASTICS FILM (CLING) FOR USE IN COOKING AND STORAGE OF FOOD; PLASTIC WRAP; WAX PAPER (OTHER THAN FOR USE IN BUILDING); WAXED PAPER	PAPERCHEF THE ART OF COOKING WITH PARCHMENT 
BRAZIL	840144458	5/30/2012	840144458	16 - PAPER PRODUCTS FOR USE WITH COOKING	CHEFE PAPEL & Design 
CHILE	1016047	7/11/2012	1073793	16 - PAPER PRODUCTS FOR USE WITH COOKING	PAPERCHEF THE ART OF COOKING WITH PARCHMENT 

Country	Application #	Filing Date	Registration #	Goods	Mark
CHILE	1016048	7/11/2012	1073795	16 - PAPER PRODUCTS FOR USE WITH COOKING	CHEFPAPEL EL ARTE COCINAR CON PERGAMINO 
CHINA	11022426	6/5/2012	11022426	16 - PACKAGING PAPER USED FOR BAKING AND PACKAGING FOOD; WAX PAPER USED FOR PACKAGING AND STORING FOOD; FOIL PAPER USED FOR BAKING AND PACKAGING AND STORING FOODS; PARCHMENT PAPER USED FOR BAKING AND PACKAGING AND STORING FOOD; HEAT RESISTANT PACKAGING PAPER USED FOR BAKING AND PACKAGING AND STORING FOOD; SILICONE TREATED PAPER USED FOR BAKING AND PACKAGING AND STORING FOOD; PLASTIC WRAP USED FOR PACKAGING AND STORING FOOD	PAPER CHEF THE ART OF COOKING WITH PARCHMENT 
CHINA	11022428	6/5/2012	11022428	16 - PACKAGING PAPER USED FOR BAKING AND PACKAGING FOOD; WAX PAPER USED FOR PACKAGING AND STORING FOOD; FOIL PAPER USED FOR BAKING AND PACKAGING AND STORING FOODS; PARCHMENT PAPER USED FOR BAKING AND PACKAGING AND STORING FOOD; HEAT RESISTANT PACKAGING PAPER USED FOR BAKING AND PACKAGING AND STORING FOOD; SILICONE TREATED PAPER USED FOR BAKING AND PACKAGING AND STORING FOOD; PLASTIC WRAP USED FOR PACKAGING AND STORING FOOD	Design in Chinese 
CHINA	11022427	6/5/2012	11022427	16 - PACKAGING PAPER USED FOR BAKING AND PACKAGING FOOD; WAX PAPER USED FOR PACKAGING AND STORING FOOD; FOIL PAPER USED FOR BAKING AND PACKAGING AND STORING FOODS; PARCHMENT PAPER USED FOR BAKING AND PACKAGING AND STORING FOOD; HEAT RESISTANT PACKAGING PAPER	Design in Chinese

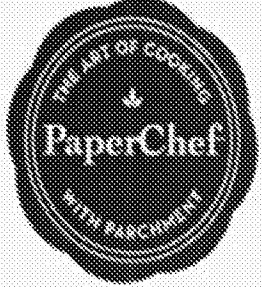

Country	Application #	Filing Date	Registration #	Goods	Mark
				USED FOR BAKING AND PACKAGING AND STORING FOOD; SILICONE TREATED PAPER USED FOR BAKING AND PACKAGING AND STORING FOOD; PLASTIC WRAP USED FOR PACKAGING AND STORING FOOD	
COSTA RICA	222749	7/3/2012	222749	16 - PACKAGING PAPER, WAX PAPER, FOIL PAPER, PARCHMENT PAPER, HEAT RESISTANT PAPER, SILICON TREATED PAPER AND PLASTIC WRAP	THE ART OF COOKING PAPERCHEF WITH PARCHMENT 
COSTA RICA	222750	7/26/2012	222750	16 - PACKAGING PAPER, WAX PAPER, FOIL PAPER, PARCHMENT PAPER, HEAT RESISTANT PAPER, SILICON TREATED PAPER AND PLASTIC WRAP	CHEFPAPPEL+EL ARTE DE COCINAR CON PERGAMINO & Design 
EUROPEAN UNION	17903223		17903223	16 - PAPER PRODUCTS FOR USE WITH COOKING, NAMELY BAKING PARCHMENT, BAKING PAPER, FOOD HANDLING PARCHMENT, FOOD HANDLING PAPER	PAPERCHEF

Country	Application #	Filing Date	Registration #	Goods	Mark
EUROPEAN UNION	10257731	9/12/2011	10257731	16 - PAPER PRODUCTS FOR USE WITH COOKING	PARCHMENT CHEF (b/w) 
EUROPEAN UNION	10257798	9/12/2011	10257798	16 - PAPER PRODUCTS FOR USE WITH COOKING	PERGAMENT CHEF (b/w) 
EUROPEAN UNION	10257814	9/12/2011	10257814	16 - PAPER PRODUCTS FOR USE WITH COOKING	PERGAMENA CHEF (b/w) 
EUROPEAN UNION	10257822	9/12/2011	10257822	16 - PAPER PRODUCTS FOR USE WITH COOKING	CHEF PERGAMINO (b/w)

Country	Application #	Filing Date	Registration #	Goods	Mark
					
EUROPEAN UNION	10257756	9/12/2011	10257756	16 - PAPER PRODUCTS FOR USE WITH COOKING	CHEF PARCHEMIN (b/w) 
HONG KONG	302029699		302029699	16 - PAPER PRODUCTS FOR USE WITH COOKING; BAKING PAPERS, PACKAGING PAPER, WAX PAPER, FOIL PAPER, PARCHMENT PAPER, HEAT RESISTANT PAPER, SILICONE TREATED PAPER AND PLASTIC WRAP; PAPER, CARDBOARD AND GOODS MADE FROM THESE MATERIALS, NOT INCLUDED IN OTHER CLASSES; PRINTED MATTER; ADHESIVES FOR HOUSEHOLD PURPOSES; PLASTIC MATERIALS FOR PACKAGING (NOT INCLUDED IN OTHER CLASSES); ALL INCLUDED IN CLASS 16	In Chinese 
HONG KONG	302029707	9/12/2011	302029707	16 - PAPER PRODUCTS FOR USE WITH COOKING; BAKING PAPERS, PACKAGING PAPER, WAX PAPER, FOIL PAPER, PARCHMENT PAPER, HEAT RESISTANT PAPER, SILICONE TREATED PAPER AND PLASTIC WRAP; PAPER, CARDBOARD AND GOODS MADE FROM THESE MATERIALS, NOT INCLUDED IN OTHER CLASSES; PRINTED MATTER; ADHESIVES FOR HOUSEHOLD PURPOSES; PLASTIC MATERIALS FOR PACKAGING (NOT INCLUDED IN OTHER CLASSES); ALL INCLUDED IN CLASS 16	PaperChef THE ART OF COOKING WITH PARCHMENT 

Country	Application #	Filing Date	Registration #	Goods	Mark
JAPAN	2011-66836	9/16/2011	5469534	16 - THE COOKING PAPER FOR OVEN, OTHER COOKING PAPERS	PAPERCHEF THE ART OF COOKING WITH PARCHMENT 
MEXICO	1211340	9/13/2011	1269218	16 - PAPER PRODUCTS, NAMELY, PARCHMENT PAPER, HEAT RESISTANT PAPER, SILICONE TREATED PAPER, PACKAGING PAPER, WAX PAPER, FOIL PAPER AND PLASTIC WRAP	PAPERCHEF THE ART OF COOKING WITH PARCHMENT & DESIGN 
MEXICO	1211342	9/13/2011	1269219	16 - PAPER PRODUCTS, NAMELY, PARCHMENT PAPER, HEAT RESISTANT PAPER, SILICONE TREATED PAPER, PACKAGING PAPER, WAX PAPER, FOIL PAPER AND PLASTIC WRAP	CHEFPAPEL EL ARTE DE COCINAR CON PERGAMINO & DESIGN 
NEW ZEALAND	849078	9/12/2011	849078	16 - PAPER PRODUCTS FOR USE WITH COOKING	PaperChef THE ART OF COOKING WITH PARCHMENT 

Country	Application #	Filing Date	Registration #	Goods	Mark
PANAMA	214687-01	7/20/2012	214687	16 - PAPER PRODUCTS FOR USE IN THE KITCHEN	THE ART OF COOKING PaperChef WITH PARCHMENT Y DISEÑO 
PANAMA	214688-01	7/20/2012	214688	16 - PAPER PRODUCTS FOR USE IN THE KITCHEN	EL ARTE DE COCINAR ChefPapel CON PERGAMINO Y DISEÑO 
SINGAPORE	T1112616A	6/12/2011	T1112616A	16 - PAPER PRODUCTS FOR USE WITH COOKING	PAPERCHEF THE ART OF COOKING WITH PARCHMENT 
SOUTH KOREA	34842/2012	5/31/2012	40-0994179	16 - WAX PAPER, PARCHMENT PAPER, HEAT RESISTANT PAPER, SILICONE TREATED PAPER, PLASTIC WRAP, FOIL PAPER FOR COOKING, BAKING, STORING FOOD AND WRAPPING PURPOSES, PACKAGING PAPER FOR COOKING, BAKING, STORING FOOD AND WRAPPING PURPOSES	PAPER CHEF 
SOUTH KOREA	34843/2012	5/31/2012	40-0994180	16 - WAX PAPER, PARCHMENT PAPER, HEAT RESISTANT PAPER, SILICONE TREATED PAPER, PLASTIC WRAP, FOIL PAPER FOR COOKING, BAKING, STORING FOOD AND WRAPPING PURPOSES, PACKAGING PAPER FOR COOKING, BAKING, STORING FOOD AND WRAPPING PURPOSES	PAPER CHEF (IN KOREAN) 

Country	Application #	Filing Date	Registration #	Goods	Mark
TAIWAN	101032245	6/8/2012	1568431	16 - PACKAGING PAPER; WAX PAPER; FOIL PAPER; PARCHMENT PAPER; SILICONE TREATED PAPER; PLASTIC WRAP; HEAT RESISTANT PACKAGING PAPER USED FOR BAKING, PACKAGING AND STORING FOOD; PAPERS FOR USE WITH COOKING, NAMELY BAKING PAPERS	Design of PAPERCHEF+THE ART OF COOKING WITH PARCHMENT 
TAIWAN	101032248	6/8/2012	1568432	16 - PACKAGING PAPER; WAX PAPER; FOIL PAPER; PARCHMENT PAPER; SILICONE TREATED PAPER; PLASTIC WRAP; HEAT RESISTANT PACKAGING PAPER USED FOR BAKING, PACKAGING AND STORING FOOD; PAPERS FOR USE WITH COOKING, NAMELY BAKING PAPERS	In Chinese 
TAIWAN	101032250	6/8/2012	1568433	16 - PACKAGING PAPER; WAX PAPER; FOIL PAPER; PARCHMENT PAPER; SILICONE TREATED PAPER; PLASTIC WRAP; HEAT RESISTANT PACKAGING PAPER USED FOR BAKING, PACKAGING AND STORING FOOD; PAPERS FOR USE WITH COOKING, NAMELY BAKING PAPERS	In Chinese 
UNITED KINGDOM	10257756	9/12/2011	UK00910257756	16 - PAPER PRODUCTS FOR USE WITH COOKING	CHEF PARCHEMIN (b/w) 

Country	Application #	Filing Date	Registration #	Goods	Mark
UNITED KINGDOM	10257822	9/12/2011	UK00910257822	16 - PAPER PRODUCTS FOR USE WITH COOKING	CHEF PERGAMINO (b/w) 
UNITED KINGDOM	17903223	5/18/2018	UK00917903223	16 - PAPER PRODUCTS FOR USE WITH COOKING, NAMELY BAKING PARCHMENT, BAKING PAPER, FOOD HANDLING PARCHMENT, FOOD HANDLING PAPER.	PAPERCHEF
UNITED KINGDOM	10257731	9/12/2011	UK00910257731	16 - PAPER PRODUCTS FOR USE WITH COOKING	PARCHMENT CHEF (b/w) 
UNITED KINGDOM	10257814	9/12/2011	UK00910257814	16 - PAPER PRODUCTS FOR USE WITH COOKING	PERGAMENA CHEF (b/w) 
UNITED KINGDOM	10257798	9/12/2011	UK00910257798	16 - PAPER PRODUCTS FOR USE WITH COOKING	PERGAMENT CHEF (b/w) 