

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM841677

| | | | |
|---|--|-----------------------|---------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| COMMERCIAL BAKERIES CORP. | | 09/25/2023 | Corporation: CANADA |
| RECEIVING PARTY DATA | | | |
| Name: | CHURCHILL AGENCY SERVICES LLC, as Administrative Agent | | |
| Street Address: | 430 PARK AVENUE, 14TH FLOOR | | |
| City: | NEW YORK | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10022 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2499178 | MANNING'S COOKIE SHOP | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2149813400 | | |
| <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: | 214-981-3483 | | |
| Email: | dclark@sidley.com | | |
| Correspondent Name: | Dusan Clark, Esq. | | |
| Address Line 1: | Sidley Austin LLP | | |
| Address Line 2: | 2021 McKinney Ave., Suite 2000 | | |
| Address Line 4: | Dallas, TEXAS 75201 | | |
| ATTORNEY DOCKET NUMBER: | 096939-31550 | | |
| NAME OF SUBMITTER: | Dusan Clark | | |
| SIGNATURE: | /Dusan Clark/ | | |
| DATE SIGNED: | 09/25/2023 | | |
| Total Attachments: 4 | | | |
| source=Project Sapphire - Grant of Security Interest - Trademarks [Executed] 4875-4271-0402 1#page1.tif | | | |
| source=Project Sapphire - Grant of Security Interest - Trademarks [Executed] 4875-4271-0402 1#page2.tif | | | |
| source=Project Sapphire - Grant of Security Interest - Trademarks [Executed] 4875-4271-0402 1#page3.tif | | | |

CH \$40.00 2499178

GRANT OF A SECURITY INTEREST – TRADEMARKS

This Trademark Security Agreement (this “Trademark Security Agreement”) is made as of September 25, 2023, by COMMERCIAL BAKERIES CORP., a corporation formed under the laws of the Province of Ontario (“Grantor”), in favour of CHURCHILL AGENCY SERVICES LLC, in its capacity as Administrative Agent for itself and the other Lender Parties (together with its successors in such capacity, “Grantee”). All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement (as defined below).

WHEREAS, the Grantor is the record owner of the Trademarks listed on the attached Schedule A;

WHEREAS, the Grantor has entered into a Canadian Pledge and Security Agreement, dated September 25, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”), in favour of Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Lender Parties, a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee, for the benefit of the Lender Parties, a continuing security interest in the Trademarks to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Trademarks are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Grantor authorizes that this Trademark Security Agreement be recorded at the Canadian Intellectual Property Office, the United States Patent and Trademark Office and any other office in which a security interest in the Trademarks may be recorded under the laws of any other applicable jurisdiction.

This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

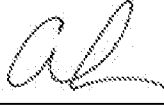
This Trademark Security Agreement shall be governed by, and constructed in accordance with, the laws of the Province of Ontario.

Notwithstanding anything to the contrary contained herein, in the event of a conflict or inconsistency between the terms of this Trademark Security Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall prevail.

[Remainder of page intentionally left blank]


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

Commercial Bakeries Corp.

By:  _____
Name: Andrew Snyder
Title: President

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Trademarks:

| Country | Mark | Serial / Application No. | Filing Date | Registration No. | Registration Date | Owner of Record |
|----------------|--|---------------------------------|--------------------|-------------------------|--------------------------|---------------------------|
| Canada | Cookie Shop | 0735493 | Aug. 25, 1993 | TMAA443948 | Jun. 16, 1995 | Commercial Bakeries Corp. |
| Canada | Manning's Cookie Shop Quality Cookies & Design | 0805574 | Feb. 27, 1996 | TMAA469566 | Jan. 23, 1997 | Commercial Bakeries Corp. |
| |  | | | | | |
| Canada | Cookies to Go | 1248286 | Feb. 23, 2005 | TMAA658200 | Feb. 7, 2006 | Commercial Bakeries Corp. |
| Canada | Taste Delight | 0596658 | Dec. 7, 1987 | TMAA346803 | Oct. 21, 1988 | Commercial Bakeries Corp. |
| United States | Manning's Cookie Shop MANNING'S COOKIE SHOP | 74/583139 | Oct. 6, 1994 | 2499178 | Oct. 16, 2001 | Commercial Bakeries Corp. |

Tradenames:

None.