TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Timothy's Coffees of the World Inc.		08/13/2008	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	The Toronto-Dominion Bank
Street Address:	P.O. Box 1, Toronto-Dominion Centre
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5K 1A2
Entity Type:	CHARTERED BANK: CANADA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2935716	TIMOTHY'S
Registration Number:	2937237	TIMOTHY'S WORLD COFFEE
Registration Number:	2937261	TIMOTHY'S WORLD COFFEE
Serial Number:	77216065	JAZZED UP DECAF
Serial Number:	77216046	BIG EASY BOLD

CH $140.00 2935716

CORRESPONDENCE DATA

Fax Number: (202)739-3001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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Email: chowell@morganlewis.com
Correspondent Name: Catherine R. Howell, Senior Paralegal
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Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	100221-0003

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	Catherine R. Howell, Senior Paralegal
Signature:	/Catherine R. Howell/
Date:	08/14/2008

Total Attachments: 9
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Confirmation of Intellectual Property Security Agreement

RECITALS:

1. Timothy's Coffees of the World Inc., a corporation existing under the laws of the Province of Ontario (the "**Borrower**"), is the owner of the trade-marks, and registrations and applications therefore set forth in Schedule "A" hereto, and the goodwill associated therewith (collectively, the "**Trade-marks**");

2. Pursuant to a Credit Agreement, dated as of August 11, 2008 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "**Credit Agreement**") among the Borrower, The Toronto-Dominion Bank, in its capacity as agent for the Lenders (the "**Agent**"), and the lenders party thereto from time to time (the "**Lenders**"), the Agent has agreed to make available to or for the account of the Borrower certain financial accommodations as specified therein;

3. In accordance with its obligations under the Credit Agreement, the Borrower entered into an Intellectual Property Security Agreement, dated as of August 13, 2008 (the "**IP Security Agreement**") pursuant to which the Borrower granted a security interest in and to *inter alia*, the Trade-marks to the Agent in order to secure the payment and performance of the Borrower's obligations described therein;

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Borrower hereby confirms the grant under the IP Security Agreement to the Agent of the security interest in and to the Trade-marks.

[SIGNATURE PAGE FOLLOWS]

DATED at _____ this 13 day of August, 2008.

TIMOTHY'S COFFEES OF THE WORLD INC.

By: _____
Name: JACKIE TAYLOR
Title: VP FINANCE

By: _____
Name:
Title:

Confirmation of IP Security Agreement
McCarthy Tétrault LLP TDO-CORP #7297395

Schedule "A"

Trade-marks

CANADIAN TRADEMARKS

TIMOTHY'S Trademarks

Trademark	Reg. No.	Wares/Services	Next Renewal Date
COFFEES OF THE WORLD & DESIGN	232,637	Coffee, tea, coffee mugs, coffee grinders.	April 12, 2009
TIMOTHY'S	239,363	Coffee, tea, mugs, coffee grinders, coffee pots and coffee makers, tea balls, strainers and filters for coffee and tea; hot chocolate mix and ice tea mix; retail stores specializing in the supply to the public of coffee, tea and accessories for brewing coffee and tea; operation of a retail outlet specializing in the sale of beverages, for consumption on or off the premises; operation of a retail outlet specializing in the sale of baked goods, for consumption on or off the premises.	January 18, 2010
TIMOTHY'S & DESIGN	333,853	Iced tea mix; tea and hot chocolate mix; coffee, mugs, coffee grinders, coffee pots, coffee makers, tea balls, strainers, and filters for coffee and tea; operation of a retail store specializing in the supply to the public of coffee, tea and accessories for brewing coffee and tea, and the provision to the public of prepared and ready-to-drink beverages, namely coffee, tea, hot chocolate, cider and other non-alcoholic beverages, and the provision to the public of baked goods, all for consumption on or off the premises.	November 6, 2017

TIMOTHY'S DESIGN	333,854	Iced tea mix; tea and hot chocolate mix; coffee, mugs, coffee grinders, coffee pots, coffee makers, tea balls, strainers, and filters for coffee and tea; operation of a retail store specializing in the supply to the public of coffee, tea and accessories for brewing coffee and tea, and the provision to the public of prepared and ready-to-drink beverages, namely coffee, tea, hot chocolate, cider and other non-alcoholic beverages, and the provision to the public of baked goods, all for consumption on or off the premises.	November 6, 2017
TIMOTHY'S	333,699	Coffee, tea, mugs, coffee grinders, coffee pots, coffee makers, tea balls, strainers, filters for coffee and tea, hot chocolate mix, and ice tea mix; operation of a retail store specializing in the supply to the public of coffee, tea and accessories for brewing coffee and tea; provision to the public of prepared and ready-to-drink beverages, namely coffee, tea, hot chocolate, cider and other non-alcoholic beverages, all for consumption on or off the premises; provision to the public of baked goods for consumption on or off the premises.	October 30, 2017
TIMOTHY'S CAFES DU MONDE	333,698	Coffee, tea, mugs, coffee grinders, coffee pots, coffee makers, tea balls, strainers, filters for coffee and tea, hot chocolate mix, and ice tea mix; operation of a retail store specializing in the supply to the public of coffee, tea and accessories for brewing coffee and tea; provision to the public of prepared and ready-to-drink beverages namely coffee, tea, hot chocolate, cider and other non-alcoholic beverages; all for consumption on or off the premises; provision to the public of baked goods for consumption on or off the premises.	October 30, 2017

TIMOTHY'S COFFEES OF THE WORLD	332,914	Coffee, tea, mugs, coffee grinders, coffee pots, coffee makers, tea balls, stainers, filters for coffee and tea, hot chocolate mix, and ice tea mix; operation of a retail store specializing in the supply to the public of coffee, tea, and accessories for brewing coffee and tea; provision to the public of prepared and ready-to-drink beverages, namely coffee, tea, hot chocolate, cider and other non-alcoholic beverages, all for consumption on or off the premises; provision to the public of baked goods for consumption on or off the premises.	October 9, 2017
CAFE DU MONDE & DESIGN	404,861	Restaurant and bar services	November 13, 2007
PRIVATE BLEND	439,843	Coffee	February 24, 2010
TIMOTHY'S ESPRESSO BAR	462,308	Operation of a retail store specializing in the provision to the public of prepared and ready-to-drink beverages and baked goods, for consumption on or off the premises	August 30, 2011
TIMOTHY'S WORLD COFFEE	472,673	Coffee, tea, mugs, hot chocolate mix, ice tea mix, and powered mixes for non-alcoholic beverages; restaurant services, and the operation of retail stores specializing in coffee, tea, accessories for brewing coffee and tea, other non-alcoholic beverages, and baked goods, for consumption on or off the premises	March 14, 2012
TIMOTHY'S WORLD COFFEE & DESIGN	472,672	Coffee, tea, mugs, hot chocolate mix, ice tea mix, and powdered mixes for non-alcoholic beverages; restaurant services, and the operation of retail stores specializing in coffee, tea, accessories for brewing coffee and tea, other non-alcoholic beverages, and baked goods, for consumption on or off the premises.	March 14, 2012

20:20VISION OF QUALITY	472,671	Restaurant services, and the operation of retail stores specializing in coffee, tea, accessories for brewing coffee and tea, other non-alcoholic beverages, and baked goods, for consumption on or off the premises.	March 14, 2012
TIMOTHY'S WORLDNEWS CAFE	473,487	Restaurant services, and the operation of a retail store specializing in the provision to the public of prepared and ready-to-drink beverages and baked goods, for consumption on or off the premises.	March 25, 2012
TIMOTHY'S WORLDNEWS CAFE & DESIGN	472,676	Restaurant services, and the operation of a retail store specializing in the provision to the public of prepared and ready-to-drink beverages and baked goods, for consumption on or off the premises.	March 14, 2012
TIMTATION	491,326	Non-alcoholic, non-carbonated, coffee-based beverages.	March 12, 2013
TIMOTHY'S TRAVELLERS	501,157	Coffee, tea, hot chocolate and ice tea; retail store services specializing in coffee, tea, and other non-alcoholic beverages, for consumption on or off the premises.	September 24, 2013
TIMOTHY'S BAKERY CAFÉ	610,890	Restaurant services, and the operation of retail stores specializing in brewing coffee, tea, accessories for brewing and serving coffee and tea, other non-alcoholic beverages, and baked goods, all for consumption on or off the premises	May 20, 2019
LATTE BENE	703,823	Hot and cold coffee-based beverages for consumption on or off the premises; the operation of a business specializing in the retail and wholesale distribution of coffee and coffee-based beverages, for consumption on or off the premises	December 21, 2022
JAZZED UP DECAF	Serial No. 1,352,849	Coffee	Allowed March 14, 2008
BIG EASY BOLD	Serial No. 1,352,848	Coffee	Filed June 22, 2007

MMMUFFINS and MICHEL'S Trademarks

Trademark	Reg. No.	Wares/Services	Next Renewal Date
CERTIFIED MMMARVELLOUS	460,552	Muffins, buns, cookies and cakes and non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services, namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services.	July 26, 2011
CERTIFIED MMMARVELLOUS & DESIGN	462,708	Muffins, buns, cookies and cakes and non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services, namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services.	August 30, 2011
HAVE A MMMARVELOUS DAY	460,812	Food and beverage services, namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services.	August 2, 2011
MICHEL'S BAGUETTE	260,682	Breads, rolls, croissants, pastries, cakes; bakery and take-out food and beverage services; franchising services.	July 10, 2011
MICHEL'S BAGUETTE & DESIGN	259,891	Breads, rolls, croissants, pastries, cakes; bakery and take-out food and beverage services; franchising services.	June 12, 2011
MICHEL'S BAKERY CAFE	382,165	Breads, rolls, croissants, pastries, cakes, muffins, pizza, prepared pasta dishes, prepared sandwiches, and burgers; sit-down and take-out restaurant services and sit-down and take-out bakery services.	March 29, 2021
MMMARVELOUS MMMINIS	443,238	Muffins, buns, cookies and cakes non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services.	May 26, 2010

MMMARVELOUS MMMUFFINS	460,018	Muffins, buns, cookies and cakes non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services.	July 5, 2011
MMMARVELOUS MMMUFFINS & DESIGN	460,017	Muffins, buns, cookies and cakes non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services.	July 5, 2011
MMMINI MMMUFFINS	443,229	Muffins, buns, cookies and cakes non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services.	May 26, 2010
MMMINIS	442,718	Muffins, buns, cookies and cakes non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services.	May 12, 2010
MMMUFFINS	442,406	Muffins, buns, cookies and cakes non-alcoholic beverages, namely coffee, tea, juices, milk and hot chocolate; food and beverage services namely the operation of a retail business selling food and beverage products for take-out and on-site consumption; franchising services.	April 28, 2010
MMMUFFINS DESIGN (#1)	260,681	Muffins and non-alcoholic beverages namely coffee, tea, juices, milk and hot chocolate; take-out baked food and beverage services; franchising services.	July 10, 2011
MMMUFFINS & DESIGN (#2)	260,655	Muffins and non-alcoholic beverages namely coffee, tea, juices, milk and hot chocolate; take-out baked food and beverage services; franchising services.	July 10, 2011

SPIN-OZA	504,184	Soups, salads, tortillas, vegetable skewers, chicken skewers, stews, rice, bagels, muffins, scones, dips, namely herb cream cheese, red pepper humus, Thai peanut sauce, cranberry sauce, pineapple dijon, babaganouj; non-dairy spreads, fruit puree spreads, cream cheeses; cookies, pies, squares namely rice bars, date nut squares, brownies, nanaimo bars, pecan squares, cakes; coffee, tea, cocoa; yogurt, dairy smoothies, namely yogurt-based dairy beverage drinks; non-dairy smoothies, namely beverages made of a blended assortment of fruits, fruit and vegetable blended drinks, namely beverages made by blending fruits and vegetables and juices, namely orange, carrot, apple, grapefruit, bananas and blends of the foregoing with other fruits, vegetables and spices, such as spinach, cucumber, celery and ginger; restaurant and take-out services.	November 17, 2013

UNITED STATES TRADEMARKS

Trademark	Reg. No.	Wares/Services	Next Renewal Date
TIMOTHY'S	2,935,716	Coffee	March 29, 2015
TIMOTHY'S WORLD COFFEE	2,937,237	Coffee	April 5, 2015
TIMOTHY'S WORLD COFFEE & DESIGN	2,937,261	Coffee	April 5, 2015
JAZZED UP DECAF	Serial No. 77/216,065	Coffee	Allowed May 6, 2008
BIG EASY BOLD	Serial No. 77/216,046	Coffee	Filed June 26, 2007