

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM496385

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/26/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SABINE'S COLLECTIONS BRANDS, LTD.		10/26/2018	Corporation: ONTARIO

RECEIVING PARTY DATA

Name:	SABINE'S COLLECTIONS LTD.
Street Address:	199 BAY STREET, 5300 COMMERCE COURT WEST
City:	TORONTO
State/Country:	CANADA
Postal Code:	M5L 1B9
Entity Type:	Corporation: ONTARIO

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	5089060	SABINE'S COLLECTIONS
Registration Number:	5093508	SABINE'S COLLECTION
Registration Number:	5288512	RUSTIC BREAD...AWESOME CRISPS!

CORRESPONDENCE DATA

Fax Number: 6129159637

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: 6129159633

Email: docket@bitlaw.com

Correspondent Name: TYSVER BECK EVANS, PLLC

Address Line 1: 225 S. 6TH STREET, SUITE 1750

Address Line 4: MINNEAPOLIS, MINNESOTA 55402

NAME OF SUBMITTER:	JAMES M. URZEDOWSKI
SIGNATURE:	/James M. Urzedowski/
DATE SIGNED:	11/01/2018

Total Attachments: 12source=Articles of Amendment - Sabine's Collections Ltd#page1.tif
source=Articles of Amendment - Sabine's Collections Ltd#page2.tif

OP \$90.00 5089060

source=Articles of Amendment - Sabine's Collections Ltd#page3.tif
source=Articles of Amendment - Sabine's Collections Ltd#page4.tif
source=Articles of Amendment - Sabine's Collections Ltd#page5.tif
source=Articles of Amendment - Sabine's Collections Ltd#page6.tif
source=Articles of Amendment - Sabine's Collections Ltd#page7.tif
source=Articles of Amendment - Sabine's Collections Ltd#page8.tif
source=Articles of Amendment - Sabine's Collections Ltd#page9.tif
source=Articles of Amendment - Sabine's Collections Ltd#page10.tif
source=Articles of Amendment - Sabine's Collections Ltd#page11.tif
source=Articles of Amendment - Sabine's Collections Ltd#page12.tif

4. The director(s) is/are:
Administrateur(s) :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Valerie Scott	194 Balsam Drive, Oakville, Ontario, Canada L6J 3X5	Yes

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Sabine's Collections Ltd.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Sabine's Collections Ltd.	002389938	2018	10	26
Sabine's Collections Brands Ltd.	002416256	2018	10	26

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

There are no such restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

Unlimited number of Common Shares;

Unlimited number of Class A Shares; and

Unlimited number of Class B Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

See attached pages 4a to 4b.

1. The holders of the Common Shares shall be entitled:
 - (a) to vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote, and at all such meetings, each holder shall be entitled to one vote in respect of each Common Share held;
 - (b) to receive, subject to the rights of the holders of the Class A Shares and Class B Shares, any dividend declared by the Corporation; and
 - (c) to receive, subject to the rights of the holders of the Class A Shares and Class B Shares, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation whether voluntary or involuntary.
2. The said Class A Shares and Class B Shares shall have attached thereto, the following rights, restrictions, conditions and limitations:
 - (a) the holders of the Class A Shares and Class B Shares shall be entitled out of any or all profits or surplus available for dividends to payment of non-fixed, non-cumulative dividends at a rate to be determined by the Directors in their discretion on the said Class A Shares and Class B Shares, such dividends to be declared and paid without preference or distinction as to the class of shares, in the discretion of the Directors;
 - (b) in the event of the liquidation, dissolution, or winding-up of the Corporation, whether voluntary or involuntary, the reduction of capital or other distribution of its assets among Shareholders by way of replacement of capital, the holders of the Class A Shares and Class B Shares shall be entitled to receive *pari passu* before any distribution of any part of the assets of the Corporation among the holders of the Common Shares of the Corporation, the amounts paid up thereon and any dividends declared thereon and unpaid and no more. The holders of the Common Shares shall receive proportionately the remaining property of the Corporation upon such dissolution, liquidation or winding-up;
 - (c) the Class A Shares and Class B Shares shall rank, both as regards dividends and repayment of capital, in priority to the Common Shares of the Corporation, but shall not confer any further right to participate in profits or assets;
 - (d) the Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A Shares and/or Class B Shares on payment for each share to be redeemed of the amount paid up thereon, together with all dividends declared thereon and unpaid; not *less* than THIRTY (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date so fixed for redemption, dividends on the Class A Shares and Class B Shares as the case may be, shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof, except, upon the surrender of

certificates for such shares, to receive payment therefor out of the monies so deposited. Upon such redemption, the Corporation shall adjust the stated capital account maintained for the shares so redeemed as provided in the Business Corporations Act (Ontario);

- (e) a holder of the Class A Shares shall be entitled to require the Corporation to redeem at any time or times all or any of the Class A Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate representing the Class A Shares which the registered holder desires to have the Corporation redeem together with a request, in writing specifying:
 - (i) that the registered holder desires to have the Class A Shares represented by such certificate redeemed by the Corporation; and
 - (ii) the business day (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Class A Shares. Requests in writing shall specify a redemption date which shall not be less than THIRTY (30) days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class A Shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the redemption date redeem such shares by paying to such registered holder an amount equal to the amount paid up thereon of the shares being redeemed plus all dividends declared thereon and unpaid. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said shares shall be redeemed on the redemption date and from and after the redemption date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class A Shares in respect thereof unless payment of the redemption price is not made on the redemption date, in which event the rights of the holders of such shares shall remain unaffected;
- (f) each holder of Class A Shares shall be entitled to receive notice of and attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one vote in respect of each Class A Share held; and
- (g) except as otherwise specifically provided in the Business Corporations Act (Ontario), the holders of the Class B Shares shall not have any voting rights for any purpose.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

a) the previous consent of the Board of Directors of the Corporation expressed by a resolution passed by the Board of Directors or by an instrument or instruments in writing signed by all the Directors; or

b) the previous consent of the holders of the shares having not less than a majority of the voting rights for the time being outstanding by a resolution passed by the Shareholders or by an instrument or instruments in writing signed by all the Shareholders having voting rights.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

None

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.


These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

SABINE'S COLLECTIONS LTD.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Tyler Matlock

Print name of signatory /
Nom du signataire en lettres moulées

Director

Description of Office / Fonction

SABINE'S COLLECTIONS BRANDS LTD.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Tyler Matlock

Print name of signatory /
Nom du signataire en lettres moulées

Director

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

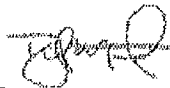
SCHEDULE "A"

Statement of Director or Officer
Under Subsection 178(2) of
the Business Corporations Act (Ontario)

I am the President of Sabine's Collections Ltd. ("SC") and the President of Sabine's Collections Brands Ltd. ("SCB"). I have conducted such examinations of the books and records of SC and SCB (the "Amalgamating Corporations") as are necessary to enable me to make this statement. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"). In my capacity as President of SC and President of SCB, I state that:

1. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation continuing from the amalgamation of the Amalgamating Corporations (the "Corporation") will be, able to pay its liabilities as they become due, and
 - (b) the realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
2. There are reasonable grounds for believing that no creditor of the Amalgamating Corporations will be prejudiced by the amalgamation.
3. No creditor of either of the Amalgamating Corporations has notified either of the Amalgamating Corporations that such creditor objects to the amalgamation.

DATED October 26, 2018.



Name: Tyler Matlock

Title: President

RESOLUTION OF THE DIRECTORS
OF
SABINE'S COLLECTIONS LTD.
(the "Corporation")

RECITALS

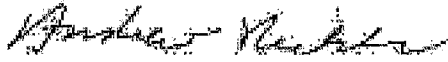
- (a) The sole shareholder of the Corporation, SPCBV Acquisition Inc., amalgamated with Backerhaus Veit Ltd. by certificate and articles of amalgamation dated October 26 under the name Backerhaus Veit Ltd. ("BV").
- (b) The Corporation and Sabine's Collections Brands Ltd. ("SCB") are wholly-owned subsidiaries of BV.
- (c) The Corporation and SCB have agreed to amalgamate under subsection 177(2) of the *Business Corporations Act* (Ontario) (the "Act") and continue as one corporation.

RESOLVED THAT

- 1. The Corporation is authorized to amalgamate with SCB under subsection 177(2) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of SCB shall be cancelled without any repayment of capital in respect of the shares. None of the shares of the Corporation shall be cancelled.
- 3. The articles of amalgamation shall be the same as the articles of the Corporation.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.
- 5. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, the stated capital of SCB shall be added to the stated capital of the Corporation.
- 6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

[remainder of page intentionally left blank]

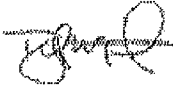
Pursuant to subsection 129(1) of the *Business Corporations Act* (Ontario), all of the directors of the Corporation, at least twenty-five percent of whom are resident Canadians, sign this resolution on October 26, 2018.



Andrew Richards



Heather Smith Thorne



Tyler Matlock



Valerie Scott