

CONSENT OF AGENCY TO CHANGE IN OWNERSHIP OF COMPANY

TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY (Cookie Commissary LLC / Tate's Wholesale, LLC Facility)

WHEREAS, the TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY, an industrial development agency and a public benefit corporation of the State of New York, having its principal office at 1 Independence Hill, 2nd Floor, Farmingville, New York 11738 (the “**Agency**”), previously provided its assistance to Cookie Commissary LLC, a limited liability company organized and existing under the laws of the State of New York, by entering into a straight lease transaction in which the Agency (i) acquired approximately 4.8 acres of land located at 62 Pine Street, East Moriches, in the Town of Brookhaven, Suffolk County, New York (further identified as Suffolk County Tax Map Number District 0200 Section 794.00 Block 03.00 Lot 008.008) (the “**Land**”), (ii) acquired, renovated and equipped an existing approximately 23,500 square foot industrial building (the “**Industrial Building**”) and acquired an existing approximately 3,200 square foot commercial building thereon (together with the Industrial Building, the “**Existing Buildings**”), and (iii) acquired, constructed and equipped an approximately 14,000 square foot addition to the existing 23,500 square foot building (the “**Addition**”; together with the Existing Buildings, the “**Improvements and Equipment**”; the Land and the Improvements and Equipment, collectively, the “**Facility**”), and leased the Facility to Cookie Commissary LLC for sublease by Cookie Commissary LLC to, and use by, Tate's Wholesale, LLC, a limited liability company organized and existing under the laws of the State of New York, for the manufacture and distribution of baked goods (the “**Project**”); and

WHEREAS, the Agency previously acquired title to the Land and Existing Buildings pursuant to a certain deed, dated November 30, 2012, from Cookie Commissary LLC to the Agency, which deed was to be recorded in the office of the Suffolk County Clerk, and leased the Land and Existing Buildings to Cookie Commissary LLC, and acquired, constructed and equipped the Addition and renovated the Industrial Building, pursuant to a certain Lease Agreement, dated as of November 1, 2012 (the “**Lease Agreement**”), between the Agency and Cookie Commissary LLC, a memorandum of which was to be recorded in the office of the Suffolk County Clerk, and which Facility was subleased by Cookie Commissary LLC to Tate's Wholesale, LLC; and

WHEREAS, in connection with Project, the Agency, Cookie Commissary LLC and Tate's Wholesale, LLC entered into a certain Payment In Lieu of Tax Agreement, dated as of November 1, 2012 (the “**PILOT Agreement**”), and a certain Recapture Agreement, dated as of November 1, 2012 (the “**Recapture Agreement**”); and

WHEREAS, the Agency previously consented, inter alia, to (i) the acquisition of 100% of the interests in Tate's Wholesale, LLC by Tate's Bake Shop, Inc., a corporation organized and existing under the laws of the State of New York and a wholly owned

subsidiary of Tate's Holding Company, a corporation organized and existing under the laws of the State of Delaware which is controlled by, and a majority of whose equity interests are owned by, Riverside Micro-Cap Fund III, L.P., a limited partnership organized and existing under the laws of the State of Delaware, and (ii) the transfer of Cookie Commissary LLC's interest in the Facility to Tate's Holding Company and the further transfer thereof by Tate's Holding Company to Tate's Wholesale, LLC; and

WHEREAS, Cookie Commissary LLC, inter alia, transferred to Tate's Holding Company its interest in and to, and Tate's Holding Company assumed the obligations of Cookie Commissary LLC under, (i) the Lease Agreement pursuant to a certain Assignment and Assumption of Lease Agreement and Consent, dated as of August 28, 2014, (ii) the PILOT Agreement pursuant to a certain Assignment and Assumption of PILOT Agreement and Consent, dated as of August 28, 2014, and (iii) the Recapture Agreement pursuant to a certain Assignment and Assumption of Recapture Agreement and Consent, dated as of August 28, 2014; and

WHEREAS, Tate's Holding Company, inter alia, transferred to Tate's Wholesale, LLC its interest in and to, and Tate's Wholesale, LLC assumed the obligations of Tate's Holding Company under, (i) the Lease Agreement pursuant to a certain Assignment and Assumption of Lease Agreement and Consent, dated as of August 28, 2014, (ii) the PILOT Agreement pursuant to a certain Assignment and Assumption of PILOT Agreement and Consent, dated as of August 28, 2014, and (iii) the Recapture Agreement pursuant to a certain Assignment and Assumption of Recapture Agreement and Consent, dated as of August 28, 2014; and

WHEREAS, the Agency, Tate's Holding Company and Tate's Bake Shop, Inc. entered into a certain Agency Compliance and Guaranty Agreement, dated August 28, 2014 (the "**Agency Compliance and Guaranty Agreement**"), providing for, inter alia, Tate's Holding Company's and Tate's Bake Shop, Inc.'s guaranty to the Agency of Tate's Wholesale, LLC's obligations under the Lease Agreement, the PILOT Agreement and the Recapture Agreement, as any of same may be amended from time to time; and

WHEREAS, the Agency and Tate's Wholesale, LLC amended the Lease Agreement pursuant to a certain letter agreement, dated August 28, 2014, and a certain Amendment of Lease Agreement, effective August 28, 2014; and

WHEREAS, Mondelēz Global LLC ("**Global**"), a limited liability company organized and existing under the laws of the State of Delaware, on behalf of itself and its parent, Mondelēz International, Inc., a corporation organized and existing under the laws of the State of Virginia and the parent of Global (together with Global, "**Mondelēz**"), Tate's Holding Company, Tate's Wholesale, LLC and Tate's Bake Shop, Inc. applied to the Agency for the Agency's consent to the acquisition by Global of one hundred percent (100%) of the issued capital stock of Tate's Holding Company; and

WHEREAS, the Agency's consent to the transfer to Global of one hundred percent (100%) of the issued capital stock of Tate's Holding Company is required under the Lease Agreement, as amended, including under Section 9.3 of the Lease Agreement; and

WHEREAS, Mondelēz, Tate's Holding Company, Tate's Wholesale, LLC and Tate's Bake Shop, Inc. requested the Agency's consent to transfer to Global of one hundred percent (100%) of the issued capital stock of Tate's Holding Company.

THE AGENCY, BY THIS INSTRUMENT HEREBY:

(1) Consents to the transfer to Global of one hundred percent (100%) of the issued capital stock of Tate's Holding Company, subject to the payment of all reasonable and documented outstanding invoices as of the date hereof of the Agency, and the Agency's transaction counsel, Weinberg, Gross & Pergament, LLP.

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The consent set forth in this Consent of Agency to Change in Ownership of Company relates only to the matters specifically consented to and authorized herein and shall not be deemed to extend to any other matter.

Dated: June 7, 2018

**TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT
AGENCY**

By: *Lisa MG Mulhgan*
Name: Lisa MG Mulhgan
Title: Chief Executive Officer

Accepted:

Mondelēz Global LLC

By: *Ellen M. Smith*
Name: Ellen M. Smith
Title: VP & Assistant Secretary

Tate's Holding Company

By: *Thomas J. Pawluk*
Name: THOMAS J. PAWLUK
Title: CFO

Tate's Wholesale, LLC

By: *Maura Mottolise*
Name: MAURA MOTTOLISE
Title: CEO

Tate's Bake Shop, Inc.

By: *Maura Mottolise*
Name: MAURA MOTTOLISE
Title: CEO