



May 23, 2018

Ms. Lisa MG Mulligan, CEO
Town of Brookhaven
Industrial Development Agency
One Independence Hill
Farmingville, New York 11738

Re: Transaction involving the commissary facility located at 62 Pine Street, East Moriches, New York (the "Facility") and owned by the Town of Brookhaven Industrial Development Agency (the "Agency").

Dear Ms. Mulligan:

As you are aware, on May 4, 2018, Mondelēz Global LLC ("Mondelēz Global"), a wholly owned subsidiary of Mondelēz International, Inc. ("Mondelēz International"), entered into a stock purchase agreement with certain persons, including Tate's Holding Company ("Tate's Holding"), Riverside Micro-Cap Fund III, L.P, the other stockholders of Tate's Holding and the optionholders of Tate's Holding, pursuant to which Mondelēz Global will acquire all of the shares of Tate's Holding (the "Transaction"). This letter shall serve as Mondelēz International's introduction to the Agency and general explanation of the Transaction, as well as a request by Mondelēz International, Mondelēz Global, Tate's Holding, Tate's Wholesale, LLC ("Tate's Wholesale") and Tate's Bake Shop, Inc. ("Tate's Bake Shop"), and collectively with Tate's Holding and Tate's Wholesale, "Tate's") for certain consents in connection with the Transaction.

Mondelēz International is one of the world's largest snack companies, with 2017 net revenues of approximately \$26 billion. Mondelēz International manufactures and markets delicious snack food and beverage products for consumers in approximately 160 countries around the world. Mondelēz International is a world leader in biscuits, chocolate, gum, candy and powdered beverages, featuring global Power Brands such as *Oreo* and *belVita* biscuits; *Cadbury Dairy Milk* and *Milka* chocolate; and *Trident* gum. Mondelēz International is a proud member of the Standard and Poor's 500, Nasdaq 100 and Dow Jones Sustainability Index.

Recognizing Tate's unique and authentic brand and truly delicious products, Mondelēz International plans to operate Tate's as a separate standalone business to nurture its entrepreneurial spirit and maintain the authenticity of the brand while providing it resources to accelerate growth. Tate's senior leadership, including CEO Maura Mottolese, will continue to run Tate's from its headquarters on Long Island, including its retail location in Southampton.

The Company will maintain the employment levels at the Facility as required under the Lease (as hereinafter defined).

At the closing of the Transaction, all of Tate's existing indebtedness will be repaid, making Tate's strongly capitalized and able to support its obligations under: (i) the Lease Agreement, dated as of November 1, 2012, by and between the Agency and Tate's Wholesale (as successor-in-interest to Cookie Commissary, LLC ("Cookie Commissary")), as amended (the "Lease"); (ii) the Payment-In-Lieu-Of-Tax Agreement, dated as of November 1, 2012, by and between the Agency and Tate's Wholesale (as successor-in-interest to Cookie Commissary); (iii) the Recapture Agreement, dated as of November 1, 2012, by and between the Agency and Tate's Wholesale (as successor-in-interest to Cookie Commissary); and (iv) the Agency Compliance and Guaranty Agreement, dated August 28, 2014, by and among the Agency, Tate's Holding and Tate's Bake Shop (the "Agency Compliance and Guaranty Agreement").

In light of the foregoing, Mondelēz International, Mondelēz Global and Tate's request that:

- (a) the Agency grant its consent to the Transaction, pursuant to the Lease; and
- (b) the Agency enter into amendments to the Lease and the Agency Compliance and Guaranty Agreement in furtherance of the foregoing purposes.¹

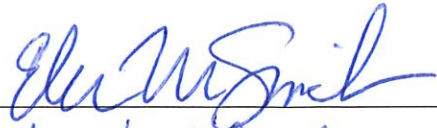
We look forward to working with you, your staff and your counsel in providing consent to the Transaction. Please feel free to contact Ellen Smith, at 973-503-2023 or ellen.smith@mdlz.com, should you have any questions or concerns or wish to arrange an in-person meeting with our representatives at your office.

[signature page follows]

¹ We contemplate that these amendments would delete references to Riverside in the Lease and the Agency Compliance and Guaranty Agreement. The PILOT Agreement and the Recapture Agreement do not contain references to Riverside and Tate's Wholesale is already the party to these agreements, so we do not anticipate that any amendments would be necessary.


Sincerely,

Mondelēz International, Inc.



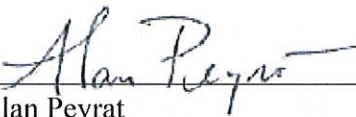
Assistant Secretary

Mondelēz Global LLC



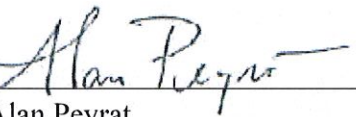
VP & Assistant Secretary

Tate's Holding Company



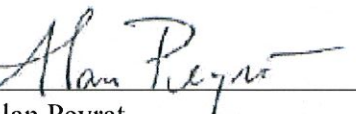
Alan Peyrat
Vice President and Secretary

Tate's Wholesale, LLC



Alan Peyrat
Vice President and Secretary

Tate's Bake Shop, Inc.



Alan Peyrat
Vice President and Secretary