

**IN THE COURT OF COMMON PLEAS
PROBATE DIVISION
MONTGOMERY COUNTY, OHIO**

IN THE MATTER OF: : Case No. 2024 TRS _____
:
MIKE-SELLS, INC. : Judge David D. Brannon

MIKE-SELLS, INC.
DEED FOR THE ASSIGNMENT FOR THE BENEFIT OF CREDITORS

This DEED OF ASSIGNMENT FOR THE BENEFIT OF CREDITORS is made by Mike-sell's, Inc. (the "Company"), an Ohio corporation with a principal place of business in Montgomery County, Ohio. The Company's wholly owned subsidiary, Mike-sell's Potato Chip Co., is an Ohio corporation with a principal place of business in Montgomery County, Ohio, and has also executed a Deed of Assignment for the Benefit of Creditors as of even date herewith. The Company, being indebted to creditors and unable to pay said debts, and pursuant to that certain Director's Action by Unanimous Written Consent in Lieu of Meeting, adopted effective as of even date herewith by the Company, desires to convey all of its property in trust for the benefit of its creditors in accordance with Ohio Revised Code Section 1313, *et seq.* and to commence an Assignment for the Benefit of Creditors in the Court of Common Pleas, Probate Division, Montgomery County, Ohio.

Now, therefore, the Company hereby grants, assigns, transfers, and sets over to MIKE-SELL'S ABC LLC, a Delaware limited liability company (the "Assignee"), for the benefit of all the Company's creditors, title to all property of any description, real and personal, along with all deeds, books and papers relating thereto, belonging to the Company, wherever the same may be situated, except such property as is by law exempt from execution; to have and to hold the same unto said Assignee in trust, to sell and dispose of said real and personal property, and to collect, sue for, and demand, receive and recover all such sums of money as may or may become due,

owing, and payable on any promissory notes, debts, choses in action, evidences of debt, claims, and demands, and then in trust to apply the proceeds arising from them as follows:

First: To pay the reasonable costs and expenses (including legal fees and court costs) of executing and administering the trust hereby created, including reasonable compensation to Assignee and its professionals for their services.

Second: To pay creditors the sums that may be due and owing to them from the Company; provided, however, that if there shall not be sufficient funds with which to pay all said debts, then the said debts are to be paid ratably and in proportion, in accordance with O.R.C. § 1313.48 and with the priorities set forth in Chapter 1313 of the Ohio Revised Code.

Third: If the proceeds shall be more than sufficient to pay and satisfy every one of the Company's creditors, then to pay and return to the Company the balance that may be left, if any, after paying all of the Company's creditors.

The Company hereby nominates, constitutes, and appoints Assignee the Company's true and lawful attorney to execute the trust hereby created, giving and granting unto said Assignee full power and authority to do and perform every act and deed and thing necessary in connection with the execution of this trust as fully and to all intents and purposes as allowed by Ohio Revised Code § 1313.01, *et seq.* and as the Company might or could do if this assignment had not been made, with full power of substitution and revocation, hereby ratifying and confirming all that Assignee or Assignee's substitute may lawfully do or cause to be done by virtue hereof.

Unless the Court shall order otherwise, Bond shall be required of the Assignee for the faithful performance of the Assignee's duties in connection with the execution of this trust as ordered by the Montgomery County Probate Court, pursuant to O.R.C. § 1313.01.



ACCEPTANCE BY ASSIGNEE

Mike-sell's ABC LLC, a Delaware limited liability company with a place of business at 4520 Cooper Road, Suite 203, Cincinnati, Ohio 45242, hereby accepts the trust created by the above instrument and agrees to faithfully perform the same.

Date: April 12, 2024

By:  _____
John P. Webb

Its: MANACOR

Prepared by:
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