

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Dippin' Dots, L.L.C.		05/18/2012	LIMITED LIABILITY COMPANY: OKLAHOMA

**RECEIVING PARTY DATA**

<b>Name:</b>	Stillwater National Bank & Trust Company
<b>Street Address:</b>	6301 Waterford Boulevard
<b>Internal Address:</b>	Suite 101
<b>City:</b>	Oklahoma City
<b>State/Country:</b>	OKLAHOMA
<b>Postal Code:</b>	73118
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 48**

Property Type	Number	Word Mark
Serial Number:	85437829	DOGGIE DOTS
Serial Number:	85529687	DOTS 'N CREAM DECADENCE
Serial Number:	85294375	D'LIGHTFUL TWIST
Serial Number:	85294345	D'LIGHTFUL CHOCOLATE
Serial Number:	85263115	DIPPIN' DOTS 2GO
Serial Number:	85238886	DIPPIN' POPS
Serial Number:	77786193	CHILLIN' AT FORTY BELOW ZERO
Serial Number:	85238877	DIPPIN' CANDY
Serial Number:	85106358	WANGO RAINBO
Serial Number:	85092477	COFFEE OF THE FUTURE
Serial Number:	78761787	DIPPIN' DOTS ICE CREAM
Serial Number:	78688882	CHERRYBERRY ICE
Serial Number:	78662101	FROZEN FROM THE INSIDE OUT

OP \$1215.00 85437829

Serial Number:	78656243	DOTWICH
Serial Number:	78608770	DOTS 'N CREAM
Serial Number:	78479690	DIPPIN' STIX
Serial Number:	78114682	
Serial Number:	78114635	
Serial Number:	78093046	DOTMAN
Serial Number:	77846719	CLUSTERZ
Serial Number:	77803158	SMACK PACK
Serial Number:	77801196	SMACK IT, THEN SNACK IT!
Serial Number:	77935792	SPOTS DOTS
Serial Number:	77776654	0 40°
Serial Number:	77776384	FORTY BELOW ZERO CLUB
Serial Number:	77578468	DIPPIN' DOTS ROCK
Serial Number:	77565743	DIPPIN' DOTS
Serial Number:	77525001	SPOOKIES 'N CREAM
Serial Number:	77364259	VANILLA OVER THE RAINBOW
Serial Number:	77354932	WILD ABOUT CHOCOLATE
Serial Number:	77282485	MINI MINT
Serial Number:	77273183	ALL 'ROUND ICE CREAM FUN
Serial Number:	77178831	DOT QUAKE
Serial Number:	77172804	ORBLETS
Serial Number:	77083003	FORTY BELOW JOE
Serial Number:	76617526	DOT DELICACIES
Serial Number:	76611547	DIPPIN' DOTS
Serial Number:	76598059	ROCKIN' RAINBOW
Serial Number:	76129752	SOLAR FREEZE
Serial Number:	76046320	
Serial Number:	75897425	DIPPIN' DOTS ICE CREAM OF THE FUTURE
Serial Number:	75303020	DIPPIN' DOTS ICE CREAM OF THE FUTURE
Serial Number:	75064842	FROZEN-DOTS-OF-FUN
Serial Number:	74721696	ARCTIC DOTS
Serial Number:	74489780	DIPPIN' DOTS ICE CREAM OF THE FUTURE
Serial Number:	74412558	SPACE DOTS
Serial Number:	74311703	ICE CREAM OF THE FUTURE
Serial Number:	73767437	DIPPIN DOTS

**TRADEMARK**

**REEL: 004797 FRAME: 0207**

Fax Number: 9185996396

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 918-592-9871

Email: debra.pascoe@crowedunlevy.com

Correspondent Name: Crowe & Dunlevy; Attn: Debra Pascoe

Address Line 1: 321 South Boston Avenue

Address Line 2: Suite 500

Address Line 4: Tulsa, OKLAHOMA 74103

ATTORNEY DOCKET NUMBER:	07016-00235
NAME OF SUBMITTER:	Debra L. Pascoe
Signature:	/Debra L. Pascoe, ACP/
Date:	06/08/2012
<b>Total Attachments: 5</b> source=Notice of Security Interest#page1.tif source=Notice of Security Interest#page2.tif source=Notice of Security Interest#page3.tif source=Notice of Security Interest#page4.tif source=Notice of Security Interest#page5.tif	

**SECURITY AGREEMENT / NOTICE OF SECURITY INTEREST  
(TRADEMARKS)**

THIS SECURITY AGREEMENT/NOTICE OF SECURITY INTEREST (TRADEMARKS) (this "Agreement") entered into as of May 18, 2012, is made by DIPPIN' DOTS, L.L.C., an Oklahoma limited liability company ("Grantor") in favor of STILLWATER NATIONAL BANK & TRUST COMPANY, a national banking association ("Bank").

WHEREAS, Grantor has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Exhibit 1, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office, as more fully set forth on Exhibit 1 (the "Trademarks"); and

WHEREAS, pursuant to the Senior Loan Agreement dated as of even date herewith (such agreement, as amended, restated, supplemented or otherwise modified from time to time, being hereinafter referred to as the "Loan Agreement") between Grantor, as borrower, and Bank, as lender, Bank has agreed to make extensions of credit to Grantor upon the terms and subject to the conditions set forth therein; and

WHEREAS, Grantor and Dippin' Dots Franchising, L.L.C., a Kentucky limited liability company, as debtors, have entered into a certain Security Agreement and Assignment dated as of even date with the Loan Agreement (the "Security Agreement"), in favor of Bank; and

WHEREAS, pursuant to the Security Agreement, Grantor has granted to Bank a continuing security interest in all right, title and interest of Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Trademark Collateral"), to secure the payment, performance and observance of the Obligations (as described in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby grants to Bank a continuing security interest in the Trademark Collateral to secure the prompt payment, performance and observance of the Obligations.

Notwithstanding the foregoing, Trademark Collateral shall exclude any Trademark in which the grant or a pledge of a security interest in and to or a Lien (as defined in the Security Agreement) on such Trademark would result in the invalidity, unenforceability, abandonment, cancellation or voiding of the same.

In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Bank with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the

terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Dippin' Dots, L.L.C., has caused this Agreement to be duly executed by its officer thereunto duly authorized as of the day and year first above written.

Grantor:

**DIPPIN' DOTS, L.L.C.,**  
an Oklahoma limited liability company

By: *Stephen S. Fischer*  
Stephen S. Fischer, President

STATE OF Oklahoma )  
COUNTY OF Oklahoma ) ss.

This instrument was acknowledged before me this <sup>9<sup>th</sup></sup> ~~17<sup>th</sup>~~ day of May, 2012, by Stephen S. Fischer, President of Dippin' Dots, L.L.C., an Oklahoma limited liability company.

*Amy P. Chavez*  
Notary Public

My Commission # 10001989 expires: 3/9/14

[SEAL]



Signature Page (Trademarks)

EXHIBIT 1 TO SECURITY AGREEMENT / NOTICE OF SECURITY INTEREST

**U.S. TRADEMARK APPLICATIONS AND REGISTRATIONS**

<b>Trademark</b>	<b>Status</b>	<b>App. No.</b>	<b>Filing Date</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
DOGGIE DOTS	Pending	85/437829	10/3/2011		
DOTS 'N CREAM DECADENCE	Pending	85/529687	1/31/2012		
D'LIGHTFUL TWIST	Pending	85/294375	4/13/2011		
D'LIGHTFUL CHOCOLATE	Pending	85/294345	4/13/2011		
DIPPIN' DOTS 2GO	Pending	85/263115	3/10/2011		
DIPPIN' POPS	Pending	85/238886	2/10/2011		
CHILLIN' AT FORTY BELOW ZERO	Pending	77/786193	7/21/2009		
DIPPIN' CANDY	Registered	85/238877	2/10/2011	4047054	10/25/2011
WANGO RAINBO	Registered	85/106358	8/12/2010	3938040	3/29/2011
COFFEE OF THE FUTURE	Registered	85/092477	7/26/2010	3937515	3/29/2011
DIPPIN' DOTS ICE CREAM & DESIGN	Registered	78/761787	11/28/2005	3212694	2/27/2007
CHERRYBERRY ICE	Registered	78/688882	8/9/2005	3462278	7/8/2008
FROZEN FROM THE INSIDE OUT	Registered	78/662101	6/30/2005	3753331	2/23/2010
DOTWICH	Registered	78/656243	6/22/2005	3095740	5/23/2006
DOTS 'N CREAM	Registered	78/608770	4/14/2005	3066863	3/7/2006
DIPPIN' STIX	Registered	78/479690	9/7/2004	3092344	5/16/2006
DESIGN ONLY	Registered	78/114682	3/13/2002	2756102	8/26/2003
DESIGN ONLY	Registered	78/114635	3/13/2002	2756101	8/26/2003
DOTMAN	Registered	78/093046	11/13/2001	2768175	9/23/2003
CLUSTERZ	Registered	77/846719	10/12/2009	3979697	6/14/2011
SMACK PACK	Registered	77/803158	8/12/2009	3962508	5/17/2011
SMACK IT, THEN SNACK IT!	Registered	77/801196	8/10/2009	3951595	4/26/2011
SPOT'S DOTS	Registered	77/935792	2/15/2010	3896370	12/28/2010
0 40° & DESIGN	Registered	77/776654	7/8/2009	3751746	2/23/2010
FORTY BELOW ZERO CLUB	Registered	77/776384	7/8/2009	3754234	3/2/2010
DIPPIN' DOTS ROCK	Registered	77/578468	9/25/2008	3615489	5/5/2009
DIPPIN' DOTS (STYLIZED)	Registered	77/565743	9/9/2008	3580467	2/24/2009
SPOOKIES 'N CREAM	Registered	77/525001	7/17/2008	3729385	12/22/2009
VANILLA OVER THE RAINBOW	Registered	77/364259	1/4/2008	3607087	4/14/2009
WILD ABOUT CHOCOLATE	Registered	77/354932	12/18/2007	3607032	4/14/2009
MINI MINT	Registered	77/282485	9/18/2007	3497379	9/2/2008
ALL 'ROUND ICE CREAM FUN	Registered	77/273183	9/6/2007	3857218	10/5/2010
DOT QUAKE	Registered	77/178831	5/11/2007	3781539	4/27/2010
ORBLETS	Registered	77/172804	5/4/2007	3581145	2/24/2009
FORTY BELOW JOE	Registered	77/083003	1/15/2007	3894147	12/21/2010
DOT DELICACIES	Registered	76/617526	10/26/2004	3083337	4/18/2006
DIPPIN' DOTS	Registered	76/611547	9/10/2004	3043871	1/17/2006

Trademark	Status	App. No.	Filing Date	Reg. No.	Reg. Date
ROCKIN' RAINBOW	Registered	76/598059	6/15/2004	3037283	1/3/2006
SOLAR FREEZE	Registered	76/129752	9/14/2000	2721967	6/3/2003
DESIGN ONLY	Registered	76/046320	5/10/2000	2592558	7/9/2002
DIPPIN' DOTS ICE CREAM OF THE FUTURE & DESIGN	Registered	75/897425	1/6/2000	2543917	3/5/2002
DIPPIN' DOTS ICE CREAM OF THE FUTURE & DESIGN	Registered	75/303020	6/4/1997	2156908	5/12/1998
FROZEN-DOTS-OF-FUN	Registered	75/064842	2/28/1996	2025721	12/24/1996
ARCTIC DOTS	Registered	74/721696	8/28/1995	1987240	7/16/1996
DIPPIN' DOTS ICE CREAM OF THE FUTURE & DESIGN	Registered	74/489780	2/14/1994	1874395	1/17/1995
SPACE DOTS	Registered	74/412558	7/15/1993	1831708	4/19/1994
ICE CREAM OF THE FUTURE	Registered	74/311703	9/8/1992	1769015	5/4/1993
DIPPIN DOTS	Registered	73/767437	12/5/1988	1551183	8/8/1989