

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| SUBMISSION TYPE: | NEW ASSIGNMENT | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|------------------------------|------------------------------------|---------------|---------------------------------|-----------------|----------------------|-------------------------|---------------|----------------------|------------------------------------|------------------------------|----------------------|--------------|-----------------------|----------------------|---------|----------------|----------------------|---------|--------------------------|----------------------|---------|------------------|
| NATURE OF CONVEYANCE: | After-Acquired Trademark Pledge and Security Agreement (First Supplemental Filing) | | | | | | | | | | | | | | | | | | | | | | | |
| CONVEYING PARTY DATA | | | | | | | | | | | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>The Paradies Shops, LLC</td> <td></td> <td>05/10/2013</td> <td>LIMITED LIABILITY COMPANY: GEORGIA</td> </tr> </tbody> </table> | | | | Name | Formerly | Execution Date | Entity Type | The Paradies Shops, LLC | | 05/10/2013 | LIMITED LIABILITY COMPANY: GEORGIA | | | | | | | | | | | | | |
| Name | Formerly | Execution Date | Entity Type | | | | | | | | | | | | | | | | | | | | | |
| The Paradies Shops, LLC | | 05/10/2013 | LIMITED LIABILITY COMPANY: GEORGIA | | | | | | | | | | | | | | | | | | | | | |
| RECEIVING PARTY DATA | | | | | | | | | | | | | | | | | | | | | | | | |
| <table border="1"> <tr> <td>Name:</td> <td>CIT Group/Business Credit, Inc.</td> </tr> <tr> <td>Street Address:</td> <td>11 West 42nd Street</td> </tr> <tr> <td>City:</td> <td>New York</td> </tr> <tr> <td>State/Country:</td> <td>NEW YORK</td> </tr> <tr> <td>Postal Code:</td> <td>10036</td> </tr> <tr> <td>Entity Type:</td> <td>CORPORATION: NEW YORK</td> </tr> </table> | | | | Name: | CIT Group/Business Credit, Inc. | Street Address: | 11 West 42nd Street | City: | New York | State/Country: | NEW YORK | Postal Code: | 10036 | Entity Type: | CORPORATION: NEW YORK | | | | | | | | | |
| Name: | CIT Group/Business Credit, Inc. | | | | | | | | | | | | | | | | | | | | | | | |
| Street Address: | 11 West 42nd Street | | | | | | | | | | | | | | | | | | | | | | | |
| City: | New York | | | | | | | | | | | | | | | | | | | | | | | |
| State/Country: | NEW YORK | | | | | | | | | | | | | | | | | | | | | | | |
| Postal Code: | 10036 | | | | | | | | | | | | | | | | | | | | | | | |
| Entity Type: | CORPORATION: NEW YORK | | | | | | | | | | | | | | | | | | | | | | | |
| PROPERTY NUMBERS Total: 6 | | | | | | | | | | | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>4126805</td> <td>COASTAL ROAST</td> </tr> <tr> <td>Registration Number:</td> <td>4123050</td> <td>COASTAL ROAST COFFEE COMPANY</td> </tr> <tr> <td>Registration Number:</td> <td>4124869</td> <td>SAY SI BON!</td> </tr> <tr> <td>Registration Number:</td> <td>4121790</td> <td>SHADES OF TIME</td> </tr> <tr> <td>Registration Number:</td> <td>4261450</td> <td>SMOKEWOOD AMERICAN GRILL</td> </tr> <tr> <td>Registration Number:</td> <td>4104879</td> <td>TECH FOR TAKEOFF</td> </tr> </tbody> </table> | | | | Property Type | Number | Word Mark | Registration Number: | 4126805 | COASTAL ROAST | Registration Number: | 4123050 | COASTAL ROAST COFFEE COMPANY | Registration Number: | 4124869 | SAY SI BON! | Registration Number: | 4121790 | SHADES OF TIME | Registration Number: | 4261450 | SMOKEWOOD AMERICAN GRILL | Registration Number: | 4104879 | TECH FOR TAKEOFF |
| Property Type | Number | Word Mark | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 4126805 | COASTAL ROAST | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 4123050 | COASTAL ROAST COFFEE COMPANY | | | | | | | | | | | | | | | | | | | | | | |
| Registration Number: | 4124869 | SAY SI BON! | | | | | | | | | | | | | | | | | | | | | | |
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| Registration Number: | 4104879 | TECH FOR TAKEOFF | | | | | | | | | | | | | | | | | | | | | | |
| CORRESPONDENCE DATA | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>Fax Number:</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Email: ipdocket@lw.com</p> <p>Correspondent Name: Latham & Watkins LLP</p> <p>Address Line 1: 650 Town Center Drive, Suite 2000</p> <p>Address Line 4: Costa Mesa, CALIFORNIA 92626</p> | | | | | | | | | | | | | | | | | | | | | | | | |

OP \$165.00 4126805

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|--|-----------------|
| ATTORNEY DOCKET NUMBER: | 040896-0048 |
| NAME OF SUBMITTER: | Rhonda DeLeon |
| Signature: | /Rhonda DeLeon/ |
| Date: | 05/21/2013 |
| Total Attachments: 4 source=Executed After-Acquired Trademark Pledge and Security Agreement#page1.tif source=Executed After-Acquired Trademark Pledge and Security Agreement#page2.tif source=Executed After-Acquired Trademark Pledge and Security Agreement#page3.tif source=Executed After-Acquired Trademark Pledge and Security Agreement#page4.tif | |

AFTER-ACQUIRED TRADEMARK PLEDGE AND SECURITY AGREEMENT
(FIRST SUPPLEMENTAL FILING)

This AFTER-ACQUIRED TRADEMARK PLEDGE AND SECURITY AGREEMENT (FIRST SUPPLEMENTAL FILING), dated as of May 10, 2013, is made by The Paradies Shops, LLC (the “Company”), and CIT Group/Business Credit, Inc., as collateral agent (in its capacity as collateral agent for the Secured Parties, the “Collateral Agent”).

WHEREAS, reference is made to that certain Pledge and Security Agreement, dated as of May 28, 2010 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Pledge and Security Agreement”), among the Company and the Collateral Agent. Capitalized terms used and not defined herein have the meanings given such terms in the Pledge and Security Agreement.

WHEREAS, pursuant to the terms of the Pledge and Security Agreement, the Company executed and delivered that certain Trademark Security Agreement, dated as of May 28, 2010 (the “Trademark Security Agreement”), to grant to the Collateral Agent for the benefit of the Secured Parties a security interest in and continuing lien on all of the Company’s right, title and interest in, to and under the Trademark Collateral (as defined in the Trademark Security Agreement) and such Trademark Security Agreement was recorded with the United States Patent and Trademark Office on June 10, 2010, Reel/Frame 004222/0583.

WHEREAS, the Company has acquired additional trademarks filed or registered with the U.S. Patent and Trademark Office, as indicated on Exhibit A attached hereto (the “Additional Marks”), and the Secured Parties and the Company desires to amend Schedule A of the Trademark Security Agreement to include the Additional Marks.

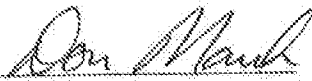
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors hereby agree as follows:

1. Schedule A. Schedule A shall be amended to include the Additional Marks. The security interest granted to the Secured Parties under the Trademark Security Agreement shall extend to the Additional Marks, and the Additional Marks shall be, and be deemed to be, part of the Trademark Collateral.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this After-Acquired Trademark Pledge and Security Agreement to be duly executed and delivered as of the date first written above.

THE PARADIES SHOPS, LLC,
a Georgia limited liability company,
as Grantor

By: 
Name: Don Marek
Title: Senior Vice President and Chief
Administrative Officer and Secretary

ACCEPTED AND AGREED
AS OF THE DATE FIRST
ABOVE WRITTEN:

THE CIT GROUP/BUSINESS CREDIT, INC.,
as Collateral Agent

By: 
Name: **ROBERT L. KLEIN**
Title: **DIRECTOR**

Exhibit A
 To
 After-Acquired Trademark Pledge and Security Agreement
 (First Supplemental Filing)

U.S. Trademarks

| Mark | International Class(es) | Application No. Filing Date | Registration No. Registration Date |
|---|-------------------------|--------------------------------|---------------------------------------|
| COASTAL ROAST | 30 | 85289349 07-APR-2011 | 4126805 10-APR-2012 |
|  | 30 | 85296082 15-APR-2011 | 4123050 03-APR-2012 |
| SAY SI BON! | 35 | 85368804 12-JUL-2011 | 4124869 10-APR-2012 |
|  | 35 | 85402038 19-AUG-2011 | 4121790 03-APR-2012 |
| SMARTSHOP | 35 | 85348781 17-JUN-2011 | |
| SMOKEWOOD AMERICAN GRILL | 43 | 85615801 03-MAY-2012 | 4261450 18-DEC-2012 |
| TECH FOR TAKEOFF | 35 | 85342843 10-JUN-2011 | 4104879 28-FEB-2012 |

STATE TRADEMARKS

| State | Mark | Class(es) | Registration No. Registration Date |
|-------|--------------|-----------|---------------------------------------|
| Utah | NOBOUNDARIES | 25 | 8327077 14-MAY-2012 |