

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM354377

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation		08/21/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Antares Capital LP		
Street Address:	500 W. Monroe Street		
Internal Address:	17th Floor		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	1302119	SHARIS	
Registration Number:	1591479	SHARI'S	
Registration Number:	3113082	AROSTA	
Registration Number:	4026791	LITESTYLES	
Registration Number:	4108345	SHARIS CAFE PIES	
Registration Number:	4108348	CAFE SHARIS PIES	
Registration Number:	4247657	BRINNERS	
Serial Number:	85859349	RUSH HOUR PIE	
Serial Number:	85859361	SHARI'S PIE SHAKE	
Serial Number:	86438991	SHARI'S CAFE CLUB	
CORRESPONDENCE DATA			
Fax Number:	3026365454		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	800-927-9801 x 62348		
Email:	jean.paterson@cscglobal.com		
Correspondent Name:	Corporation Service Company		
Address Line 1:	1090 Vermont Avenue NW, Suite 430		

CH \$265.00 1302119

Address Line 4:	Washington, D.C. 20005
ATTORNEY DOCKET NUMBER:	776585-10
NAME OF SUBMITTER:	Jean Paterson
SIGNATURE:	/jep/
DATE SIGNED:	09/09/2015
Total Attachments: 4 source=9-8-15 GE 77658-3-TM#page1.tif source=9-8-15 GE 77658-3-TM#page2.tif source=9-8-15 GE 77658-3-TM#page3.tif source=9-8-15 GE 77658-3-TM#page4.tif	

**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this "**Assignment**"), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, "**GECC**"), acting in its capacity as the current and resigning administrative agent (in such capacity, the "**Retiring Agent**") and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, "**Antares**"), acting in its capacity as the successor administrative agent (in such capacity, the "**Successor Agent**").

RECITALS:

WHEREAS, Shari's Management Corporation, a Delaware corporation, as "Grantor", and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the "**Agreements**") covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By: *H. Kinchall*
Name: _____
Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: *H. Kinchall*
Name: _____
Title: Duly Authorized Signatory

EXHIBIT A

Trademark Security Agreement dated as of October 31, 2013 and filed with the United States Patent and Trademark Office on November 1, 2013, at Reel 5143, Frame 0761.

Trademark Security Agreement dated as of May 6, 2015 and filed with the United States Patent and Trademark Office on May 6, 2015 at Reel 5511, Frame 0080.

EXHIBIT B

1. Registered Trademarks

- Shari's stylized letters® (class 42 – restaurant services; under No. 1,302,119) – registered 10/23/1984
- Shari's® (class 43 – restaurant services; under No. 1,591,479) – registered 4/10/1990
- Arosat® (class 30 – prepared coffee; under No. 3,113,082) – registered 7/4/2006
- Lifestyles® (class 43 – restaurant services; under No. 4,026,791) – registered 9/13/2011
- Shari's Café Pies® (class 30 – coffees and pies and class 43 – restaurant services; under No. 4,108,345) – registered 3/6/2012
- Café Shari's Pies® (class 43 – restaurant services; under No. 4,108,348) – registered 3/6/2012
- Brinners® (class 43 – restaurant services; under No. 4,247,657) – registered 11/20/2012

2. Trademark Applications

- Rush Hour Pie™ (class 30 – pie) – application pending (serial no. 85,859,349) – filed 2/25/2013
- Shari's Pie Shake™ (class 30 – ice cream based drinks) – application pending (serial no. 85,859,361) – filed 2/25/2013
- Shari's Café Club™ - application pending (serial no. 86,438,991) – filed 10/29/2014

3. IP Licenses

- Shari.com – registered 9/7/1995