

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: TMI38374

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Security Interest recorded at Reel 4926 Frame 0167		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Orix Corporate Capital Inc.		02/15/2024	Corporation: DELAWARE
RECEIVING PARTY DATA			
Company Name:	KARPREILLY INVESTMENTS, LLC, the Successor Agent		
Street Address:	102 Greenwich Ave., 2nd FL		
Internal Address:	c/o KarpReilly, LLC		
City:	Greenwich		
State/Country:	CONNECTICUT		
Postal Code:	06830		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 25			
Property Type	Number	Word Mark	
Registration Number:	3146946	LOOKING FOR LOVE	
Registration Number:	3767986	CUPCAKE CONCIERGE	
Registration Number:	3470246	DAD DIGS CUPCAKES	
Registration Number:	3224075		
Registration Number:	3429410	EAT TURKEY AND CUPCAKES	
Registration Number:	3416947	HOP FOR CUPCAKES	
Registration Number:	4084346	ISPRINKLES	
Registration Number:	3529714	JOY OF CUPCAKES	
Registration Number:	3434001	MOM LOVES CUPCAKES	
Registration Number:	3447554	PEACE AND CUPCAKES	
Registration Number:	3437347	RED CARPET CUPCAKE	
Registration Number:	3306772	SPRINKLES	
Registration Number:	3849382	SPRINKLES CUPCAKES	
Registration Number:	3849383	SPRINKLES CUPCAKES	
Registration Number:	3004757	SPRINKLES PALM BEACH	
Registration Number:	3470245	XOX KISSES AND CUPCAKES	
Registration Number:	3380798	YOU DESERVE CUPCAKES	
Registration Number:	4848355	SPRINKLES CUPCAKES	

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Property Type	Number	Word Mark
Registration Number:	4848356	SAY IT WITH SPRINKLES
Registration Number:	4848357	I SPRINKLES
Registration Number:	4848358	SAY IT WITH SPRINKLES
Registration Number:	2938800	SPRINKLES PALM BEACH
Registration Number:	3250609	SPRINKLES CUPCAKES
Registration Number:	3271643	SPRINKLES CUPCAKES
Registration Number:	4078799	THE ORIGINAL CUPCAKE BAKERY

CORRESPONDENCE DATA

Fax Number: 6172359493

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.

Phone: 6179517169

Email: catherine.murray@ropesgray.com

Correspondent Name: Ms. Catherine Murray

Address Line 1: Prudential Tower, 800 Boylston Street

Address Line 4: Boston, MASSACHUSETTS 02199-3600

ATTORNEY DOCKET NUMBER:	105008-0034-006
NAME OF SUBMITTER:	CATHERINE MURRAY
SIGNATURE:	CATHERINE MURRAY
DATE SIGNED:	02/21/2024

Total Attachments: 7

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**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this "**Assignment**"), dated as of February 15, 2024, is by **ORIX CORPORATE CAPITAL INC.** (individually, "**ORIX**"), acting in its capacity as the retired Administrative Agent (in such capacity, the "**Retired Agent**") and **KARPREILLY INVESTMENTS, LLC** (individually, "**KR**"), acting in its capacity as the successor Administrative Agent (in such capacity, the "**Successor Agent**").

RECITALS:

WHEREAS, SPRINKLES CUPCAKES, LLC, as "Grantor", and Retired 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;

WHEREAS, pursuant to that certain ORIX First Out Loans Payoff Letter dated as of August 7, 2023 by and among ORIX, KR, Sprinkles Cupcakes, LLC (the "**Borrower**"), and the other Loan Parties (as defined therein) party thereto (the "**Applicable Payoff Letter**"), Retired Agent resigned as Administrative Agent (such term is used herein as defined in the Credit Agreement referred to in the Applicable Payoff Letter) and Successor Agent was appointed as the successor Administrative Agent; and

WHEREAS, in connection with the Applicable Payoff Letter the parties hereto have agreed to enter into this Assignment to assign and transfer all of Retired Agent's rights, title, interest, liabilities and obligations in and to the Agreements to Successor Agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retired Agent hereby assigns and transfers to Successor Agent (and Retired Agent hereby accepts and assumes), all of Retired Agent's rights, title, interest, liabilities and obligations in and to the Agreements.

This Assignment may be executed in any number of counterparts, and telecopied signatures (or signatures delivered via electronic mail or "pdf") shall be enforceable as originals.

(Remainder of page left intentionally blank; signatures follow.)

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

RETIRED AGENT:

ORIX CORPORATE CAPITAL INC.

By: Wade Holt
Name: Wade Holt
Title: Managing Director

SUCCESSOR AGENT:

KARPREILLY INVESTMENTS, LLC

By: _____
Name: _____
Title: _____

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


RETIRED AGENT:

ORIX CORPORATE CAPITAL INC.

By: _____
Name: _____
Title: _____

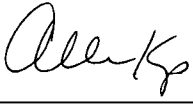
SUCCESSOR AGENT:

KARPREILLY INVESTMENTS, LLC

By:  _____
Name: Allan Karp
Title: Authorized Person

Acknowledged and Agreed:

SPRINKLES CUPCAKES, LLC

By:  _____

Name: Allan Karp

Title: Authorized Person

EXHIBIT A

Copyright Security Agreement dated as of December 19, 2012 by Borrower in favor of Retired Agent and filed with the United States Copyright Office on January 2, 2013 in Volume 3612, Document 60.

Trademark Security Agreement dated as of December 19, 2012 by Borrower in favor of Retired Agent and filed with the United States Patent and Trademark Office on December 20, 2012 at Reel 4926, Frame 0167.

Amendment No. 1 to Trademark Security Agreement dated as of August 31, 2017 by Borrower in favor of Retired Agent and filed with the United States Patent and Trademark Office on August 31, 2017 at Reel 6144, Frame 0085.

EXHIBIT B

<u>Copyrights</u>	<u>Registration Numbers</u>
Sprinkles cupcakes 2007 (calendar)	VA0001425245
Sprinkles Jingle	TXu001655843
Sprinklescupcakes.com	TX0006559624

<u>Trademarks</u>	<u>Registration/Application Numbers</u>
BOO SPOOKY CUPCAKES	3146946
CUPCAKE CONCIERGE	3767986
DAD DIGS CUPCAKES	3470246
[Design Only]	3224075
EAT TURKEY AND CUPCAKES	3429410
HOP FOR CUPCAKES	3416947
ISPRINKLES	4084346
JOY OF CUPCAKES	3529714
MOM LOVES CUPCAKES	3434001
PEACE AND CUPCAKES	3447554
RED CARPET CUPCAKE	3437347
SPRINKLES	3306772
SPRINKLES CUPCAKES	3849382
SPRINKLES CUPCAKES	3849383
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XOX KISSES AND CUPCAKES	3470245

YOU DESERVE CUPCAKES	3380798
SPRINKLES CUPCAKES	4848355
SAY IT WITH SPRINKLES	4848356
I SPINKLES	4848357
SAY IT WITH SPRINKLES	4848358
SPRINKLES PALM BEACH	2938800
SPRINKLES CUPCAKES	3250609
SPRINKLES CUPCAKES	3271643
THE ORIGINAL CUPCAKE BAKERY	4078799
SPRINKLES	4827224
CUPCAKE ATM	4351177
SPRINKLES CUPCAKES	4490529
SPRINKLES	4421764
SPRINKLES ATM	4549049
I SPRINKLES	5244178