

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rita's Water Ice Franchise Company, LLC		11/30/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	NXT Capital, LLC, as Administrative Agent
Street Address:	191 North Wacker Drive, Suite 1200
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	3941912	4TH OF GELATI
Registration Number:	3837151	CHERRY CHERRY BANG BANG
Registration Number:	1946522	BE COOL. EAT A RITA'S.
Registration Number:	3055435	BE COOL. EAT A RITA'S.
Registration Number:	1851607	RITA'S OLD FASHIONED CUSTARD
Registration Number:	1856885	RITA'S REAL ITALIAN ICES
Registration Number:	1853742	RITA'S REAL ITALIAN WATER ICE
Registration Number:	3631989	RITA'S RITA'S ICE · CUSTARD · HAPPINESS
Registration Number:	3818339	CHOCOLATE CARAMEL DREAM SUPREME
Registration Number:	3150741	MISTO
Registration Number:	3513676	RITACCINO
Registration Number:	2614810	RITA'S
Registration Number:	3521406	RITA'S ICE CUSTARD · HAPPINESS ·
Registration Number:	3521372	RITA'S ICE CUSTARD HAPPINESS

TRADEMARK

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REEL: 004671 FRAME: 0678

OP \$740.00 3941912

Registration Number:	2666458	RITA'S ICES CONES SHAKES AND OTHER COOL STUFF
Registration Number:	3845132	RITA'S ICE CUSTARD HAPPINESS COOL CATERING
Registration Number:	3877261	SLENDERITA
Registration Number:	3897687	RITA'S ICE CUSTARD HAPPINESS LIGHT LINE
Registration Number:	3897688	RITA'S ICE CUSTARD HAPPINESS LIGHT LINE
Registration Number:	2260069	MISTO
Registration Number:	3818361	COOL CATERING
Registration Number:	4028402	RITA'S ICE CUSTARD HAPPINESS
Registration Number:	3683504	BLENDINI
Registration Number:	3267319	COOL WHEELS
Registration Number:	3690472	HAVE A HAPPY DAY
Registration Number:	3710154	HAVE A HAPPY DAY
Registration Number:	2377177	
Registration Number:	3058087	SWIRLATI
Registration Number:	3109750	RITA'S SQUEEZERS

CORRESPONDENCE DATA

Fax Number: (312)863-7865
Phone: 312-201-3865
Email: sharon.patterson@goldbergkohn.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Sharon Patterson, Paralegal
Address Line 1: c/o Goldberg Kohn, 55 E. Monroe St.
Address Line 2: Ste. 3300
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	6492.060
NAME OF SUBMITTER:	Sharon Patterson
Signature:	/sharon patterson/
Date:	12/02/2011

Total Attachments: 9
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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "Agreement") made as of this 30 day of November, 2011, by Rita's Water Ice Franchise Company, LLC, a Delaware limited liability company ("Grantor"), in favor of NXT Capital, LLC, in its capacity as Administrative Agent for the Lenders party to the Credit Agreement (defined below) (herein, "Grantee"):

WITNESSETH

WHEREAS, Grantor, one or more of its affiliates, Grantee and the lenders identified therein are parties to a certain Credit Agreement of even date herewith (as the same may be amended or otherwise modified from time to time, the "Credit Agreement") providing for the extensions of credit to be made to Grantor (or one or more affiliates thereof) by Grantee and Lenders;

WHEREAS, pursuant to the terms of a certain Guarantee and Collateral Agreement of even date herewith among Grantor, one or more of its affiliates and Grantee (as the same may be amended or otherwise modified from time to time, the "Collateral Agreement"), Grantor has granted to Grantee, for the benefit of Secured Parties, a security interest in substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Collateral Agreement), together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure payment and performance of the Obligations;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Collateral Agreement. The Credit Agreement and Collateral Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Collateral Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure payment and performance of the Obligations, Grantor hereby grants to Grantee, for the benefit of Secured Parties, and hereby reaffirms its grant pursuant to the Collateral Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

[Signature page follows]

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of
the date first written above.

RITA'S WATER ICE FRANCHISE COMPANY,
LLC

By: Rita's Holdings, LLC,
its Sole Manager

By: _____

Name: Brian Crosby

Title: President

Agreed and Accepted
As of the Date First Written Above

NXT CAPITAL, LLC,
as Administrative Agent

By Amanda Ferguson
Its Vice President

SCHEDULE 1

Rita's Water Ice Franchise Company, LLC Trademark Inventory						
Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date	Renewal Date
1. 4TH OF GELATI	United States of America	77/939732	2/19/2010	3941912	4/5/2011	4/5/2021
Owner:	Rita's Water Ice Franchise Company, LLC Status: Registered					
2. CHERRY CHERRY BANG BANG	United States of America	77/883601	12/1/2009	3837151	8/24/2010	8/24/2020
Owner:	Rita's Water Ice Franchise Company, LLC Status: Registered					
3. BE COOL. EAT A RITA'S	United States of America	74/575399	9/19/1994	1946522	1/9/1996	1/9/2016
Owner:	Rita's Water Ice Franchise Company, LLC Status: Renewed					
4. BE COOL. EAT A RITA'S	United States of America	78/575667	2/25/2005	3055435	1/31/2006	1/31/2016
Owner:	Rita's Water Ice Franchise Company, LLC Status: Registered					
5. RITA'S OLD FASHIONED CUSTARD & Design	United States of America	74/374152	4/1/1993	1851607	8/30/1994	8/30/2014
Owner:	Rita's Water Ice Franchise Company, LLC Status: Renewed					
6. RITA'S REAL ITALIAN ICES & Design	United States of America	74/450150	10/25/1993	1856885	10/4/1994	10/4/2014
Owner:	Rita's Water Ice Franchise Company, LLC Status: Renewed					
7. RITA'S REAL ITALIAN WATER ICE & Design	United States of America	74/285150	6/15/1992	1853742	9/13/1994	9/13/2014
Owner:	Rita's Water Ice Franchise Company, LLC Status: Renewed					

Rita's Water Ice Franchise Company, LLC Trademark Inventory						
Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date	Renewal Date
8. RITA'S RITA'S ICE CUSTARD HAPPINESS & Design	United States of America	77/136999	3/21/2007	3631989	6/2/2009	6/2/2019
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
9. CHOCOLATE CARAMEL DREAM SUPREME	United States of America	77/911656	1/14/2010	3818339	7/13/2010	7/13/2020
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
10. MISTO	United States of America	78/660488	6/29/2005	3150741	10/3/2006	10/3/2016
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
11. RITACCINO	United States of America	77/238772	7/25/2007	3513676	10/7/2008	10/7/2018
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
12. RITA'S	United States of America	76/260745	5/22/2001	2614810	9/3/2002	9/3/2012
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
13. RITA'S ICE CUSTARD HAPPINESS & Design	United States of America	77/133246	3/16/2007	3521406	10/21/2008	10/21/2018
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
14. RITA'S ICE CUSTARD HAPPINESS & Design	United States of America	77/118992	2/28/2007	3521372	10/21/2008	10/21/2018
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
15. RITA'S ICES CONES SHAKES AND OTHER COOL STUFF & Design	United States of America	76/384274	3/12/2002	2666458	12/24/2002	12/24/2012
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				

Rita's Water Ice Franchise Company, LLC Trademark Inventory						
Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date	Renewal Date
16. RITA'S ICE CUSTARD HAPPINESS COOL CATERING Word & Design	United States of America	77/931843	2/9/2010	3845132	9/7/2010	9/7/2020
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
17. SLENDERITA	United States of America	77/309648	10/22/2007	3877261	11/16/2010	11/16/2020
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
18. RITA'S ICE CUSTARD HAPPINESS LIGHT LINE	United States of America	77/636882	12/19/2008	3897687	12/28/2010	12/28/2020
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
19. RITA'S ICE CUSTARD HAPPINESS LIGHT LINE Word & Design	United States of America	77/636886	12/19/2008	3897688	12/28/2010	12/28/2020
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
20. MISTO	United States of America	75/306418	6/10/1997	2260069	7/6/1999	7/6/2019
Owner: Rita's Water Ice Franchise Company, LLC		Status: Renewed				
21. COOL CATERING	United States of America	77/922230	1/28/2010	3818361	7/13/2010	7/13/2020
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
22. RITA'S ICE CUSTARD HAPPINESS	United States of America	85/240423	2/11/2011	4028402	9/20/2011	9/20/2021
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				
23. BLENDINI	United States of America	77/030160	10/26/2006	3683504	9/15/2009	9/15/2019
Owner: Rita's Water Ice Franchise Company, LLC		Status: Registered				

Rita's Water Ice Franchise Company, LLC Trademark Inventory						
Trademark	Country	Application No.	Filing Date	Registration No.	Registration Date	Renewal Date
24. COOL WHEELS	United States of America	77/005430	9/22/2006	3267319	7/24/2007	7/24/2017
Owner: Rita's Water Ice Franchise Company, LLC Status: Registered						
25. HAVE A HAPPY DAY	United States of America	77/579664	9/26/2008	3690472	9/29/2009	9/29/2019
Owner: Rita's Water Ice Franchise Company, LLC Status: Registered						
26. HAVE A HAPPY DAY	United States of America	77/579684	9/26/2008	3710154	11/10/2009	11/10/2019
Owner: Rita's Water Ice Franchise Company, LLC Status: Registered						
27. Canopy Design Only	United States of America	75/694665	4/29/1999	2377177	8/15/2000	8/15/2020
Owner: Rita's Water Ice Franchise Company, LLC Status: Renewed						
28. SWIRLATTI	United States of America	76/585540	4/7/2004	3058087	2/7/2006	2/7/2016
Owner: Rita's Water Ice Franchise Company, LLC Status: Registered						
29. RITA'S SQUEEZERS	United States of America	76585541	4/7/2004	3109750	6/27/2006	
Owner: Rita's Water Ice Franchise Company, LLC Status: Registered						
30. RITA'S ICE CUSTARD HAPPINESS	United States of America	85240423	2/11/2011	4028402	9/20/2011	
Owner: Rita's Water Ice Franchise Company, LLC Status: Registered						

