

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM357363

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: 30

Property Type	Number	Word Mark
Registration Number:	2736495	A FRESH WAY OF MAKING PIZZA.
Serial Number:	86166699	A FRESH WAY OF MAKING PIZZA
Serial Number:	85938889	C.Y.O. CREATE YOUR OWN
Registration Number:	2186254	DELITE
Registration Number:	3339186	DELITE
Registration Number:	4451217	FAVES
Registration Number:	2815887	HAND MADE HOME BAKED
Registration Number:	4137870	HANDMADE. HOME BAKED.
Registration Number:	4145311	HANDMADE. HOME BAKED.
Registration Number:	4222983	HEARTBAKER
Registration Number:	4157809	JOIN THE TAKE 'N' BAKE REVOLUTION
Registration Number:	3676208	MAKE IT A MEAL
Registration Number:	4164027	MINI MURPH
Registration Number:	1609982	MURPHY'S PIZZA
Registration Number:	3211275	
Registration Number:	3405204	
Registration Number:	1837441	PAPA ALDO'S
Registration Number:	1983341	PAPA MURPHY'S

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2875107	PAPA MURPHYS HAND MADE HOME BAKED
Registration Number:	3961116	PAPA MURPHY'S PIZZA
Registration Number:	4131041	PAPA MURPHY'S PIZZA
Registration Number:	3148456	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Registration Number:	3148460	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Registration Number:	3192303	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Registration Number:	3148457	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Registration Number:	3148464	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Registration Number:	3148461	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Registration Number:	1447787	PAPA'S FAVORITE
Registration Number:	2924995	PAPA-RONI
Registration Number:	3518907	WE CAN DO THAT

CORRESPONDENCE DATA

Fax Number: 3026365454

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: 800-927-9801 x 62348

Email: jean.paterson@cscglobal.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER: 817922-50

NAME OF SUBMITTER: Jean Paterson

SIGNATURE: /jep/

DATE SIGNED: 10/05/2015

Total Attachments: 6

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**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, Papa Murphy’s International LLC, a Delaware limited liability company, 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 Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By: H. Rinehart
Name: Hedi Rinehart
Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: H. Rinehart
Name: Hedi Rinehart
Title: Duly Authorized Signatory

IP Assignment (PMI)

**TRADEMARK
REEL: 005637 FRAME: 0276**

EXHIBIT A

Trademark Security Agreement recorded with the United States Patent and Trademark Office on August 29, 2014 at Reel 5354, Frame 0579.




Assignment of Intellectual Property Security Agreement (PMI)








TRADEMARK
REEL: 005637 FRAME: 0277

EXHIBIT B

See attached.

**SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT**

Mark	Example	Jurisdiction	Serial No.	Application Date	Registration No.	Registration Date
A FRESH WAY OF MAKING PIZZA	Words	United States	76/449969	9/16/2002	2,736,495	7/15/2003
A FRESH WAY OF MAKING PIZZA	Words	United States	86166699	1/15/2014		
C.Y.O. CREATE YOUR OWN		United States	85/938889	5/21/2013		
deLITE	<i>deLITE</i>	United States	75/049890	1/29/1996	2,186,254	9/1/1998
DELITE	Words	United States	77/166876	4/26/2007	3,339,186	11/20/2007
FAVES	Words	United States	85/920760	5/1/2013	4,451,217	12/17/2013
HAND MADE HOME BAKED	Words	United States	76/450664	9/18/2002	2815887 Supp Reg	2/17/2004
HANDMADE. HOME BAKED.	Words	United States	85/291726	4/11/2011	4,137,870	5/8/2012
HANDMADE. HOME BAKED.	Words	United States	85/292262	4/11/2011	4,145,311	5/22/2012
HEARTBAKER	Words	United States	85/380454	7/25/2011	4,222,983	10/9/2012
JOIN THE TAKE 'N' BAKE REVOLUTION	Words	United States	85/451,472	10/19/2011	4,157,809	6/12/2012
MAKE IT A MEAL	Words	United States	77673193	2/18/2009	3,676,208	9/1/2009
MINI MURPH	Words	United States	85/451,478	10/19/2011	4,164,027	6/26/2012
MURPHY'S PIZZA	Words	United States	73/834845	10/30/1989	1,609,982	8/14/1990
OPEN OVEN DESIGN		United States	78/871519	4/27/2006	3,211,275	2/20/2007
OPEN OVEN DESIGN B&W		United States	77266035	8/28/2007	3,405,204	4/1/2008
PAPA ALDO'S	Words	United States	74/398644	6/7/1993	1,837,441	5/24/1994

Mark	Example	Jurisdiction	Serial No.	Application Date	Registration No.	Registration Date
PAPA MURPHY'S	Words	United States	74/525546	5/17/1994	1,983,341	7/2/1996
PAPA MURPHY'S HAND MADE HOME BAKED		United States	78/321855	10/31/2003	2,875,107	8/17/2004
PAPA MURPHY'S PIZZA (black & white with design)		United States	85/109,299	8/17/2010	3,961,116	5/17/2011
PAPA MURPHY'S PIZZA (color with design)		United States	85/373,794	7/18/2011	4,131,041	4/24/2012
PAPA MURPHY'S TAKE 'N' BAKE PIZZA (stylized and/or with design)		United States	78/732882	10/13/2005	3,148,456	9/26/2006
PAPA MURPHY'S TAKE 'N' BAKE PIZZA (stylized and/or with design)		United States	78/732994	10/13/2005	3,148,460	9/26/2006
PAPA MURPHY'S TAKE 'N' BAKE PIZZA (stylized and/or with design)	Words	United States	78/733017	10/13/2005	3,192,303	1/2/2007
PAPA MURPHY'S TAKE 'N' BAKE PIZZA (with design)		United States	78/732933	10/13/2005	3,148,457	9/26/2006
PAPA MURPHY'S TAKE 'N' BAKE PIZZA (standard characters)	Words	United States	78/733027	10/13/2005	3,148,464	9/26/2006
PAPA MURPHY'S TAKE 'N' BAKE PIZZA (stylized and/or with design)		United States	78/733008	10/13/2005	3,148,461	9/26/2006
PAPA'S FAVORITE	Words	United States	73/596,946	5/5/1986	1,447,787	
PAPA-RONI	Words	United States	78/268908	6/30/2003	2,924,995	2/8/2005
WE CAN DO THAT	Words	United States	77/120369	3/1/2007	3,518,907	10/21/2008

* Registration is pending. Serial number and filing date provided.

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