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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Proceeding	91194188
Party	Defendant Sprinkles Cupcakes, Inc.
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Attachments	Applicant's Motion for Leave to Amend Answer.pdf ( 14 pages )(393768 bytes ) H Hire Declaration ISO Motion for Leave to Amend Answer.pdf ( 3 pages ) (87925 bytes ) Ex.A.pdf ( 5 pages )(176242 bytes ) Ex.B.pdf ( 21 pages )(1091057 bytes ) Ex.C.pdf ( 2 pages )(623538 bytes ) Ex.D.pdf ( 2 pages )(805161 bytes ) Ex.E.pdf ( 2 pages )(886832 bytes ) Ex.F.pdf ( 3 pages )(109684 bytes ) Ex.G.pdf ( 27 pages )(2656383 bytes ) Ex.H.pdf ( 2 pages )(369121 bytes ) Ex.I.pdf ( 2 pages )(324541 bytes ) Ex.J.pdf ( 2 pages )(399298 bytes ) Ex.K.pdf ( 9 pages )(480524 bytes ) Ex.L.pdf ( 10 pages )(399560 bytes ) Ex.M.pdf ( 2 pages )(193612 bytes ) C Nelson Decl.pdf ( 26 pages )(1430281 bytes )

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Soft Serve, Inc. d/b/a/ Sprinkles,	)	
	)	<b>Opposition No. 91194188</b>
	)	Opposition No. 91195669
Opposer,	)	Opposition No. 91195985
	)	Opposition No. 91195986
v.	)	Opposition No. 91196035
	)	Opposition No. 91196061
Sprinkles Cupcakes, Inc.,	)	Opposition No. 91196087
	)	
Applicant.	)	Cancellation No. 92053109
	)	Cancellation No. 92054376
	)	Cancellation No. 92054401
	)	

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**APPLICANT’S MOTION FOR LEAVE TO AMEND ANSWER**

Pursuant to Trademark Trial and Appeal Board Manual of Procedure § 507, and Federal Rule of Civil Procedure 15, Applicant Sprinkles Cupcakes, LLC (“Sprinkles”), successor-in-interest to Sprinkles Cupcakes, Inc., requests leave to amend its Answers to the Notices of Opposition and Petitions for Cancellation in the above-cited proceedings to add the affirmative defense of unclean hands, and to re-allege the affirmative defenses of laches, waiver, acquiescence, and estoppel with further factual basis in support of them. Applicant’s proposed First Amended and Consolidated Answer is attached to the Declaration of Hollis Beth Hire (“Hire Decl.”) as Exhibit A.<sup>1</sup>

**I. BACKGROUND**

**A. Sprinkles’ National, Upscale Reputation**

Sprinkles is the first U.S. cupcake bakery, founded in 2004 in Beverly Hills. *See*

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<sup>1</sup> Sprinkles further notes that because of a recent conversion from a Texas corporation to a Delaware limited liability company, Sprinkles Cupcakes, LLC, successor-in-interest to Sprinkles Cupcakes, Inc., is now the owner of all contested applications and registrations. The conversion was recorded at the U.S. Patent and Trademark Office on December 12, 2012. Hire Decl. ¶ 2, Exh. B. The First Amended and Consolidated Answer reflects this change in party name.

Declaration of Charles Nelson in Support of Applicant's June 11, 2012 Opposition to Opposer's Motion for Summary Judgment ("Nelson Decl.") ¶ 2, resubmitted here for convenience.

Through its dedicated efforts in marketing and promoting its high-quality products and consumer experience, Sprinkles has built a loyal and passionate international following. The cupcakes have been featured on numerous national television shows including *The Oprah Winfrey Show*, *The Martha Stewart Show*, *The Today Show*, *Good Morning America*, *Nightline*, *Access Hollywood* and *Entertainment Tonight*. Sprinkles has also been featured in major publications such as *The Washington Post*, *The New York Times*, *The Los Angeles Times*, *Time*, *People*, *InStyle*, *Bon Appetit*, *Gourmet* and *Travel & Leisure*. Nelson Decl. ¶ 3, Exh. A. Sprinkles has expanded to 11 other cupcake bakery locations: in addition to its flagship Beverly Hills store, Sprinkles has opened in Los Angeles, Newport Beach, Palo Alto, Dallas, Scottsdale, Houston, Chicago, La Jolla, Washington, D.C., New York, and Kuwait. *Id.* ¶ 4; Hire Decl. ¶ 3. Williams-Sonoma began selling Sprinkles' cupcake mixes in their stores (including more than a dozen stores in the Washington DC area) and on the Williams-Sonoma website in 2006. Nelson Decl. ¶ 9. Sprinkles has also received significant national media attention for opening the first Cupcake ATM, which delivers Sprinkles' cupcakes often to long lines of devoted fans at all times, day or night. Hire Decl. ¶ 4, Exh. C. In the spring of 2012, Sprinkles expanded its Beverly Hills location to include a long-planned ice cream store. *Id.*, ¶ 5.

#### **B. Sprinkles' Innovative Marketing Campaigns**

Sprinkles has a robust online presence, with a designer website and active social media activity via its Facebook and Twitter accounts. The Facebook page at [www.facebook.com/sprinkles](http://www.facebook.com/sprinkles) has over 400,000 fans. Hire Decl. ¶ 6, Exh. D. The Twitter account at [www.twitter.com/sprinkles](http://www.twitter.com/sprinkles) (@Sprinkles) has over 100,000 followers. *Id.*, ¶ 7, Exh. E. Sprinkles is heavily engaged with its fans and followers, soliciting new ideas for flavors and locations, and announcing new promotions and products. Nelson Decl. ¶ 11; Hire Decl. ¶ 8, Exh. F. At the forefront of Sprinkles' social media campaigns is the "whisper" promotion. *Id.*; Hire Decl. ¶ 9, Exh. G. Sprinkles launched this promotion in May 2009, when it sent its

Facebook fans updates to let them know: “Happy Sunday! The next ten people who whisper ‘Sprinkles Addict’ when ordering at each Sprinkles will receive a free red velvet!” –May 3, 2009. Hire Decl. ¶ 9, Exh. G. Since then, Sprinkles has distributed such promotions multiple times a month. *Id.* Sometimes the promotion is based on a particular holiday or event, and sometimes it is just an arbitrary or whimsical word or phrase to say to the cashier to receive free cupcakes. For example, in October 2009, Sprinkles offered the following promotions through its Facebook page and Twitter account:

- Sprinkles is excited to open in Chicago in 2010! The first 50 people to whisper “Chicago” at each Sprinkles receive a free “C” red velvet! – October 1, 2009
- Sprinkles pumpkin contains ginger, clove, nutmeg and cinnamon spices. First 25 people to whisper “fragrant” receive a free pumpkin cupcake! –October 2, 2009
- October is National Dessert Month! The first 50 people to whisper “dessert” at each Sprinkles receive a free red velvet! –October 4, 2009
- Sprinkles is excited to open in Houston in 2010! The first 50 people to whisper “Houston” at each Sprinkles receive a free Texan vanilla! –October 5, 2009
- Super rich! The first 50 people to whisper “ganache” at each Sprinkles receive a free triple chocolate cupcake - Belgian dark chocolate cake topped with bittersweet chocolate frosting and chocolate ganache! –October 13, 2009
- We're close to picking Sprinkles BFF! The first 70 people to whisper “70,000” at each Sprinkles receive a free cupcake of their choice! –October 15, 2009
- Happy Sweetest Day! The first 50 people to whisper “sugar rush” at each Sprinkles receive a free cupcake of their choice! –October 17, 2009
- Jurassic Cupcakes! The first 25 people to give us their scariest “RAWR!” at each Sprinkles receive a free dino vanilla cupcake! –October 18, 2009
- Caramel apple is here! The first 50 people to whisper “BOO!” at each Sprinkles receive a free caramel apple cupcake! –October 23, 2009

*Id.* This month of promotions is representative of the whisper promotions that Sprinkles has offered since launching the program, and still offers to the present: (“Fall in love with Sprinkles! Buy one cupcake, get one free. Just whisper ‘love at first bite!’” –February 12, 2013). *Id.*

Sprinkles has been recognized for its innovative social media marketing campaigns. The

*Los Angeles Times* featured Sprinkles in a 2009 article “Facebook Becoming Big Friend of Small Business.” Hire Decl. ¶ 8, Exh. F. Sprinkles has also developed Twitter accounts for each of its store locations, using the location name (or an abbreviation) after “Sprinkles”: @SprinklesDallas, @SprinklesNY, @SprinklesDC, @SprinklesBH, etc. *Id.*, ¶ 10.

### **C. Sprinkles’ Registered Trademark Rights**

The first of Sprinkles’ trademark applications were filed on August 2, 2005: Registration No. 3,250,609 issued on June 12, 2007 for SPRINKLES CUPCAKES for “bakery goods” in Class 30 and “retail stores featuring baked goods” in Class 35; Registration No. 3,271,643 issued on July 31, 2007 for SPRINKLES CUPCAKES and Design, for the same goods and services.

In 2009, Sprinkles acquired further rights to the SPRINKLES mark for ice cream and baked goods. These rights date back to the mid-1980s, and also include two incontestable trademark registrations: Registration No. 2,938,800 filed on November 13, 2002 and issued on April 5, 2005 for SPRINKLES OF PALM BEACH for “ice cream”; and SPRINKLES PALM BEACH and Design for “ice cream” in Class 30, and Registration No. 3,004,757, filed on July 16, 2003 and issued October 4, 2005 for “Retail store services featuring ice cream” in Class 35.

### **D. Soft Serve’s Neighborhood Ice Cream Shop**

Opposer Soft Serve, Inc. (“Soft Serve”) owns a single, neighborhood ice cream shop in Potomac, Maryland. Beginning in 1989, the shop was an I Can’t Believe It’s Yogurt franchise, but when Soft Serve lost the franchise it adopted the name Sprinkles. As Sprinkles discussed in detail in its June 11, 2012 opposition to Soft Serve’s summary judgment motion, there is no documentary evidence of the name change before 2004, but Soft Serve claims that its use of the “Sprinkles” name began in 2002. Soft Serve has sold baked goods common to ice cream shops – primarily donuts and bagels. Hire Decl. ¶ 11, Exh. H.

On March 12, 2010, Soft Serve filed the first of 10 opposition and cancellation actions against Sprinkles. Soft Serve does not own any trademark registrations or applications, and bases its claims on common-law rights alone. Soft Serve did not contact or otherwise attempt to

enforce rights against Sprinkles before March 12, 2010. *Id.* Sprinkles disputes these actions based on priority, as Sprinkles claims rights well before Soft Serve’s 2004 apparent first use (or even the 2002 claimed first use) of the SPRINKLES mark. Sprinkles also disputes that there is any likelihood of confusion between its national, super-premium brand and Soft Serve’s local ice cream shop.

**E. Soft Serve’s Recent Conduct to Encourage Confusion in the Marketplace**

Since approximately 2009, when Sprinkles announced plans to open a store in Washington DC, Soft Serve has turned its focus to the sale of cupcakes. When changing its name from I Can’t Believe It’s Yogurt to Sprinkles, Soft Serve ordered and posted an exterior sign, displaying a stylized SPRINKLES with a melting ice cream cone forming the “L” and an umbrella forming the “I”. Hire Decl. ¶ 11, Exh. H. The sign also listed offerings from the store: “ice cream, donuts, frozen yogurt, bagels, espresso.” *Id.* In or about 2009, Soft Serve supplemented the sign; on a second sign hanging prominently from the original sign is the word “Cupcakes”:



*Id.*, ¶ 13, Exh. I.

Significantly, since filing the action against Sprinkles, Soft Serve has also begun promoting the cupcakes available at the store with more prominent point-of-sale displays, including a menu of cupcake offerings taped to the counter. *Id.*, ¶ 14, Exh. J.

Most strikingly, recently Soft Serve also started mimicking Sprinkles' social media campaigns. Soft Serve launched its Facebook and Twitter presence in February 2011. *Id.*, ¶¶ 15-16, Exh. K-L. Soft Serve selected "SprinklesDMV"<sup>2</sup> as the usernames and page names for these social media sites, employing the same format that Sprinkles uses for its individual store sites: the Sprinkles name followed by an abbreviation for the location.<sup>3</sup> Through these sites, Soft Serve focuses primarily on promoting cupcakes rather than ice cream or other products, has distributed promotions nearly identical to Sprinkles' whisper campaigns, and has referred to its products as "Sprinkles cupcakes" on numerous occasions, including these examples:

- Having a party? Sprinkles cupcakes \$1.59 each when you pre-order. Minimum 18 cupcakes. Thru November. –November 6, 2011
- Friday: Come to Sprinkles today and be one of the first ten to say "I would like a Sprinkles cupcake a la mode", to receive one free! –March 11, 2011
- Today: The first ten visitors to ask "do Met Opera lovers love Sprinkles Red Velvet Cupcake yogurt?" receive a free pint of the same! –February 26, 2011
- The next ten visitore [sic] who say "I'll gladly pay you Tuesday for a cupcake today" receive a free "Sprinkles" cupcake! –February 24, 2011
- Today: The next ten visitors who say "give me something hot that's really cool" get a free Sprinkles cupcake! –February 23, 2011
- Be among the next ten to say "have a heart" when ordering a dozen Sprinkles cupcakes for Valentines [sic] Day and pay just \$14! –February 13, 2011.
- First ten at Sprinkles to ask if Red Velvet is a cupcake or an ice cream receive a free sundae today! –March 22, 2011
- Today at Sprinkles, say you prefer your veggies in a cupcake to receive a free carrot cake, while they last! –April 20, 2011

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<sup>2</sup> The term "DMV" can be used to refer to the DC, Maryland, Virginia area.

<sup>3</sup> Soft Serve also used the same format for its website, which it launched in the later half of 2012 at [www.sprinklespotomac.com](http://www.sprinklespotomac.com). Hire Decl. ¶ 17, Exh. M.

- If you order ahead a dozen cupcakes from Sprinkles any time this month, you receive six extra cupcakes free. –September 17, 2011
- Free espresso or scoop of ice cream with cupcake purchase today at Sprinkles; just ask! –April 28, 2012
- Order a dozen cupcakes from Sprinkles a day ahead and receive 18 for the same price-works out to \$1.59 a piece - thru April! –April 3, 2012
- Ask for your free 4 oz ice cream or espresso when you purchase a cupcake at Sprinkles today! –April 3, 2012

Hire Decl. ¶¶ 15-16, Exh. K-L.

Soft Serve has undertaken these efforts to encourage confusion in the marketplace. This conduct is the basis for an unclean hands affirmative defense, and Soft Serve’s delay in taking any action against Sprinkles further provides the basis for affirmative defenses of laches, waiver, acquiescence, and estoppel.

## II. LEGAL STANDARD

The Board routinely grants leave to amend a pleading when there is no prejudice to the opposing party. *See* Fed. R. Civ. P. 15(a)(2); TBMP § 507; 37 CFR § 2.107(a); *Focus 21 Int’l Inc. v. Pola Kasei Kogyo Kabushiki Kaisha*, 22 U.S.P.Q.2d 1316, 1318 (T.T.A.B. 1992) (citing *Flatley v. Trump*, 11 U.S.P.Q.2d 1284, 1286 (T.T.A.B. 1989)). In practice, the Board typically grants leave to amend before the opening of the first trial period, though “[c]onsistent with Fed. R. Civ. P. 15(a), the Board liberally grants leave to amend pleadings at **any stage** of the proceeding when justice requires, unless entry of the proposed amendment would violate settled law or be prejudicial to the rights of the adverse party.” *Zanella Ltd. v. Nordstrom Inc.*, 90 U.S.P.Q.2d 1758, 1759 (T.T.A.B. 2008) (emphasis added). Amendment of pleadings in a TTAB proceeding is consistent with the manner of amendment under the Federal Rule of Civil Procedure. *See* TBMP § 507 (“Pleadings in an opposition proceeding against an application filed under section 1 or 44 of the Act may be amended in the same manner and to the same extent as in a civil action in a United States district court. . .”), 37 CFR § 2.115 (“Pleadings in a cancellation proceeding may be amended in the same manner and to the same extent as in a civil

action in a United States district court.”). Such amendments include amending an answer to add affirmative defenses. *See TBC Corp. v. Grand Prix Ltd.*, 12 U.S.P.Q.2d 1311, 1314 (T.T.A.B. 1989) (granting leave to amend answer to add affirmative defenses).

In determining whether to grant leave to amend pleadings, the Board asks whether: (1) the proposed affirmative defenses are adequately pled; and (2) whether the other party would be unduly prejudiced by the amendments. *See Harley Int’l LLC v. Volta*, 82 U.S.P.Q.2d 1339, 1341 (T.T.A.B. 2007) (granting leave to amend when party moved to amend pleadings prior to the trial period and the record indicated no prejudice); *Focus 21*, 22 U.S.P.Q.2d at 1318 (when granting leave to amend the Board does not consider whether claims will ultimately be successful, only whether a sufficient basis has been set forth for the claim); *Fair Indigo LLC v. Style Conscience*, 85 U.S.P.Q.2d 1536, 1539 (T.T.A.B. 2007) (“ . . . under the notice pleading rules applicable to this proceeding opposer is only required to state a valid claim.”).

Prior to trial, the Board typically grants leave to add adequately pled claims and defenses. *Focus 21*, 22 U.S.P.Q.2d at 1318 (“The motion to amend was filed prior to opening of petitioner's testimony period and thus the discovery period may be reopened without undue prejudice to respondent.”). Even in cases where the moving party has delayed in bringing forth the claims or defenses, the Board grants leave to amend when delay has occurred but has not caused prejudice. *See Am. Express Mktg & Dev. Corp. v. Gilad Dev. Corp.*, 94 U.S.P.Q.2d 1294, 1297 (T.T.A.B. 2010) (finding substantial delay not to be prejudicial). Further, delay is calculated from the discovery of the facts leading to the claim or defense, and therefore does not apply when the request concerns new claims or defenses that were revealed during discovery in the present action. *See Karsten Mfg. Corp. v. Editoy AG*, 79 U.S.P.Q.2d 1783, 1786 (T.T.A.B. 2006) (motion for leave to amend pleading granted because grounds for new claim was learned during discovery); *Focus 21*, 22 U.S.P.Q.2d at 1318 (no prejudice or delay when factual basis for pleading was not known until discovery period); *Nordstrom*, 90 U.S.P.Q.2d at 1759 (“we find the claim to have been promptly made, inasmuch as it is based on information applicant obtained from discovery [two months before motion to amend]”).

Here, the affirmative defenses are adequately pled and would cause no prejudice to Soft Serve. There has been no delay in bringing forth the affirmative defenses; the conduct giving rise to the unclean hands defense was not only revealed during the discovery period but also occurred as recently as the discovery period. For the reasons set forth in detail below, Sprinkles should be granted leave to amend its Answers to add affirmative defenses for unclean hands, laches, waiver, acquiescence, and estoppel.

### **III. LEAVE TO AMEND SHOULD BE GRANTED**

#### **A. The Amendments Are Adequately Pled**

In its proposed First Amended and Consolidated Answer, the affirmative defense for unclean hands states: “This action is barred by the doctrine of unclean hands, by virtue of Opposer’s efforts from 2009 to the present to encourage confusion in the minds of consumers. Such conduct includes emphasis of cupcake offerings in signage, point-of-sale displays, and advertising, mimicry of Applicant’s social media promotions, and reference to ‘Sprinkles cupcakes’ products in advertising.”

For the affirmative defense of laches, the proposed First Amended and Consolidated Answer states: “The Notices of Opposition and Petitions for Cancellation are barred by the doctrine of laches, by virtue of the delay in asserting rights against Applicant, given constructive notice of Applicant’s rights since at least as early as 2007, and, on information and belief, actual notice of Applicant’s rights for a time well before Opposer took action to assert rights against Applicant.” The affirmative defense for waiver, acquiescence, and estoppel states: “The Notices of Opposition and Petitions for Cancellation are barred by the doctrines of waiver, acquiescence, and estoppel, by virtue of the delay in asserting rights against Applicant and waiver of Applicant’s rights and acquiescence in Applicant’s use since constructive notice of Applicant’s rights at least as early as 2007, and, on information and belief, actual notice of Applicant’s rights for a time well before Opposer took action to assert rights against Applicant.”

This level of detail is well beyond the “notice pleading” standard required for claims and defenses. *See* TBMP § 311.02(b) (“The elements of a defense should be stated simply,

concisely, and directly.”) The TBMP dictates that “the pleading should include enough detail to give the plaintiff fair notice of the basis.” *Id.* Here, the pleading itself – as well as the opposition to the summary judgment motion and the present motion – give Soft Serve more than enough information to understand the basis of these defenses.

**B. Soft Serve Would Not Be Prejudiced By the Amendments, But Sprinkles Would Be Prejudiced If the Amendments Are Not Allowed**

“Prejudice is the touchstone of the inquiry under Rule 15(a).” *Eminence Capital, LLC v. Aspeon, Inc.*, 316 F.3d 1048, 1052 (9th Cir. 2003) (quotation omitted). There is clearly no prejudice to Soft Serve, nor is this amendment any surprise to Soft Serve, given that the allegations underlying the claims for unclean hands were raised in Sprinkles’ June 11, 2012 opposition to Soft Serve’s summary judgment motion. The defenses of laches, waiver, acquiescence, and estoppel were all present from the beginning of each action, as Sprinkles included them in the original Answer for each action.<sup>4</sup>

The proposed amendments involve issues that are at the center of Soft Serve’s claims against Sprinkles in this action. Soft Serve is alleging likelihood of confusion in the marketplace. If Sprinkles proves that Soft Serve is encouraging confusion in the marketplace, such confusion – if any exists – could be a product of Soft Serve’s inappropriate conduct. The unclean hands defense would then apply. *See SunAmerica Corp. v. Sun Life Assurances Co. of Can.*, 77 F.3d 1325, 1336 n.4 (11th Cir. 1996) (“The district court should not enter injunctive relief that rewards a senior user that has intentionally created inevitable confusion in order to revive its claim from estoppel, after acquiescing in a competitor's use of a mark while that competitor establishes goodwill in the mark . . . we are confident that district courts will be able

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<sup>4</sup> Sprinkles’ original affirmative defenses for laches, waiver, acquiescence, and estoppel were stricken by the Board *sua sponte* in an order dated March 13, 2012. Because the defenses were stricken, the Board denied Sprinkles’ request to take discovery on these issues at that time. As Soft Serve’s summary judgment motion was pending, the action was suspended on August 26, 2011, and remained suspended through the time the defenses were stricken, until the order denying the summary judgment motion was issued on December 20, 2012.

to fashion injunctive relief that avoids the unjust enrichment of a predatory senior user.”); *see also* *Lovely Skin v. Ishkat Skin Prods. LLC*, 105 U.S.P.Q.2d 1427, 1431 (D. Neb. 2012) (recognizing that a junior user encouraging confusion could form the basis of an unclean hands defense); *Citizens Fin. Grp., Inc. v. Citizens Nat’l Bank of Evans City*, 383 F.3d 110, 130-31 (3d Cir. 2004) (same). While amendment would not force Soft Serve to confront any new issues, denying leave to amend would prejudice Sprinkles.

Where, as here, granting leave to amend confers no prejudice upon Soft Serve and denying leave to amend risks prejudice to Sprinkles, Soft Serve will be unable to carry its burden of demonstrating prejudice sufficient to deny leave to amend. *See Hip Hop Beverage Corp. v. RIC Representacoes Importacao e Comercio Ltda.*, 220 F.R.D. 614, 622 (C.D. Cal. 2003) (finding no prejudice where “the issues contained in [the] proposed claims are substantially related to the issues contained in [the] Plaintiffs’ Complaint”).

### **C. There Has Been No Undue Delay**

Sprinkles has not delayed in seeking leave to amend to add the affirmative defense of unclean hands and supplement the previously pled defenses of laches, waiver, acquiescence, and estoppel. For the defense of unclean hands, the evidence giving rise to the defense was only revealed during the discovery period. Much of the information discovered has come from Sprinkles’ own investigation – Soft Serve has not produced any of the cupcake-centric signage or any social media print-outs. Sprinkles learned of these events and included the argument in its opposition to Soft Serve’s motion for summary judgment. At the time, the action was suspended pending the resolution of the summary judgment motion. *See* Board Order of August 26, 2011. The action was suspended from August 26, 2011 until the summary judgment motion was denied, and proceedings resumed, on December 20, 2012, only 2 months ago. The discovery period is still ongoing – until February 22, 2013. *See* Board Order of December 20, 2012. The first trial period is not set to start until April 23, 2013. *Id.*

As this motion is brought well before the start of the testimony periods – and even during the discovery period – there is no undue delay here. *See Focus 21*, 22 U.S.P.Q.2d at 1318 (“The

motion to amend was filed prior to opening of petitioner's testimony period and thus the discovery period may be reopened without undue prejudice to respondent.”). Moreover, leave to amend should be granted when facts giving rise to the claims or defenses only presented themselves during the discovery period. See TBMP § 507.02(a) (citing *Karsten Mfg. Corp*, 79 U.S.P.Q.2d at 1786 (motion for leave to amend pleading granted because grounds for new claim was learned during discovery)); see also *Focus 21, 22* U.S.P.Q.2d at 1318 (no prejudice or delay when factual basis for pleading was not known until discovery period); *Nordstrom*, 90 U.S.P.Q.2d at 1759 (“we find the claim to have been promptly made, inasmuch as it is based on information applicant obtained from discovery [two months before motion to amend]”). Sprinkles has brought this motion promptly after resumption of the action and well before the start of the testimony periods.

In any event, delay – even when unjustified– is not sufficient reason to deny leave to amend. See *Howey v. U.S.*, 481 F.2d 1187, 1190-92 (9th Cir. 1973) (denial of motion for leave to amend complaint held to be an abuse of discretion even though the motion was made five years after the original complaint was filed and “the [moving party] gave no reason for its lengthy delay”); *Hurn v. Ret. Fund Trust of Plumbing, Heating & Piping Indus. of So. Calif.*, 648 F.2d 1252, 1254-55 (9th Cir. 1981) (holding that “[d]elay alone does not provide sufficient grounds for denying leave to amend” and that denial of motion for leave to amend was an abuse of discretion even though the motion was made two years after the original complaint was filed).

As there is no undue delay here, and as Soft Serve is not prejudiced by the proposed amendments, Sprinkles’ motion for leave to amend should be granted.

#### **IV. CONCLUSION**

For the foregoing reasons, Sprinkles respectfully requests that the Board grant its Motion for Leave to Amend Answer so Sprinkles may add the affirmative defense of unclean hands and supplement its defenses of laches, waiver, acquiescence, and estoppel, and allow the First Amended and Consolidated Answer attached as Exhibit A to the Hire Decl. to be submitted.

Sprinkles further requests that it be granted additional time (60 days) to take discovery on

the affirmative defenses, in particular time and leave to take a deposition of Soft Serve proprietor Tom Orban, to probe further about his marketing and promotion of cupcakes.

Sprinkles also requests that the consolidated action be suspended pending disposition of this motion, so the issues can be resolved before the parties are required to prepare for trial.

Dated: February 21, 2013

Respectfully submitted,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

By:   
\_\_\_\_\_  
John L. Slafsky  
Hollis Beth Hire

Attorneys for Applicant  
SPRINKLES CUPCAKES, LLC

**CERTIFICATE OF SERVICE**

I, Elvira Minjarez, declare:

I am employed in Santa Clara County. I am over the age of 18 years and not a party to the within action. My business address is Wilson Sonsini Goodrich & Rosati, 650 Page Mill Road, Palo Alto, California 94304-1050.

I am readily familiar with Wilson Sonsini Goodrich & Rosati's practice for collection and processing of correspondence for mailing with the United States Postal Service. In the ordinary course of business, correspondence would be deposited with the United States Postal Service on this date.

On this date, I served the following:

1. **APPLICANT'S MOTION FOR LEAVE TO AMEND ANSWER**
2. **DECLARATION OF HOLLIS BETH HIRE IN SUPPORT OF MOTION FOR LEAVE TO AMEND ANSWER**
3. **DECLARATION OF CHARLES E. NELSON II**

on each person listed below, by placing the document(s) described above in an envelope addressed as indicated below, which I sealed. I placed the envelope(s) for collection and mailing with the United States Postal Service on this day, following ordinary business practices at Wilson Sonsini Goodrich & Rosati.

Thomas J. Vande Sande  
Timothy Harker  
Hall & Vande Sande, LLC  
10220 River Road, Suite 200  
Potomac, MD 20854

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed at Palo Alto, California on February 21, 2013.

  
Elvira Minjarez

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Soft Serve, Inc. d/b/a/ Sprinkles,	)	
	)	<b>Opposition No. 91194188</b>
	)	Opposition No. 91195669
Opposer,	)	Opposition No. 91195985
	)	Opposition No. 91195986
v.	)	Opposition No. 91196035
	)	Opposition No. 91196061
Sprinkles Cupcakes, Inc.,	)	Opposition No. 91196087
	)	
Applicant.	)	Cancellation No. 92053109
	)	Cancellation No. 92054376
	)	Cancellation No. 92054401
	)	

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**DECLARATION OF HOLLIS BETH HIRE IN SUPPORT OF  
MOTION FOR LEAVE TO AMEND ANSWER**

1. I am an attorney at Wilson Sonsini Goodrich & Rosati, P.C., counsel for Applicant/Respondent Sprinkles Cupcakes, LLC (“Sprinkles”), successor-in-interest to Sprinkles Cupcakes, Inc., in this matter. I have personal knowledge of the facts in this declaration, and, if called as a witness, I could competently testify to them.

2. A true and correct copy of documents showing the conversion from Sprinkles Cupcakes, Inc., a Texas corporation to Sprinkles Cupcakes LLC, a Delaware LLC, as well as the recordal of such documents with the U.S. Patent and Trademark Office, is attached as Exhibit B.

3. I am informed and believe that since Mr. Nelson signed his declaration in June 2012, new Sprinkles Cupcakes locations have opened in Los Angeles and in Kuwait.

4. Sprinkles has received significant national media attention for opening the first Cupcake ATM, which delivers Sprinkles’ cupcakes 24-hours a day. I am informed that there are often long lines of customers at the Cupcake ATM. A true and correct copy of a printed page from Sprinkles’ website discussing the Cupcake ATM is attached as Exhibit C.

5. In May 2012, Sprinkles expanded its Beverly Hills location to include an ice cream store.
6. A true and correct copy of the first page of Sprinkles' Facebook page, showing that it has over 400,000 fans, is attached as Exhibit D.
7. A true and correct copy of the first page of Sprinkles' Twitter feed, showing that it has over 100,000 followers, is attached as Exhibit E.
8. A true and correct copy of an October 27, 2009 article titled "Facebook Becoming Big Friend of Small Business." printed from the Los Angeles Times website on February 21, 2013 is attached as Exhibit F.
9. A true and correct copy of printed pages from Sprinkles' Facebook page showing updates from 2009-2013 are attached as Exhibit G. These printed pages show that Sprinkles distributed "whisper campaign" promotions, where a customer can get a free product for whispering a particular phrase or word to the cashier at the Sprinkles store, on average, multiple times a month. On February 12, 2013, sprinkles distributed this message to its fans and followers: "Buy one cupcake, get one free. Just whisper 'love at first bite!'"
10. Sprinkles maintains Twitter accounts for each of its store locations. For the locations, Sprinkles uses the term "Sprinkles" followed by the location name or an abbreviation of the Sprinkles name. Sprinkles maintains the following Twitter accounts for its store locations: @SprinklesBH, @SprinklesNewprt, @SprinklesLJolla, @SprinklesAZ, @SprinklesHoustrn, @SprinklesDallas, @SprinklesChicag, @SprinklesNY, @SprinklesDC, and @SprinklesGrove (for the store at the Grove shopping center in Los Angeles).
11. A true and correct copy of a photograph depicting Soft Serve's exterior sign as produced to Sprinkles on August 26, 2010 is attached as Exhibit H. The sign shows the SPRINKLES name, with an umbrella in the place of an "I" and a melting ice cream cone in the place of an "L." The sign further states the offerings at the store as: "ice cream, donuts, frozen yogurt, bagels, espresso."

12. I am informed and believe that Soft Serve did not contact or otherwise attempt to enforce rights against Sprinkles before March 12, 2010.

13. I am informed that in approximately 2009, when Sprinkles first announced plans to open a store in Washington DC, Soft Serve supplemented its existing exterior sign with an additional sign displaying the word “cupcakes.” A true and accurate copy of a photograph depicting the exterior sign with the newer “cupcakes” sign is attached as Exhibit I.

14. I am informed that since filing the action against Sprinkles, Soft Serve has begun displaying a menu of cupcake offerings taped to the counter at the store. A true and correct copy of a photograph of the cupcake menu is attached as Exhibit J.

15. A true and correct copy of Soft Serve’s Facebook page, showing that the first update to the account was posted on February 8, 2011, is attached as Exhibit K.

16. A true and correct copy of Soft Serve’s Twitter feed, showing that the first Tweet from the account was sent on February 1, 2011, is attached as Exhibit L.

17. A true and correct copy of the WHOIS record showing Soft Serve’s registration of the [www.sprinklespotomac.com](http://www.sprinklespotomac.com) domain name on July 18, 2012 is attached as Exhibit M. Soft Serve now maintains a website at this domain name.

I declare under penalty of perjury that the foregoing is true and correct. Executed at Los Angeles, California on February 21, 2013.



---

Hollis Beth Hire

# **EXHIBIT A**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Soft Serve, Inc. d/b/a/ Sprinkles,	)	
	)	<b>Opposition No. 91194188</b>
	)	Opposition No. 91195669
Opposer,	)	Opposition No. 91195985
	)	Opposition No. 91195986
v.	)	Opposition No. 91196035
	)	Opposition No. 91196061
Sprinkles Cupcakes, LLC,	)	Opposition No. 91196087
	)	
Applicant.	)	Cancellation No. 92053109
	)	Cancellation No. 92054376
	)	Cancellation No. 92054401
	)	

---

**APPLICANT’S FIRST AMENDED AND CONSOLIDATED  
ANSWER TO NOTICES OF OPPOSITION AND PETITIONS TO CANCEL**

Sprinkles Cupcakes, LLC (“Applicant”), successor-in-interest to Sprinkles Cupcakes, Inc., through its undersigned attorneys, hereby submits this First Amended and Consolidated Answer to the Notices of Opposition and Petitions for Cancellation filed by Soft Serve, Inc. d/b/a Sprinkles (“Opposer”) in the above-mentioned proceeding. Unless expressly admitted herein, each allegation contained in the Notices of Opposition and Petitions for Cancellation is denied.

**Regarding the Notices of Opposition:**

1. Applicant lacks information sufficient to admit or deny the allegations of Paragraph 1 of the Notices of Opposition, and therefore denies the allegations.
2. Applicant lacks information sufficient to admit or deny the allegations of Paragraph 2 of the Notices of Opposition, and therefore denies the allegations.
3. Applicant lacks information sufficient to admit or deny the allegations of Paragraph 3 of the Notices of Opposition, and therefore denies the allegations.
4. Applicant lacks information sufficient to admit or deny the allegations of Paragraph 4 of the Notices of Opposition, and therefore denies the allegations.

5. Applicant denies the allegations of Paragraph 5 of the Notices of Opposition, particularly insofar as Applicant has acquired enforceable legal rights from a third party.

6. Applicant denies the allegations of Paragraph 6 of the Notices of Opposition.

7. Applicant admits that it is the owner of the listed application. Applicant denies the remaining allegations of Paragraph 7 of the Notices of Opposition.

8. Applicant denies the allegations of Paragraph 8 of the Notices of Opposition.

9. Applicant denies the allegations of Paragraph 9 of the Notices of Opposition.

10. Applicant denies the allegations of Paragraph 10 of the Notices of Opposition.

11. This paragraph was stricken by Board Order on September 21, 2011. To the extent any allegations in Paragraph 11 remain, Applicant denies the allegations of Paragraph 11 of the Notices of Opposition.

12. Applicant denies the allegations of Paragraph 12 of the Notices of Opposition.

**Regarding the Petitions for Cancellation:**

13. Applicant denies the allegations of Paragraph 1 of the Petitions for Cancellation.

14. This paragraph was stricken from the Petition to Cancel in Proceeding No. 92053109. To the extent any allegations in Proceeding No. 92053109 remain, and to the extent these allegations remain in the other consolidated cancellation actions, Applicant denies the allegations of Paragraph 2 of the Petitions for Cancellation.

**First Affirmative Defense**

15. The Notices of Opposition and Petitions for Cancellation fail to set forth facts sufficient to entitle Opposer to the relief sought.

**Second Affirmative Defense**

16. The Notices of Opposition and Petitions for Cancellation are barred by the doctrine of laches, by virtue of the delay in asserting rights against Applicant, given constructive notice of Applicant's rights since at least as early as 2007, and, on information and belief, actual notice of Applicant's rights for a time well before Opposer took action to assert rights against Applicant.

**Third Affirmative Defense**

17. The Notices of Opposition and Petitions for Cancellation are barred by the doctrines of waiver, acquiescence, and estoppel, by virtue of the delay in asserting rights against Applicant and waiver of Applicant's rights and acquiescence in Applicant's use since constructive notice of Applicant's rights at least as early as 2007, and, on information and belief, actual notice of Applicant's rights for a time well before Opposer took action to assert rights against Applicant.

**Fourth Affirmative Defense**

18. As between the parties, Applicant has superior rights to the SPRINKLES mark and variations thereof. *See, e.g.*, Reg. Nos. 2938800 and 3004757.

**Fifth Affirmative Defense**

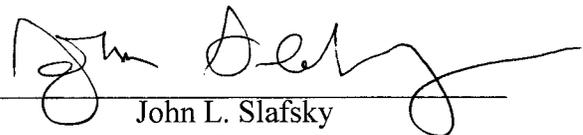
19. This action is barred by the doctrine of unclean hands, by virtue of Opposer's efforts from 2009 to the present to encourage confusion in the minds of consumers. Such conduct includes emphasis of cupcake offerings in signage, point-of-sale displays, and advertising, mimicry of Applicant's social media promotions, and reference to "Sprinkles cupcakes" products in advertising.

Dated: February 21, 2013

Respectfully submitted,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

By: \_\_\_\_\_



John L. Slafsky  
Hollis Beth Hire

Attorneys for Applicant  
SPRINKLES CUPCAKES, LLC

Please address all communications concerning this proceeding to:

John L. Slafsky  
Hollis Beth Hire  
Wilson Sonsini Goodrich & Rosati  
650 Page Mill Road  
Palo Alto, California 94304-1050  
Telephone: (650) 493-9300  
Fax: (650) 493-6811  
trademarks@wsgr.com

# **EXHIBIT B**

**Kahn, Cecilia**

---

**From:** PTAS [ptas@uspto.gov]  
**Sent:** Friday, December 14, 2012 4:52 AM  
**To:** Trademarks; Kahn, Cecilia  
**Cc:** Trademarks; dclarkdr  
**Subject:** Assignment Notice of Recordation (WUID: 900241076)  
**Attachments:** Notice.pdf; CoverSheet.tif

Please find attached the Notice of Recordation and the corresponding TIFF image of the first page of the coversheet submitted to the Assignment Recordation Branch.

-----  
WUID: 900241076  
DOCKET NUMBER: 32524-008/CK9  
FIRST ASSIGNEE: Sprinkles Cupcakes, LLC  
SOURCE: PTAS  
-----

PLEASE NOTE: This is an unmonitored email address. In the event you need to contact the Assignment Recordation Branch, please email [assign@uspto.gov](mailto:assign@uspto.gov) or call (571) 272-3350.

The United States Patent and Trademark Office Mail Stop: Assignment Recordation Branch PO Box 1450 Alexandria, VA 22313

This message contains information that may be confidential and privileged. Unless you are the addressee (or authorized to receive mail for the addressee), you should not use, copy or disclose to anyone this message or any information contained in this message. If you have received this message in error, please advise the Assignment Recordation Branch by e-mail and delete this message. Thank you for your cooperation.



**UNITED STATES PATENT AND TRADEMARK OFFICE**

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND  
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

DECEMBER 14, 2012

PTAS

WILSON SONSINI GOODRICH & ROSATI  
650 PAGE MILL ROAD  
PALO ALTO, CA 94304

**900241076**

UNITED STATES PATENT AND TRADEMARK OFFICE  
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT RECORDATION BRANCH OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE ASSIGNMENT RECORDATION BRANCH AT 571-272-3350. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, MAIL STOP: ASSIGNMENT RECORDATION BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 12/12/2012

REEL/FRAME: 4917/0935  
NUMBER OF PAGES: 4

BRIEF: CONVERSION FROM A TEXAS CORPORATION TO A DELAWARE LIMITED LIABILITY COMPANY WITH CONCURRENT NAME CHANGE FROM SPRINKLES CUPCAKES, INC. TO SPRINKLES CUPCAKES, LLC

DOCKET NUMBER: 32524-008/CK9

ASSIGNOR:  
SPRINKLES CUPCAKES, INC.

DOC DATE: 12/04/2012  
CITIZENSHIP: TEXAS  
ENTITY: CORPORATION

ASSIGNEE:  
SPRINKLES CUPCAKES, LLC  
  
422 NORTH LA CIENEGA BOULEVARD  
LOS ANGELES, CALIFORNIA 90048

CITIZENSHIP: DELAWARE  
ENTITY: LIMITED LIABILITY COMPANY

SERIAL NUMBER: 76529862  
REGISTRATION NUMBER: 3004757  
MARK: SPRINKLES PALM BEACH

FILING DATE: 07/16/2003  
REGISTRATION DATE: 10/04/2005

DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S) / LETTER(S) / NUMBER(S)

SERIAL NUMBER: 77106034 FILING DATE: 02/13/2007  
REGISTRATION NUMBER: 3416946 REGISTRATION DATE: 04/29/2008  
MARK: BOO SPOOKY CUPCAKES  
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S) / LETTER(S)  
/NUMBER(S)

SERIAL NUMBER: 77106037 FILING DATE: 02/13/2007  
REGISTRATION NUMBER: 3429410 REGISTRATION DATE: 05/20/2008  
MARK: EAT TURKEY AND CUPCAKES  
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S) / LETTER(S)  
/NUMBER(S)

SERIAL NUMBER: 77106046 FILING DATE: 02/13/2007  
REGISTRATION NUMBER: 3416947 REGISTRATION DATE: 04/29/2008  
MARK: HOP FOR CUPCAKES  
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S) / LETTER(S)  
/NUMBER(S)

SERIAL NUMBER: 77106050 FILING DATE: 02/13/2007  
REGISTRATION NUMBER: 3529714 REGISTRATION DATE: 11/11/2008  
MARK: JOY OF CUPCAKES  
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S) / LETTER(S)  
/NUMBER(S)

SERIAL NUMBER: 77106053 FILING DATE: 02/13/2007  
REGISTRATION NUMBER: 3434001 REGISTRATION DATE: 05/27/2008  
MARK: MOM LOVES CUPCAKES  
DRAWING TYPE: AN ILLUSTRATION DRAWING WITH WORD(S) /LETTER(S)/ NUMBER(S) IN  
STYLIZED FORM

SERIAL NUMBER: 77106057 FILING DATE: 02/13/2007  
REGISTRATION NUMBER: 3447554 REGISTRATION DATE: 06/17/2008  
MARK: PEACE AND CUPCAKES  
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S) / LETTER(S)  
/NUMBER(S)

SERIAL NUMBER: 77106061 FILING DATE: 02/13/2007  
REGISTRATION NUMBER: 3470245 REGISTRATION DATE: 07/22/2008  
MARK: XOX KISSES AND CUPCAKES  
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S) / LETTER(S)  
/NUMBER(S)

SERIAL NUMBER: 77106064 FILING DATE: 02/13/2007  
REGISTRATION NUMBER: 3470246 REGISTRATION DATE: 07/22/2008  
MARK: DAD DIGS CUPCAKES  
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S) / LETTER(S)  
/NUMBER(S)

SERIAL NUMBER: 77188330 FILING DATE: 05/23/2007  
REGISTRATION NUMBER: 3437347 REGISTRATION DATE: 05/27/2008  
MARK: RED CARPET CUPCAKE  
DRAWING TYPE: STANDARD CHARACTER MARK

SERIAL NUMBER: 77195398 FILING DATE: 06/01/2007  
REGISTRATION NUMBER: 3380798 REGISTRATION DATE: 02/12/2008  
MARK: YOU DESERVE CUPCAKES  
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S) / LETTER(S)  
/NUMBER(S)

SERIAL NUMBER: 77293370 REGISTRATION NUMBER: 3767986 MARK: CUPCAKE CONCIERGE DRAWING TYPE: STANDARD CHARACTER MARK	FILING DATE: 10/01/2007 REGISTRATION DATE: 03/30/2010
SERIAL NUMBER: 77770532 REGISTRATION NUMBER: MARK: SPRINKLESMOBILE DRAWING TYPE: STANDARD CHARACTER MARK	FILING DATE: 06/29/2009 REGISTRATION DATE:
SERIAL NUMBER: 77770541 REGISTRATION NUMBER: MARK: SPRINKLES DRAWING TYPE: STANDARD CHARACTER MARK	FILING DATE: 06/29/2009 REGISTRATION DATE:
SERIAL NUMBER: 77775082 REGISTRATION NUMBER: 3849382 MARK: SPRINKLES CUPCAKES DRAWING TYPE: STANDARD CHARACTER MARK	FILING DATE: 07/06/2009 REGISTRATION DATE: 09/21/2010
SERIAL NUMBER: 77775088 REGISTRATION NUMBER: 3849383 MARK: SPRINKLES CUPCAKES DRAWING TYPE: STANDARD CHARACTER MARK	FILING DATE: 07/06/2009 REGISTRATION DATE: 09/21/2010
SERIAL NUMBER: 77802907 REGISTRATION NUMBER: 4084346 MARK: ISPRINKLES DRAWING TYPE: STANDARD CHARACTER MARK	FILING DATE: 08/12/2009 REGISTRATION DATE: 01/10/2012
SERIAL NUMBER: 77858599 REGISTRATION NUMBER: MARK: SPRINKLES CUPCAKES DRAWING TYPE: STANDARD CHARACTER MARK	FILING DATE: 10/27/2009 REGISTRATION DATE:
SERIAL NUMBER: 77866405 REGISTRATION NUMBER: MARK: SAY IT WITH SPRINKLES DRAWING TYPE: STANDARD CHARACTER MARK	FILING DATE: 11/05/2009 REGISTRATION DATE:
SERIAL NUMBER: 77868765 REGISTRATION NUMBER: MARK: I LOVE SPRINKLES DRAWING TYPE: STANDARD CHARACTER MARK	FILING DATE: 11/09/2009 REGISTRATION DATE:
SERIAL NUMBER: 77870009 REGISTRATION NUMBER: MARK: I SPRINKLES DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S) / LETTER(S) /NUMBER(S)	FILING DATE: 11/11/2009 REGISTRATION DATE:
SERIAL NUMBER: 77872012 REGISTRATION NUMBER: MARK: SAY IT WITH SPRINKLES DRAWING TYPE: STANDARD CHARACTER MARK	FILING DATE: 11/13/2009 REGISTRATION DATE:
SERIAL NUMBER: 78184899 REGISTRATION NUMBER: 2938800 MARK: SPRINKLES OF PALM BEACH DRAWING TYPE: TYPESET WORD(S) /LETTER(S) /NUMBER(S)	FILING DATE: 11/13/2002 REGISTRATION DATE: 04/05/2005

SERIAL NUMBER: 78684122  
REGISTRATION NUMBER: 3250609  
MARK: SPRINKLES CUPCAKES  
DRAWING TYPE: STANDARD CHARACTER MARK

FILING DATE: 08/02/2005  
REGISTRATION DATE: 06/12/2007

SERIAL NUMBER: 78684128  
REGISTRATION NUMBER: 3271643  
MARK: SPRINKLES CUPCAKES  
DRAWING TYPE: AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S) / LETTER(S)  
/NUMBER(S)

FILING DATE: 08/02/2005  
REGISTRATION DATE: 07/31/2007

SERIAL NUMBER: 78684130  
REGISTRATION NUMBER: 3224075  
MARK:  
DRAWING TYPE: AN ILLUSTRATION DRAWING WITHOUT ANY WORDS(S) / LETTER(S)  
/NUMBER(S)

FILING DATE: 08/02/2005  
REGISTRATION DATE: 04/03/2007

SERIAL NUMBER: 78829040  
REGISTRATION NUMBER: 3306772  
MARK: SPRINKLES  
DRAWING TYPE: STANDARD CHARACTER MARK

FILING DATE: 03/03/2006  
REGISTRATION DATE: 10/09/2007

SERIAL NUMBER: 85003101  
REGISTRATION NUMBER: 4078799  
MARK: THE ORIGINAL CUPCAKE BAKERY  
DRAWING TYPE: STANDARD CHARACTER MARK

FILING DATE: 03/31/2010  
REGISTRATION DATE: 01/03/2012

SERIAL NUMBER: 85562704  
REGISTRATION NUMBER:  
MARK: ACM  
DRAWING TYPE: STANDARD CHARACTER MARK

FILING DATE: 03/07/2012  
REGISTRATION DATE:

SERIAL NUMBER: 85562717  
REGISTRATION NUMBER:  
MARK: CUPCAKE ATM  
DRAWING TYPE: STANDARD CHARACTER MARK

FILING DATE: 03/07/2012  
REGISTRATION DATE:

ASSIGNMENT RECORDATION BRANCH  
PUBLIC RECORDS DIVISION

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion from a Texas corporation to a Delaware limited liability company with concurrent name change from Sprinkles Cupcakes, Inc. to Sprinkles Cupcakes, LLC

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sprinkles Cupcakes, Inc.		12/04/2012	CORPORATION: TEXAS

RECEIVING PARTY DATA

<b>Name:</b>	Sprinkles Cupcakes, LLC
<b>Street Address:</b>	422 North La Cienega Boulevard
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90048
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Serial Number:	85562704	ACM
Serial Number:	77106034	BOO SPOOKY CUPCAKES
Serial Number:	85562717	CUPCAKE ATM
Serial Number:	77293370	CUPCAKE CONCIERGE
Serial Number:	77106064	DAD DIGS CUPCAKES
Serial Number:	78684130	
Serial Number:	77106037	EAT TURKEY AND CUPCAKES
Serial Number:	77106046	HOP FOR CUPCAKES
Serial Number:	77868765	I LOVE SPRINKLES
Serial Number:	77870009	I SPRINKLES
Serial Number:	77802907	ISPRINKLES
Serial Number:	77106050	JOY OF CUPCAKES
Serial Number:	77106053	MOM LOVES CUPCAKES

CH \$765.00 85562704

# Delaware

PAGE 1

*The First State*

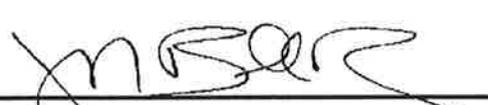
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS CORPORATION UNDER THE NAME OF "SPRINKLES CUPCAKES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SPRINKLES CUPCAKES, INC." TO "SPRINKLES CUPCAKES, LLC", FILED IN THIS OFFICE ON THE FOURTH DAY OF DECEMBER, A.D. 2012, AT 8:30 O'CLOCK A.M.



5251725 8100V

121289633

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0032091

DATE: 12-04-12

SC002572

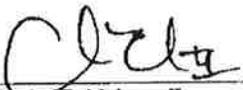
State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:39 AM 12/04/2012  
FILED 08:30 AM 12/04/2012  
SRV 121289633 - 5251725 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A TEXAS CORPORATION TO A  
DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1. The jurisdiction where the Corporation first formed is the State of Texas.
2. The jurisdiction immediately prior to filing this Certificate is the State of Texas.
3. The date the Corporation first formed is December 31, 2009.
4. The name of the Corporation immediately prior to filing this Certificate is Sprinkles Cupcakes, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Sprinkles Cupcakes, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 3rd  
day of December, 2012.

SPRINKLES CUPCAKES, INC.

By:   
Charles E. Nelson, II  
President

**Kahn, Cecilia**

---

**From:** etas-server@uspto.gov  
**Sent:** Wednesday, December 12, 2012 1:10 PM  
**To:** Trademarks; Kahn, Cecilia  
**Subject:** Assignment confirmation receipt ID:TM253719  
**Attachments:** EASTM253719.html

ELECTRONIC TRADEMARK ASSIGNMENT SYSTEM (ETAS) CONFIRMATION RECEIPT

The USPTO has received a Trademark Assignment submitted through the Electronic Trademark Assignment System (ETAS). This is the only acknowledgement of receipt that will be transmitted for this ETAS submission. The submission may not be recalled.

After review by Assignment Services Division personnel a Notice of Recordation/Non-Recordation will be returned via fax. USPTO will attempt to fax to the number provided in the submission; fax failures will be delivered via US Postal Service to the Correspondence Address provided in the submission.

If a communication from the Assignment Services Division has not been received within 60 days of your confirmation receipt contact the Assignment Services Division Customer Service Desk at 571-272-3350 or send an e-mail to [etas@uspto.gov](mailto:etas@uspto.gov).

If you have a technical question, comment or concern about your ETAS submission call 571-272-3350 during business hours or e-mail to [etas@uspto.gov](mailto:etas@uspto.gov). Please have your ETAS receipt ID which is 'EASTM253719' available when calling or writing for assistance.

A printable version of the Confirmation Receipt is attached to this e-mail.

-----  
Electronic Assignment Server at <http://etas.uspto.gov>

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion from a Texas corporation to a Delaware limited liability company with concurrent name change from Sprinkles Cupcakes, Inc. to Sprinkles Cupcakes, LLC		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Sprinkles Cupcakes, Inc.		12/04/2012	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Sprinkles Cupcakes, LLC		
<b>Street Address:</b>	422 North La Cienega Boulevard		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90048		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 30</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	85562704	ACM	
Serial Number:	77106034	BOO SPOOKY CUPCAKES	
Serial Number:	85562717	CUPCAKE ATM	
Serial Number:	77293370	CUPCAKE CONCIERGE	
Serial Number:	77106064	DAD DIGS CUPCAKES	
Serial Number:	78684130		
Serial Number:	77106037	EAT TURKEY AND CUPCAKES	
Serial Number:	77106046	HOP FOR CUPCAKES	
Serial Number:	77868765	I LOVE SPRINKLES	

Serial Number:	77870009	I SPRINKLES
Serial Number:	77802907	ISPRINKLES
Serial Number:	77106050	JOY OF CUPCAKES
Serial Number:	77106053	MOM LOVES CUPCAKES
Serial Number:	77106057	PEACE AND CUPCAKES
Serial Number:	77188330	RED CARPET CUPCAKE
Serial Number:	77866405	SAY IT WITH SPRINKLES
Serial Number:	77872012	SAY IT WITH SPRINKLES
Serial Number:	77770541	SPRINKLES
Serial Number:	78829040	SPRINKLES
Serial Number:	77775082	SPRINKLES CUPCAKES
Serial Number:	77775088	SPRINKLES CUPCAKES
Serial Number:	77858599	SPRINKLES CUPCAKES
Serial Number:	78684122	SPRINKLES CUPCAKES
Serial Number:	78684128	SPRINKLES CUPCAKES
Serial Number:	78184899	SPRINKLES OF PALM BEACH
Serial Number:	76529862	SPRINKLES PALM BEACH
Serial Number:	77770532	SPRINKLESMOBILE
Serial Number:	85003101	THE ORIGINAL CUPCAKE BAKERY
Serial Number:	77106061	XOX KISSES AND CUPCAKES
Serial Number:	77195398	YOU DESERVE CUPCAKES

**CORRESPONDENCE DATA**

**Fax Number:** 6504936811  
**Phone:** 650-493-9300  
**Email:** trademarks@wsgr.com, ckahn@wsgr.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
**Correspondent Name:** WILSON SONSINI GOODRICH & ROSATI  
**Address Line 1:** 650 Page Mill Road  
**Address Line 4:** Palo Alto, CALIFORNIA 94304

<b>ATTORNEY DOCKET NUMBER:</b>	32524-008/CK9
<b>NAME OF SUBMITTER:</b>	Hollis Beth Hire

	/Hollis Beth Hire/
<b>Date:</b>	12/12/2012
<b>Total Attachments: 2</b> source=recordal#page1.tif source=recordal#page2.tif	
<b>RECEIPT INFORMATION</b>	
<b>ETAS ID:</b>	TM253719
<b>Receipt Date:</b>	12/12/2012
<b>Fee Amount:</b>	\$765

# Delaware

PAGE 1

*The First State*

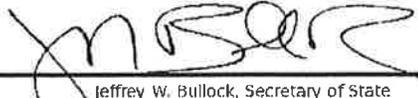
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS CORPORATION UNDER THE NAME OF "SPRINKLES CUPCAKES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SPRINKLES CUPCAKES, INC." TO "SPRINKLES CUPCAKES, LLC", FILED IN THIS OFFICE ON THE FOURTH DAY OF DECEMBER, A.D. 2012, AT 8:30 O'CLOCK A.M.

5251725 8100V

121289633



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0032091

DATE: 12-04-12

SC002578

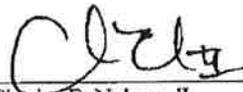
State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:39 AM 12/04/2012  
FILED 08:30 AM 12/04/2012  
SRV 121289633 - 5251725 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A TEXAS CORPORATION TO A  
DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1. The jurisdiction where the Corporation first formed is the State of Texas.
2. The jurisdiction immediately prior to filing this Certificate is the State of Texas.
3. The date the Corporation first formed is December 31, 2009.
4. The name of the Corporation immediately prior to filing this Certificate is Sprinkles Cupcakes, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Sprinkles Cupcakes, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 3rd  
day of December, 2012.

SPRINKLES CUPCAKES, INC.

By:   
Charles E. Nelson, II  
President



United States Patent and Trademark Office

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**Electronic Trademark Assignment System**

## Confirmation Receipt

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The coversheet of the assignment is displayed below:

<b>TRADEMARK ASSIGNMENT</b>
-----------------------------

Electronic Version v1.1  
Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion from a Texas corporation to a Delaware limited liability company with concurrent name change from Sprinkles Cupcakes, Inc. to Sprinkles Cupcakes, LLC		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Sprinkles Cupcakes, Inc.		12/04/2012	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Sprinkles Cupcakes, LLC		
<b>Street Address:</b>	422 North La Cienega Boulevard		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90048		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 30</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85562704	ACM	
<b>Serial Number:</b>	77106034	BOO SPOOKY CUPCAKES	
<b>Serial Number:</b>	85562717	CUPCAKE ATM	
<b>Serial Number:</b>	77293370	CUPCAKE CONCIERGE	

Serial Number:	77106064	DAD DIGS CUPCAKES
Serial Number:	78684130	
Serial Number:	77106037	EAT TURKEY AND CUPCAKES
Serial Number:	77106046	HOP FOR CUPCAKES
Serial Number:	77868765	I LOVE SPRINKLES
Serial Number:	77870009	I SPRINKLES
Serial Number:	77802907	ISPRINKLES
Serial Number:	77106050	JOY OF CUPCAKES
Serial Number:	77106053	MOM LOVES CUPCAKES
Serial Number:	77106057	PEACE AND CUPCAKES
Serial Number:	77188330	RED CARPET CUPCAKE
Serial Number:	77866405	SAY IT WITH SPRINKLES
Serial Number:	77872012	SAY IT WITH SPRINKLES
Serial Number:	77770541	SPRINKLES
Serial Number:	78829040	SPRINKLES
Serial Number:	77775082	SPRINKLES CUPCAKES
Serial Number:	77775088	SPRINKLES CUPCAKES
Serial Number:	77858599	SPRINKLES CUPCAKES
Serial Number:	78684122	SPRINKLES CUPCAKES
Serial Number:	78684128	SPRINKLES CUPCAKES
Serial Number:	78184899	SPRINKLES OF PALM BEACH
Serial Number:	76529862	SPRINKLES PALM BEACH
Serial Number:	77770532	SPRINKLESMOBILE
Serial Number:	85003101	THE ORIGINAL CUPCAKE BAKERY
Serial Number:	77106061	XOX KISSES AND CUPCAKES
Serial Number:	77195398	YOU DESERVE CUPCAKES

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Fax Number: 6504936811  
 Phone: 650-493-9300  
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 Address Line 1: 650 Page Mill Road  
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**ATTORNEY DOCKET  
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32524-008/CK9

<b>NAME OF SUBMITTER:</b>	Hollis Beth Hire
<b>Signature:</b>	/Hollis Beth Hire/
<b>Date:</b>	12/12/2012
<b>Total Attachments: 2</b> source=recordal#page1.tif source=recordal#page2.tif	
<b>RECEIPT INFORMATION</b>	
ETAS ID:	TM253719
Receipt Date:	12/12/2012
Fee Amount:	\$765

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Serial Number:	77293370	CUPCAKE CONCIERGE
Serial Number:	77106064	DAD DIGS CUPCAKES
Serial Number:	78684130	
Serial Number:	77106037	EAT TURKEY AND CUPCAKES
Serial Number:	77106046	HOP FOR CUPCAKES
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**NAME OF SUBMITTER:**

Hollis Beth Hire

	/Hollis Beth Hire/
<b>Date:</b>	12/12/2012
<b>Total Attachments: 2</b> source=recordal#page1.tif source=recordal#page2.tif	

Fee calculated, according to the <u>USPTO fee table</u>				
Description	Fee code	Fee code amount	Quantity	Fee
Recording trademark assignment, agreement or other paper, first mark per document	8521	40.0	1	40.0
For second and subsequent marks in the same document	8522	25.0	29	725.0
<b>Total</b>				<b>\$765.00</b>

Save form for future access, or prepare a template

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12/12/2012 04:02 PM EST

# **EXHIBIT C**

Sprinkles Ice Cream is open in Beverly Hills!  
Order cupcakes online for curbside pickup or delivery today!



[order](#) [delivery](#) [flavors](#) [decorations](#) [gifts](#) [party](#) [wedding](#) [locations](#) [i ♥ sprinkles](#) [press](#) [community](#) [about us](#)



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[la jolla](#) | [new york](#) | [newport beach](#) | [palo alto](#) | [scottsdale](#)  
[bakery](#) [cupcake atm](#)

## Cupcake ATM

For Sprinkles addicts on the go, swing by the Cupcake ATM!  
Conveniently located on our [bakery's](#) patio, the Cupcake ATM is continuously restocked day and night with a variety of freshly baked cupcake flavors and even cupcakes for Fido!

50 east walton street  
chicago, illinois 60611

between michigan & rush  
1 block south of oak street

open 24 hours

[atm@sprinkles.com](mailto:atm@sprinkles.com)

[f](#) [facebook.com/CupcakeATMChicago](https://facebook.com/CupcakeATMChicago) [t](#) [@CupcakeATM](https://twitter.com/CupcakeATM)

[vote for the next Sprinkles location!](#)

© 2004–13 sprinkles cupcakes THE ORIGINAL CUPCAKE BAKERY

# **EXHIBIT D**



## Sprinkles Cupcakes

422,222 likes · 73,605 talking about this · 98,066 were here



### Food/Beverages

Since we opened the world's first cupcake bakery in Beverly Hills, our freshly baked treats have inspired long lines of devoted Hollywood stars and serious epicureans alike.



422k



4 ▾

About

Photos

Likes

i ♥ sprinkles

iPhone/Android App

Highlights ▾



### Sprinkles Cupcakes

3 hours ago

14 Valentine's Day gift ideas from Sprinkles!  
On day twelve, don't forget your newly single friends. One person who likes this photo will win a gift card for an OVER HIM or OVER HER box!



Like · Comment

150

Andreama Noemi, Karen Sloan Monica, Stephanie Pettus and 11,972 others like this.

### Recent Posts by Others on Sprinkles Cupcakes

See All



#### Mia Gutierrez

How does one know if they won a contest?  
2 hours ago



#### Yvonne Wright

I need a Sprinkles cup cake or two....lol  
4 hours ago



#### Melissa Girmsley Shafer

Contest suggestion: pick a state (Iowa) and a time period (...)  
5 hours ago



#### Kay Martin

Are you interested in being a franchise? Love, Love, Love y...  
1 · 6 hours ago

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Likes

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#### Candace Nelson

Public Figure

Like



#### Sprinkles Cupcakes Dallas

Bakery · Dessert Restaurant

Like



#### Sprinkles Cupcakes La Jolla

Bakery · Dessert Restaurant · Cupcake Shop

Like



#### Sprinkles Cupcakes Chicago

Bakery · Dessert Restaurant · Cupcake Shop

Like



#### Sprinkles Red Velvet

# **EXHIBIT E**

Tweets

Following

Followers

Favorites

Lists

Tweet to Sprinkles Cupcakes

@sprinkles



Who to follow · Refresh · View all

- HARPER'S** Harper's Magazine @Harpers Follow
- full frame** Full Frame Doc Fest @FullFrame Follow
- JAB** @teeฟอร์ดilleman Follow

Browse categories Find friends

Trends · Change

- #FishFriday Promoted
- #RussianMeteor
- #WontReplyIf Kevin Hart
- #AustinMahoneKCA
- #ThoughtsInClass
- Nick Xenophon
- #SMWKND
- Blue Ivy
- Maya Moore



# Sprinkles Cupcakes

@sprinkles

official twitter of Sprinkles Cupcakes, The Original Cupcake Bakery  
The Original Cupcake Bakery · <http://sprinkles.com>

2,355

TWEETS

18

FOLLOWING

105,476

FOLLOWERS



Follow

Tweets All / No replies



**Sprinkles Cupcakes** @sprinkles

Feb 14

Happy #Valentine's Day from #Sprinkles! [ow.ly/i/1s8fS](http://ow.ly/i/1s8fS)

[View photo](#)



**Michael Bolton** @mbsings

Feb 13

Thanks @sprinkles for my birthday cupcakes!! [say.ly/sep5awd](http://say.ly/sep5awd)

[Retweeted by Sprinkles Cupcakes](#)

[View photo](#)



**Sprinkles Cupcakes** @sprinkles

Feb 14

14 #ValentinesDay gift ideas from #Sprinkles! On day fourteen, solve your last minute gifting dilemma. #email #giftcard [ow.ly/i/1s46G](http://ow.ly/i/1s46G)

[View photo](#)



**Sprinkles Cupcakes** @sprinkles

Feb 13

#Sweetheart #Sundae @SprinklesIceCrm! [ow.ly/i/1wfJZ](http://ow.ly/i/1wfJZ)

[View photo](#)



**Sprinkles Cupcakes** @sprinkles

Feb 13

14 #ValentinesDay gift ideas from #Sprinkles! On day thirteen, pop the question. #IDo #MarryMe [ow.ly/i/1s45U](http://ow.ly/i/1s45U)

[View photo](#)



**Sprinkles Cupcakes** @sprinkles

Feb 12

14 #ValentinesDay gift ideas from #Sprinkles! On day twelve, don't forget your newly single friends. #overhim #overher [ow.ly/i/1s8cF](http://ow.ly/i/1s8cF)

[View photo](#)



**Sprinkles Cupcakes** @sprinkles

Feb 12

Fall in love with Sprinkles! Buy one cupcake, get one free. Just whisper "love at first bite!" limit one per person [ow.ly/i/1vsUm](http://ow.ly/i/1vsUm)

[View photo](#)



**Sprinkles Cupcakes** @sprinkles

Feb 11

Love is in the air! Check out our latest short film! [youtu.be/HVo30tzZ8U0](http://youtu.be/HVo30tzZ8U0)

[View video](#)



**Sprinkles Cupcakes** @sprinkles

Feb 11

14 #ValentinesDay gift ideas from #Sprinkles! On day eleven,

# **EXHIBIT F**

← Back to Original Article

SMALL BUSINESS

## Facebook becoming big friend of small businesses

*Firms are building fan bases on the social networking website and using it to connect with customers as well as getting feedback.*

October 27, 2009 | Dan Fost

**SAN FRANCISCO** — Charles Nelson, president of Sprinkles Cupcakes, the Beverly Hills baker to the stars, doesn't have a Facebook profile. Nelson, who works seven days a week, has no time for chatting online with Facebook friends.

But Nelson is logged on to Facebook all the time. That's because more than 70,000 people have declared themselves fans of Sprinkles' Facebook page, which has its own "vanity URL" at [www.facebook.com/sprinkles](http://www.facebook.com/sprinkles).

Each day on the website, Sprinkles announces a secret word, such as "ganache," or "bunny," or "tropical," or "love," and the first 25 or 50 people to show up at any of its five stores and whisper that word get a free cupcake.

"On Facebook, we can ask our customers what's the next location they want," Nelson said. "What do they think of our next flavor? It's an amazing way to communicate with our fans."

Facebook is not just for friends anymore. The free social networking site -- blocked in many workplaces as a potential time-waster -- is increasingly becoming an inexpensive marketing tool for small businesses.

Sprinkles is among a growing number of mom-and-pop businesses taking advantage of a relatively new program on Facebook, one that allows them to claim their name, become visible even to folks who aren't on the site, and stay in close contact with their customers. The business, in effect, can act like any other person on Facebook, posting status updates and seeing what its fans are doing.

Facebook doesn't break out figures for small businesses but says it has 1.4 million business "pages," with an average of 100 fans per page. Facebook Chief Operating Officer Sheryl Sandberg said in a speech in New York last month that every day, 10 million people become fans of pages. (Many of those pages are for random concepts, such as the beach, or laughter, or even one called "I don't sleep enough because I stay up late for no reason," which has 3.5 million fans.)

Businesses need to go where their customers are, and increasingly these days, that's on Facebook and other social media sites, analysts say. More than 300 million people have signed up for Facebook, and half of them visit the site every day.

"Over the past two years, we've seen this increasing uptick in businesses realizing that their customers are on Facebook," said Tim Kendall, Facebook's director of monetization product marketing. "If they can create a presence in Facebook that allows customers to connect with them, it can be a way to strengthen that connection and also to find new customers."

Plenty of other sites are also wooing small local businesses. The review site Yelp, Citysearch and a host of Yellow Pages sites are all making a push.

And typically, businesses don't stick to one site such as Facebook. Instead, they spread their presence across the social media landscape, including MySpace, Twitter and LinkedIn. Increasingly, these sites connect with one another so that a status update on Facebook becomes a tweet on Twitter, or a blog post could be pushed out to several sites.

"Companies don't have a lot of resources to create their own website," said Jeremiah Owyang, a social media analyst at Altimeter Group. "Using these sites where the customers already are in their communities makes a lot of sense."

Janet Rothstein, who runs a jewelry shop in Beverly Hills, used a company called MerchantCircle as her gateway to the online world, and she has since obtained a Facebook vanity URL for her page, where she has 63 fans. Having an online presence in so many places increases the odds that when someone searches on Google, they will find her.

Facebook is increasingly finding itself a rival of Google. It believes it can offer more relevant search results because the content is coming from people you know and trust, especially in the hotly contested field of local advertising.

"We are naturally really well-positioned to create a lot of value for local businesses," Facebook's Kendall said. "When you think about how you learn in the off-line world about local businesses and services, which cafe, which dentist, you learn a lot of that from the people you trust and are friends with. Facebook is able to streamline that process a bit."

Yet Google remains the king of search, and Facebook says its pages frequently turn up in the Google search results.

That's important, said Avichal Garg, a former Google employee who now owns PrepMe, a Palo Alto company that offers online test preparation.

His Facebook page drives traffic and sales because "it ranks well in search and people use search for companies they haven't done business with before," Garg said in an e-mail, noting how Facebook has brought in about 5% of his new business. "Facebook is a trusted domain so people click on it and when they see the faces behind the company name, they know we're legitimate."

"Having the vanity URL and presence on Facebook and Twitter really help," Garg said.

Social media help companies take control of "the Google resume," said Adrian Lurssen, a vice president at JD Supra, an online legal site based in Marshall, Calif. When people search for your company -- or for what your company sells -- you want your site to turn up in the first 10 results, or the first page Google delivers.

Nelson of Sprinkles agrees. Fans of his cupcakes (actually, his wife, Candace, is the pastry chef) shower Sprinkles with praise -- and word-of-mouth buzz. Their Facebook friends all see when they comment on Sprinkles' page. "You're looking for customers but you're really looking for advocates," Nelson said. "We've never had paid advertising in five years of being open."

--

business@latimes.com

# **EXHIBIT G**

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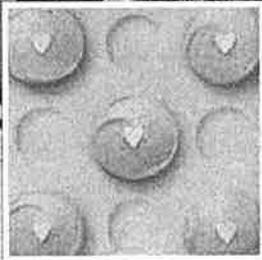


## Sprinkles Cupcakes is on Facebook.

To connect with Sprinkles Cupcakes, sign up for Facebook today.

[Sign Up](#)

[Log In](#)



## Sprinkles Cupcakes

122,222 likes · 73,605 talking about this · 93,066 were here

[Like](#)



### Food/Beverages

Since we opened the world's first cupcake bakery in Beverly Hills, our freshly baked treats have inspired long lines of devoted Hollywood stars and serious epicureans alike.

[About](#)



Photos

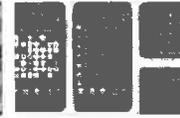


422k

Likes



i ♥ sprinkles



iPhone/Android App

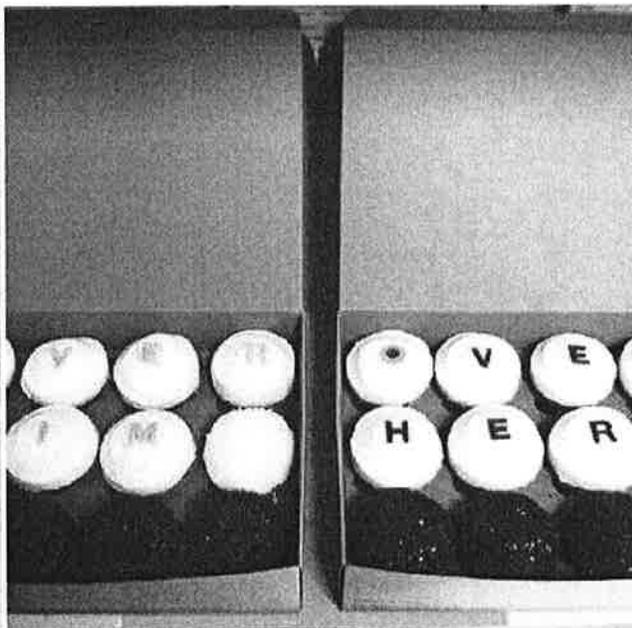
Highlights



### Sprinkles Cupcakes

9 hours ago

14 Valentine's Day gift ideas from Sprinkles! On day twelve, don't forget your newly single friends. One person who likes this photo will win a gift card for an OVER HIM or OVER HER box!



[Like](#) [Comment](#)

150

[Andrea Noemi](#), [Karen Sloan](#), [Monica](#), [Stephanie Pettus](#) and 11,972 others like this.

### Recent Posts by Others on Sprinkles Cupcakes

[See All](#)



#### Mia Gutierrez

How does one know if they won a contest?

2 hours ago



#### Yvonne Wright

I need a Sprinkles cup cake or two....lol

4 hours ago



#### Melissa Grimsley Shafer

Contest suggestion: pick a state (Iowa) and a time period (...)

5 hours ago



#### Kay Martin

Are you interested in being a franchise? Love, Love, Love y...

1 · 6 hours ago

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#### Candace Nelson

Public Figure

[Like](#)



#### Sprinkles Cupcakes Dallas

Bakery · Dessert Restaurant

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#### Sprinkles Cupcakes La Jolla

Bakery · Dessert Restaurant · Cupcake Shop

[Like](#)



#### Sprinkles Cupcakes Chicago

Bakery · Dessert Restaurant · Cupcake Shop

[Like](#)



#### Sprinkles Red Velvet

View previous comments

2 of 171



**Barbara Dinger Rowell** How cute...Never ever getting back together. Yaddie yaddie  
15 minutes ago



**Ana Belen Rhodes** Just got one box for my husband:)!!!!  
13 minutes ago



**Sprinkles Cupcakes** shared a link.  
Yesterday

Love is in the air! Check out our newest short film!



**Sprinkles Cupcakes: Cinnamon Sugar**  
youtube

Like Comment Share

14

Allison Leggett, Katherine Garcia, Richelle Jurasek and 133 others like this.

View 7 more comments



**Jill Johansson** Triple Cinnamon is the BEST!  
17 hours ago



**Soni Adae** coconut & anything peanut butter!!! supper dupper yum:-)  
about an hour ago via mobile



**Sprinkles Cupcakes**  
Yesterday

14 Valentine's Day gift ideas from Sprinkles!  
On day eleven, remember that it's the small things that count.  
One person who likes this photo will win a gift card for 2 dozen free mini cupcakes!



Like Comment

139

Ashley Ptak, Sarah Deason, Sarah Kindratsky and 25,159 others like this.

View previous comments

2 of 282



**Luz Rubio** I been wanting to try your cupcakes!  
3 hours ago via mobile



**Sprinkles Cupcakes**  
Food/Beverages

Like



**Sprinkles Cupcakes**  
9 hours ago

Fall in love with Sprinkles! Buy one cupcake, get one free. Just whisper "love at first bite!"

limit one per person



Like Comment

123

Sarah Kindratsky, Rubyjoy Andrada, Alyssa Arroyo and 2,508 others like this.

View 23 more comments



**Michelle Mendoza** Will go today  
about an hour ago via mobile



**Jeannec Hogan** There's a Sprinkles in the Pentagon?!?!  
40 minutes ago via mobile



**Sprinkles Cupcakes**  
Sunday

Happy Chinese New Year from the Sprinkles Snake!



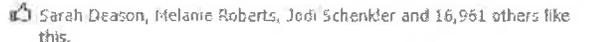
 **Nicole Deluna Yummy!**  
about an hour ago via mobile

 **Sprinkles Cupcakes**  
Sunday

14 Valentine's Day gift ideas from Sprinkles!  
On day ten, send a secret message. One person who likes this photo will win a gift card for a free Design Your Own box!



Like · Comment 80



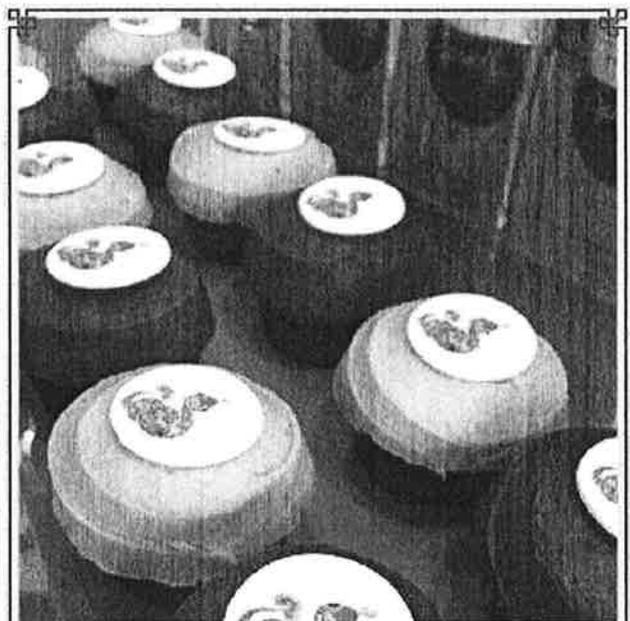
 1 of 148

 **Lynette Haff** When do you find time for such things???

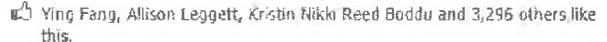
15 hours ago via mobile

 **Sprinkles Cupcakes**  
Saturday

Celebrate the Chinese New Year tomorrow with the Sprinkles Snake!



Like · Comment 109





 **Dried / Preserved Flowers, Potpourri Naturals, Foliage etc**  
<https://www.facebook.com/photo.php?fbid=490371667692430&set=a.474739869255610.111048.127764957292438&type=1&theater>



**Partial Collection January 2013**  
mk@forestelements.com;  
sk@forestelements.com  
By: Dried / Preserved Flowers, Potpourri Naturals, Foliage etc

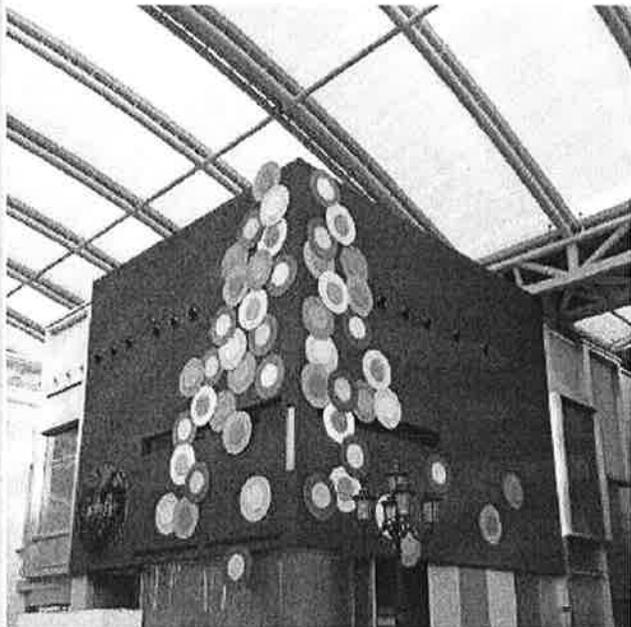
17 hours ago

 **Elizabeth Schnettler** I love this design!?

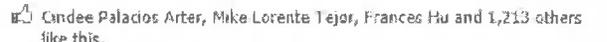
6 hours ago

 **Sprinkles Cupcakes**  
Saturday

Sprinkles Cupcakes Kuwait The Avenues Mall is almost ready to open!



Like · Comment 26





 **Andrea Keefer** Kansas city!!! Right in the middle!!!(:  
Yesterday at 7:20am via mobile

 **Samantha Jones** I moved to Kuwait and was so sad when I knew I was leaving the Sprinkles store in Dallas...now I can go to the one in Kuwait!!! I am waiting patiently. I hate to say it but they don't know how to make cupcakes here very well. So Sprinkles let's show them how the U.S. makes a cupcake!

14 hours ago

 **Sprinkles Cupcakes**  
Saturday

Like · Comment

78

Sevi Love, Linda Yau, L.o. Hames and 2,205 others like this.

View 24 more comments



**Tatum Barnes** yes!!  
Sunday at 1:02pm

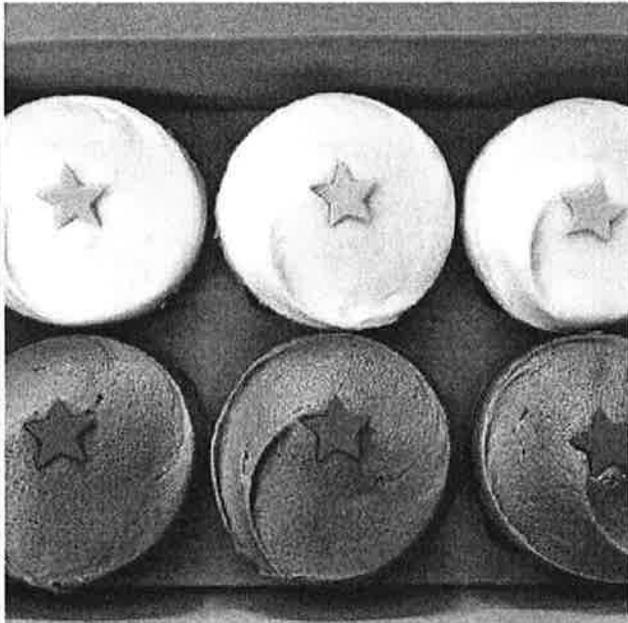


**Sonia Pena** What's in them  
Sunday at 2:43pm via mobile



**Sprinkles Cupcakes**  
February 8

Sprinkles is excited to bring freshly baked cupcakes to the Pentagon from February 11-15! Catch us in the Main Concourse!



Like · Comment

14

Cristina Bibiano, AnnMarie Lavelle, Paige Elizabeth Schneider and 1,076 others like this.

View 8 more comments



**Laura Davis Pearson** Wish I could get "Sprinkled" in Iowa! Last Valentine's Day my "sweetie" bought me some sweets at Sprinkles in Scottsdale and they were sooo sweet and yummy!  
February 8 at 7:24pm



**Cecilia Abaya-ducay** Can you send some in North America??  
Saturday at 7:18am



**Sprinkles Cupcakes**  
February 7

Congratulations to Sahar Zargar who won a cupcake tray, to Roseann Boller-Weisberg who won a dozen cupcakes and to Carol Corpuz who won a shipment of Sprinkles Ice Cream!

Winners, be sure to check your Facebook Messages "Other" folder to redeem your prizes.

Like · Comment · Share

Ana Hernandez, Paige Elizabeth Schneider, Alex Penler and 409 others like this.

View 27 more comments



**Sahar Zargar** Haha thanks April! Love you! ❤️  
February 8 at 10:59am via mobile



**Brandie Miller** Want to find online singles in your area right

14 Valentine's Day gift ideas from Sprinkles!

On day nine, score points with their best friend. One person who likes this photo will win a gift card for a dozen Sprinkles doggie cupcakes!



Like · Comment

197

Jodi Schenkler, Maggie Chen, Lizzie Lowman and 8,053 others like this.

View previous comments

2 of 152



**Krajska's Kritters** My five rescues love to dance for Sprinkles cupcakes because they are so doggone good!  
Sunday at 9:05pm



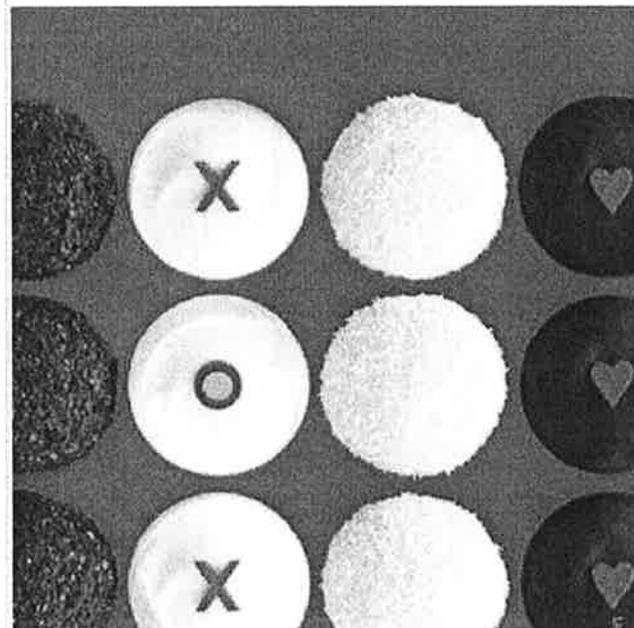
**Ashley Holt** Stephanie Harth  
Yesterday at 10:21am



**Sprinkles Cupcakes**  
February 8

14 Valentine's Day gift ideas from Sprinkles!

On day eight, give a box of chocolate...cupcakes. One person who likes this photo will win a gift card for an XOX box!

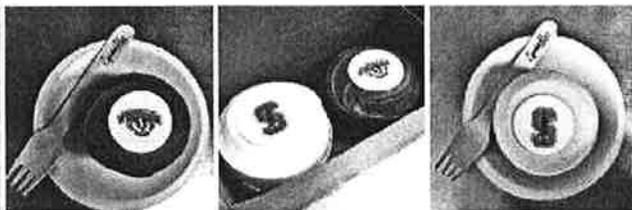


Like · Comment

92

**Sprinkles Cupcakes**  
December 28, 2012 ↻

Like the photo of the Rose Bowl team you are rooting for! (3 photos)  
Tune in to the game with Sprinkles! Just call 888.220.2210 to order Cardinal or Badgers cupcakes!



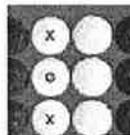
Like · Comment · Share

👍 180 💬 7 📎 13

**Likes**  
2012



Sprinkles Cupcakes



Sprinkles Cupcakes The



Sprinkles Ice Cream

+7

**Sprinkles Cupcakes** updated their cover photo.  
December 26, 2012 ↻

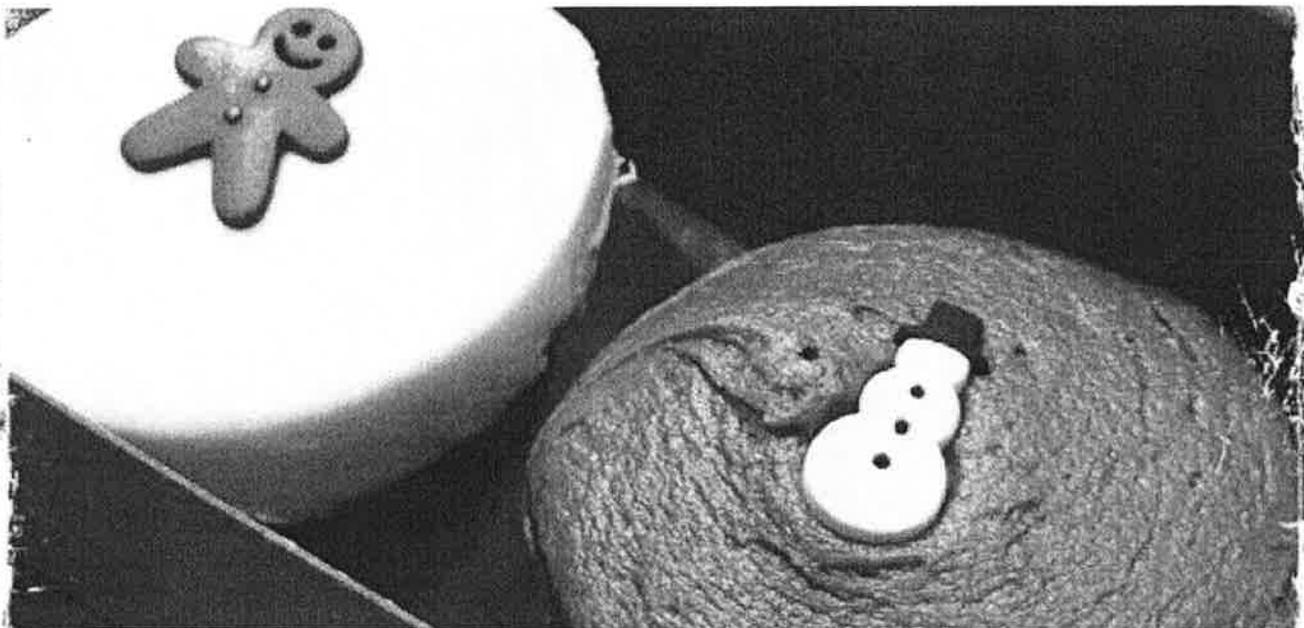


Like · Comment

👍 461 💬 17 📎 1

**Sprinkles Cupcakes**  
December 20, 2012 ↻

Dreaming of a Sprinkles Christmas? 5 people who like this photo will win 1 dozen cupcakes!



Like · Comment

👍 28,353 💬 550 📎 151

**Sprinkles Cupcakes**  
December 4, 2012 ↻

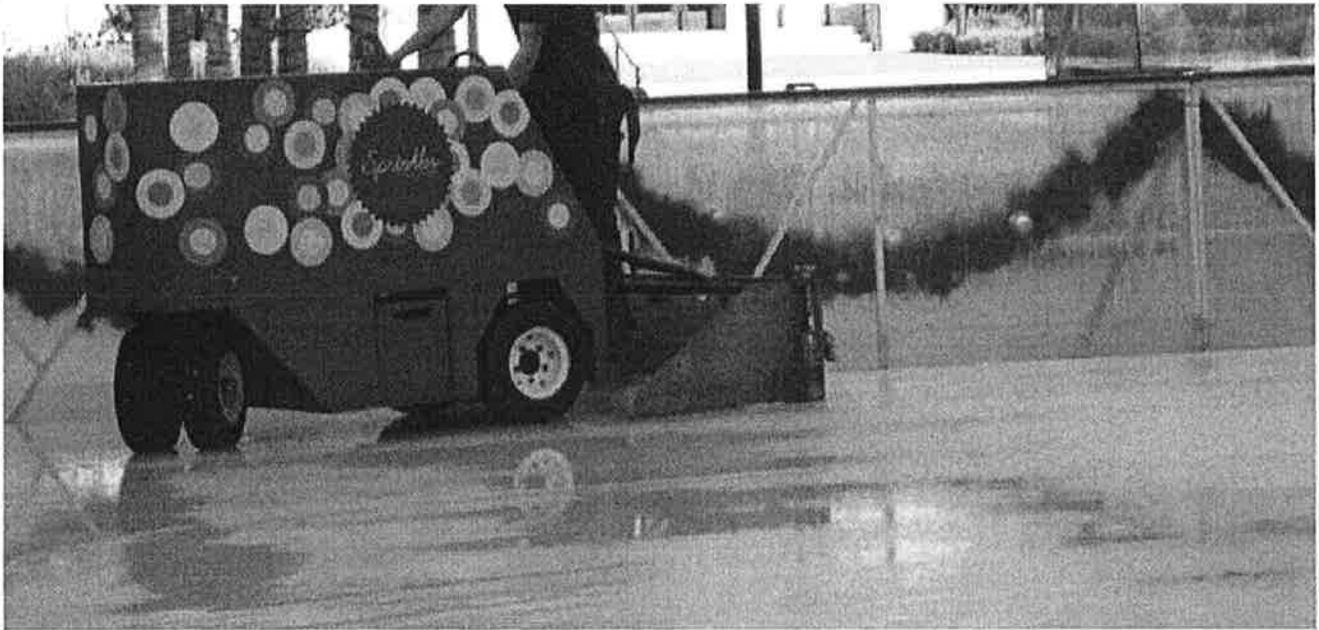
Skate with Sprinkles Cupcakes in Beverly Hills!

After you go for a skate, buy one cupcake, get one free at Sprinkles Cupcakes Beverly Hills. Just show us your Beverly Hills

ice rink ticket or wristband!

Ice rink is located on North Crescent Drive next to City Hall.

December 4 - December 9

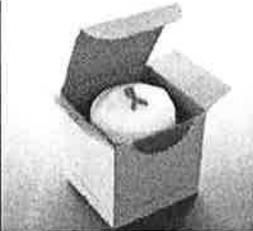


Like · Comment

👍 288 💬 5 📄 32

 **Sprinkles Cupcakes** updated their cover photo.  
December 4, 2012

Thank you for helping Sprinkles raise \$7500 for the Elizabeth Glaser Pediatric AIDS Foundation on World AIDS Day!  
Since 2010, Sprinkles Red Ribbon cupcakes have raised \$8,500 for the Elizabeth Glaser Pediatric AIDS Foundation.

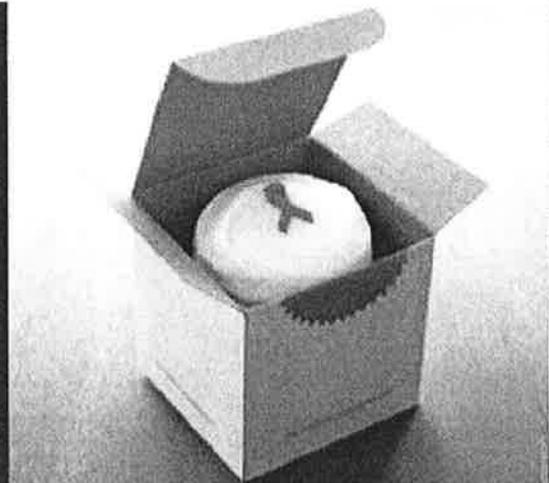


Like · Comment

👍 75 💬 3

 **Sprinkles Cupcakes** updated their cover photo.  
November 29, 2012

On December 1, to support World AIDS Day, Sprinkles is donating 100% of the proceeds from our Red Ribbon Cupcakes to the Elizabeth Glaser Pediatric AIDS Foundation. Since 2010, Sprinkles Red Ribbon cupcakes have raised \$11,000 for the Elizabeth Glaser Pediatric AIDS Foundation.



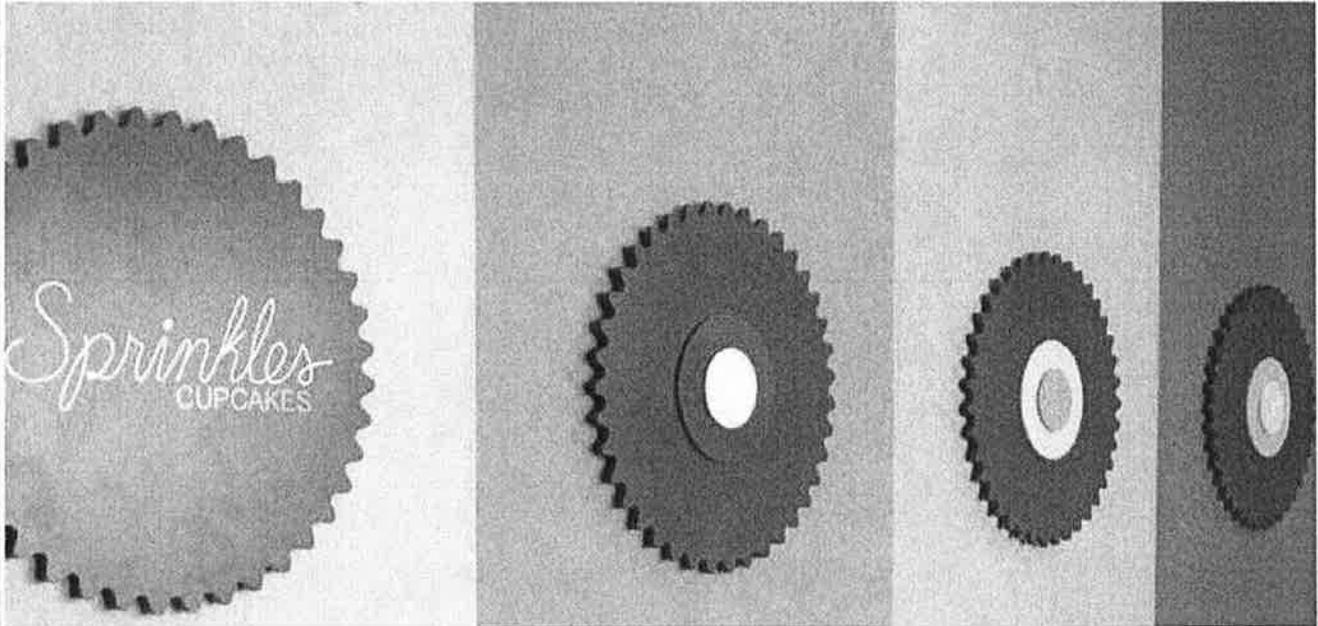
Like · Comment

👍 266 💬 3 📄 11

 **Sprinkles Cupcakes**  
November 22, 2012

Sprinkles Cupcakes The Grove opens tomorrow at 10am! Can't wait? 5 people who like this photo will win 1 dozen cupcakes!

Happy Thanksgiving!



Like Comment

5,921 59 16

 **Sprinkles Cupcakes**  
November 21, 2012

**Sneak peek of Sprinkles at The Grove!** (3 photos)  
Sprinkles Cupcakes The Grove opens on Friday, November 23!



Like Comment Share

380 15 1

 **Sprinkles Cupcakes**  
November 20, 2012

Sprinkles Cupcakes The Grove opens on Friday, November 23 at 10am!

Meet Sprinkles founder and Cupcake Wars judge Candace Nelson from 10am-12pm!

On opening day, five cupcakes will have over-the-top prizes baked inside! You can win:

\$1000 shopping spree at The Grove (1 winner)

\$500 shopping spree at The Grove (2 winners)

12 dozen Sprinkles Cupcakes (2 winners)





Like · Comment

634 20 53

**Sprinkles Cupcakes**  
November 20, 2012

Have you always wanted to see your favorite flavors in cupcake form? Sprinkles is taking suggestions for a new cupcake flavor!

Submit your cupcake flavor suggestion by commenting on this post!

Like · Comment · Share

216 1,115

**Sprinkles Cupcakes**  
November 16, 2012

Sprinkles opens at The Grove in a few short days! Can't wait? One fan of Sprinkles Cupcakes The Grove will win 5 dozen cupcakes!



Like · Comment

1,409 45 30

**Sprinkles Cupcakes**  
November 11, 2012

Simple, yet genius!

**Sprinkles Cupcakes**  
November 10, 2012

Last chance for S'more in 2012!

Stop by today or tomorrow for this graham cracker-lined Belgian



Like · Comment

5,248 106 122

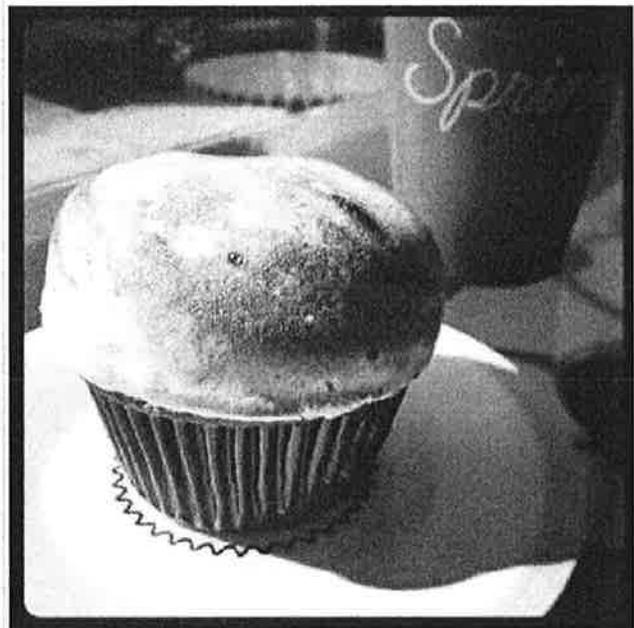
**Sprinkles Cupcakes**  
November 9, 2012

That was fast! Congratulations to Desiree Symonds who won 4 dozen cupcakes. Desiree, be sure to check your Facebook "Other" Messages for your prize.

Like · Comment · Share

292 17

dark chocolate cake filled with bittersweet chocolate ganache and topped with toasted marshmallow frosting!

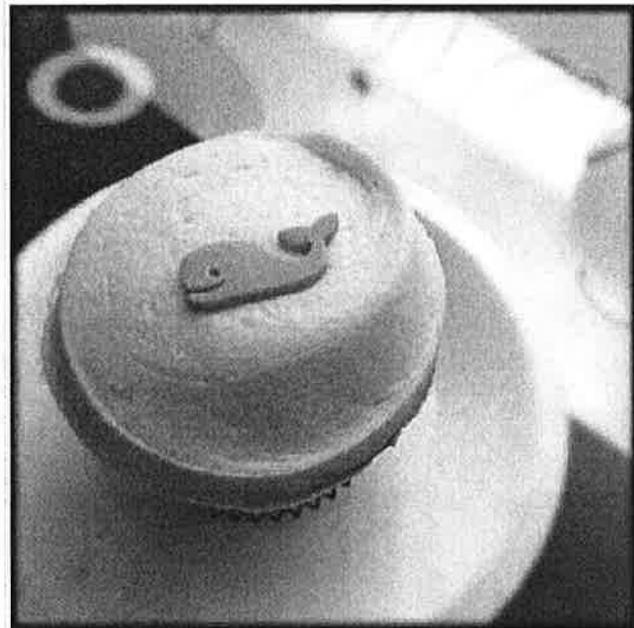


Like · Comment

2,414 84 90

**Sprinkles Cupcakes**  
November 3, 2012

Happy Friday! Once Sprinkles reaches 400,000 fans, one person who likes this photo will win 4 dozen cupcakes!



Like · Comment

58,969 642 268

**Sprinkles Cupcakes**  
November 7, 2012

Eat a cupcake and support a sweet cause!

On Monday, November 12, Sprinkles is donating 100% of the proceeds from our Red Cross Red Velvet cupcakes to the American Red Cross to benefit Hurricane Sandy relief efforts.



**Sprinkles Cupcakes**  
December 24, 2011

**Sprinkles toy drive collected 1,386 toys for deserving children!** (3 photos)

Thank you to everyone who donated a toy this holiday season!



Like · Comment · Share

87 1

**Sprinkles Cupcakes**  
December 19, 2011

**Blake Lively and Sprinkles create a S'more cupcake for charity!** (11 photos)



Like · Comment · Share

282 12 28

**Sprinkles Cupcakes**  
November 28, 2011

**Sprinklesmobile raises \$472 for Make A Wish!** (3 photos)



Likes  
2011



Justin Willman



OXFAM  
America

Oxfam America



OXFAM

Oxfam GB

+19

**Sprinkles Cupcakes**  
December 21, 2011

**Are you excited for S'more by Blake Lively?** (3 photos)



Like · Comment · Share

75 0

**Sprinkles Cupcakes**  
December 16, 2011

**Have you seen our new short film starring Yeardley Smith?** (3 photos)



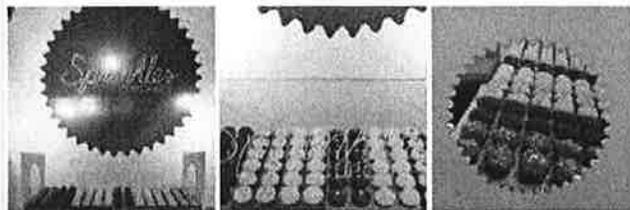
Like · Comment · Share

34 6 1

**Sprinkles Cupcakes**  
December 2, 2011

**Stop by Sprinkles at the Dylan's Candy Bar Pop-Up Shop!** (3 photos)

November 21 to January 7 | 42nd Street and 6th Avenue, across the street from Bryant Park — at Sprinkles Cupcakes New York.



Like · Comment · Share

84 6

**Sprinkles Cupcakes**  
November 24, 2011



Like · Comment · Share

👍 95 💬 4 📩 1

**Sprinkles Cupcakes**  
November 4, 2011

Sprinkles Cupcakes New York is teaming up with Dylan's Candy Bar!

Just in time for the holidays, Dylan's Candy Bar is opening a whimsical pop-up shop in the heart of Manhattan featuring a Sprinkles Cupcakes station! Swing by for freshly baked cupcakes in an assortment of flavors at the sweetest spot in town!

42nd Street and 6th Avenue, across from Bryant Park | November 21 - January 7



Like · Comment

👍 218 💬 28 📩 57

**Sprinkles Cupcakes**  
October 29, 2011

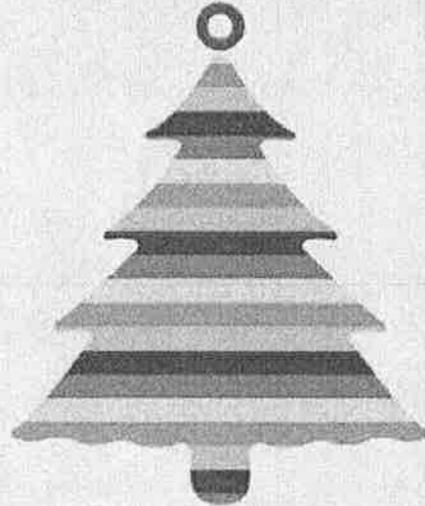
Kerry Washington swings by Sprinkles Cupcakes Georgetown to serve up cupcakes for a cause!

Sprinkles is donating the proceeds from our red velvet and vegan red velvet cupcakes to Americans for the Arts from October 29 to November 6!



Fuel up for Black Friday shopping at Sprinkles! Buy one, get one free on November 25!

limit one per person



Fuel up for Black Friday Shopping at

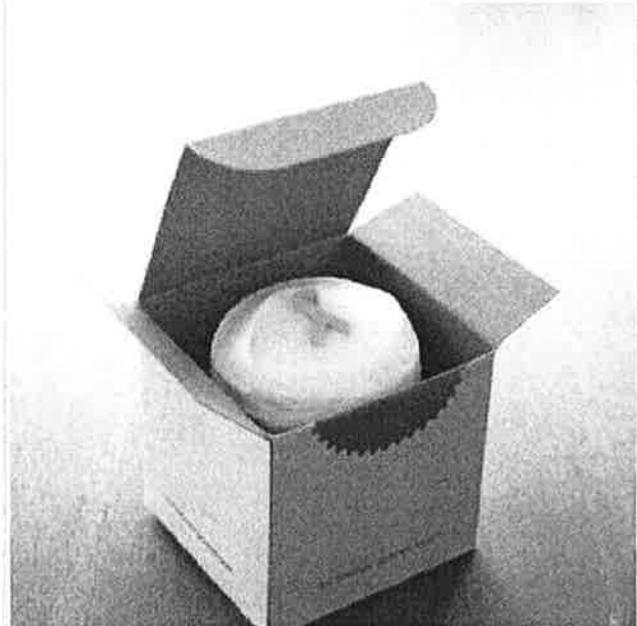
Like · Comment

👍 189 💬 12 📩 17

**Sprinkles Cupcakes**  
November 2, 2011

Thank you for helping Sprinkles Cupcakes raise \$19,500 for women's cancer research in October!

Sprinkles Pink Ribbon cupcakes raised \$17,000 for EIF Entertainment Industry Foundation's Women's Cancer Research Fund and \$2,500 for Pink Ribbons Project! Since 2005, Sprinkles Pink Ribbon cupcakes have raised \$168,000.



Like · Comment

👍 257 💬 16 📩 1

**Sprinkles Cupcakes**  
October 21, 2011



Like · Comment

286 50 11



**Sprinkles Cupcakes**  
October 16, 2011

Doris Roberts enjoys a box of 2 Sprinkles Cupcakes!



Like · Comment

282 23 1



**Sprinkles Cupcakes** shared a link.  
October 6, 2011

Learn about the history of cupcakes!



**The Rise of Cupcakes | Read the History of Cupcakes**  
[www.afculinaryschools.com](http://www.afculinaryschools.com)

The Rise of Cupcakes. Read about the history of the cupcake and research top baking, pastry and culinary schools.

Like · Comment · Share

110 34



**Sprinkles Cupcakes** shared a link.  
September 27, 2011

Ever wonder what your favorite "Cupcake Wars" stars do when the cameras stop rolling?

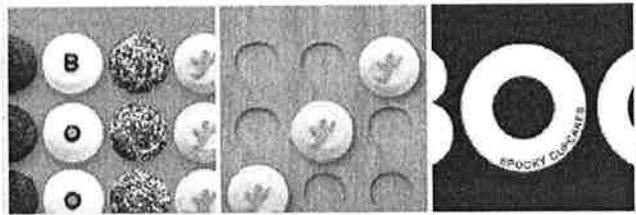


**Cupcake Wars Behind the Scenes**  
[www.youtube.com](http://www.youtube.com)

Ever wonder what your favorite "Cupcake Wars" stars do when the cameras stop rolling?

00:00

**Spooky Cupcakes** (3 photos)



Like · Comment · Share

181 12



**Sprinkles Cupcakes** shared a link.  
October 12, 2011

Can't get to our bakery fast enough to redeem a free cupcake? Download the freshly baked Sprinkles App to find out how to get a free cupcake all day long!

Satisfy your sweet tooth with Android:

<https://market.android.com/details?id=com.sprinkles.isprinkles>

Satisfy your sweet tooth with iPhone:

<http://itunes.apple.com/us/app/sprinkles-cupcakes/id416176327>



**Sprinkles Cupcakes - Android Market**  
[market.android.com](http://market.android.com)

Sprinkles Cupcakes introduces a freshly baked app sure to satisfy your sweet tooth! This free app dishes out free cupcakes, one-click menu access, virtual cupcake gift...

Like · Comment · Share

46 20 13



**Sprinkles Cupcakes** shared a link.  
October 10, 2011

Ever wonder what your favorite Cupcake Wars stars do when the cameras stop rolling? Go behind the scenes at [www.facebook.com/cupcakewars](http://www.facebook.com/cupcakewars)!



**Cupcake Wars Behind the Scenes**  
[www.youtube.com](http://www.youtube.com)

Ever wonder what your favorite "Cupcake Wars" stars do when the cameras stop rolling?

Like · Comment · Share

49 13 1



**Sprinkles Cupcakes**  
October 3, 2011

From October 1-7, Sprinkles is donating the proceeds\* from our Pink Ribbon cupcakes to the EIF Entertainment Industry Foundation's Women's Cancer Research Fund.

During this week, Pink Ribbon cupcakes are offered every day – just look for t... See More



Wars' stars do when the cameras stop rolling?

Like · Comment · Share

79 8 3



**Sprinkles Cupcakes**  
September 27, 2011

Follow "Cupcake Wars" on Facebook for behind-the-scenes scoop!



**Cupcake Wars**

Each week on Cupcake Wars, four of the country's top cupcake bakers face off in three elimination challenges until only one decorator remains. The sweet prize: \$10,000 and the opportunity to showcase their cupcakes at the winning gig. Whether a special Ace of Cakes anniversary celebration, a Starbuck...

Page: 13,470 like this

Like · Comment · Share

29 6



**Sprinkles Cupcakes** shared a link.  
September 20, 2011

Do you love Sprinkles?

Sprinkles is launching our new fansite complete with short films featuring your favorite celebrities, contests and downloads. Enjoy this taste of ilovesprinkles.com!



**100% Chance of Sprinkles**  
[www.youtube.com](http://www.youtube.com)

Like · Comment · Share

97 15 11



**Sprinkles Cupcakes**  
September 14, 2011

Sprinkles brings back mini cupcakes! The first 50 people to whisper "mini is in" receive 2 free mini cupcakes!

Five random people who comment on today's post will receive a coupon for a free cupcake! One random person will receive 1 dozen free cupcakes!

Like · Comment · Share

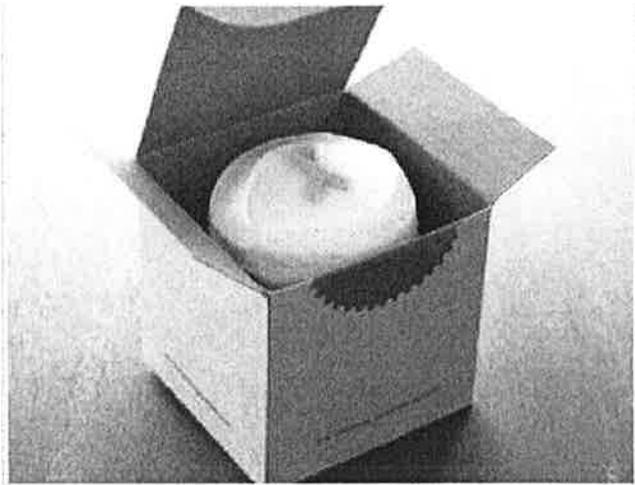
148 674 3



**Sprinkles Cupcakes** shared a link.  
September 2, 2011

This August, Sprinkles Cupcakes La Jolla raised \$1800 from our Cinnamon Sugar cupcakes for the San Diego Food Bank's Food 4 Kids Backpack Program. This program provides food for chronically hungry elementary school students who are at risk of hunger over the weekend when free school meals are unavailable.

**San Diego Food Bank - We Feed San Diego**  
[www.sandiegofoodbank.org](http://www.sandiegofoodbank.org)



Like · Comment

245 11 29



**Sprinkles Cupcakes** shared a link.  
September 24, 2011

Thank you for voting for Sprinkles as Best Cupcakes!



**Best Cupcakes**  
[www.ocegisler.com](http://www.ocegisler.com)

Best Of DC 2011: Best Cupcakes | cupcakes, sprinkles, perfect, cake, cupcake, circle, flavors, frosting, topped, bffany

Like · Comment · Share

247 23



**Sprinkles Cupcakes** shared a link.  
September 16, 2011

Vote for Sprinkles!



**Washington DC's Hit Music NOW**  
[www.hit955.com](http://www.hit955.com)

DC's Hit Music NOW

Like · Comment · Share

57 3



**Sprinkles Cupcakes**  
September 6, 2011

We are almost at 300,000 Facebook fans! When Sprinkles reaches 300,000 fans, we will post a special whisper word for 300 free cupcakes at every Sprinkles bakery!



Like · Comment

244 28



**Sprinkles Cupcakes**  
August 31, 2011

Jordin Sparks frosts her own Sprinkles Cupcakes! (4 photos)

Like · Comment · Share

82 3



**Sprinkles Cupcakes** shared a link  
August 30, 2011

Click below to receive a coupon for a free cupcake with any in-store cupcake purchase! Expires 9/1/11.

Enjoy a free cupcake with this special coupon, available only on Facebook!  
[www.facebook.com](http://www.facebook.com)

Like · Comment · Share

76 19



**Sprinkles Cupcakes**  
August 25, 2011

Rosie O'Donnell stopped by Sprinkles Cupcakes Chicago today!



Like · Comment

270 36



**Sprinkles Cupcakes**  
August 24, 2011

What goes around comes around! First 50 people to whisper "karma's sweet" at each Sprinkles get a free cupcake for you and for a friend!

Five random people who comment on today's post will receive a coupon for a free cupcake! One random person will receive 1 dozen free cupcakes!

Like · Comment · Share

132 696



**Sprinkles Cupcakes**  
August 13, 2011

primary



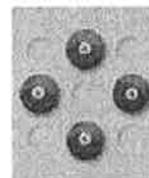
Like · Comment · Share

140 23



**Sprinkles Cupcakes** shared a link  
August 25, 2011

Vanilla Hazelnut Chocolate starts tomorrow! Available August 26 to September 11



**Vanilla Hazelnut Chocolate**  
[www.sprinkles.com](http://www.sprinkles.com)

Your Italian summer abroad was spent discovering the wonders of... hazelnut spread on everything! Now Sprinkles makes this classic flavor ALL-American with its Vanilla Hazelnut Chocolate cupcakes. Madagascar

Like · Comment · Share

160 28



**Sprinkles Cupcakes** shared a link  
August 24, 2011

Don't miss our exclusive Facebook offer! Click the link below and select "Send Coupon to Phone" to receive a text message good for one free cupcake! Expires 8/25/11.

Get a free cupcake of your choice with any in-store cupcake purchase!  
[www.facebook.com](http://www.facebook.com)

Like · Comment · Share

80 16



**Sprinkles Cupcakes**  
August 14, 2011

Happy 5th Anniversary, Sprinkles Newport Beach! The first 100

**Sprinkles Cupcakes**  
December 31, 2010

10, 9, 8, 7... The first 50 people to whisper "cupcake countdown" at each Sprinkles receive a free midnight milk chocolate!

The first 5 people to comment on this Facebook post will receive a coupon for a free cupcake!

Like · Comment · Share

121 124

**Sprinkles Cupcakes**  
December 24, 2010

Straight from Santa's Workshop! The first 7 people to whisper "North Pole" at each Sprinkles receive a free Chocolate Peppermint Cupcake Mix!

The first person to comment on this Facebook post will receive a mix shipped straight to their door!



Like · Comment

69 64

**Sprinkles Cupcakes**  
December 17, 2010

Warm up your kitchen by baking up a batch of Sprinkles! The first 10 people to whisper "freshly baked" at each Sprinkles receive a free chocolate peppermint mix!

The first person to comment on this Facebook post receives a free mix shipped straight to their door!



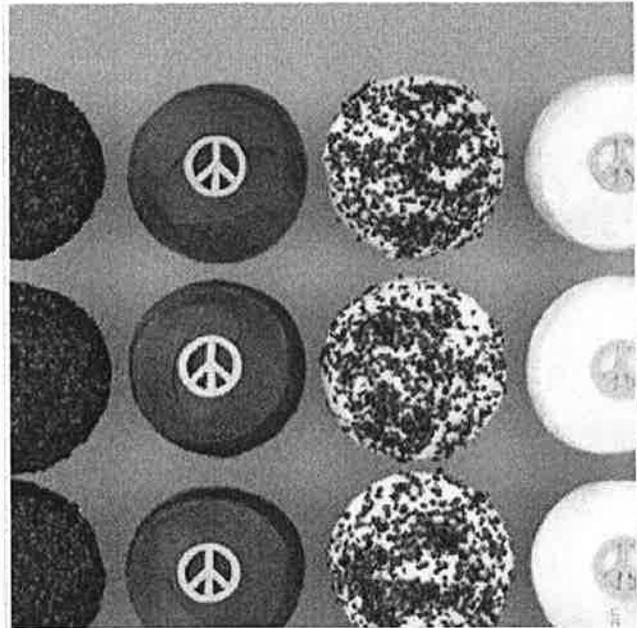
**Sprinkles Cupcakes**  
December 27, 2010

Send a message of PEACE with Sprinkles New Year's box!

Dark chocolate, vanilla milk chocolate, black & white and red velvet cupcakes adorned with Sprinkles blue peace sign. Sealed with a PEACE and Cupcakes sticker.

December 31 to January 31

order online | [www.sprinkles.com/order](http://www.sprinkles.com/order)



Like · Comment

92 16

**Sprinkles Cupcakes**  
December 23, 2010

Need a stocking stuffer idea? The first 10 people to whisper "freshly baked" at each Sprinkles receive a free Chocolate Peppermint Cupcake Mix!

The first person to comment on this Facebook post will receive a mix shipped straight to their door!





Like · Comment

70 63



**Sprinkles Cupcakes**

December 9, 2010

9021-SNOW! Come get a cupcake at the Sprinklesmobile on Rodeo Drive!



Like · Comment

67 22

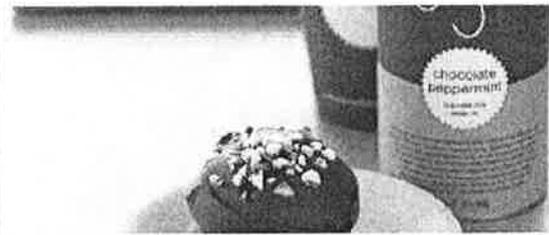


**Sprinkles Cupcakes**

December 2, 2010

Yesterday, to support World AIDS Day, Sprinkles Red Ribbon Red Velvet cupcakes raised \$6000 for the Elizabeth Glaser Pediatric AIDS Foundation!

Sprinkles always donates 100 percent of the proceeds from each charitable cupcake.



Like · Comment

67 68



**Sprinkles Cupcakes** shared a link.

December 10, 2010

Take a peek at Candace's Food Network Dish blog about the first episode of "Cupcake Wars!" Check back for behind-the-scenes scoop every week!

<http://blog.foodnetwork.com/fn-dish/2010/12/09/cupcake-wars-gluten-free-goodies-vs-christmas-cannoli>  
blog.foodnetwork.com

Like · Comment · Share

21 1



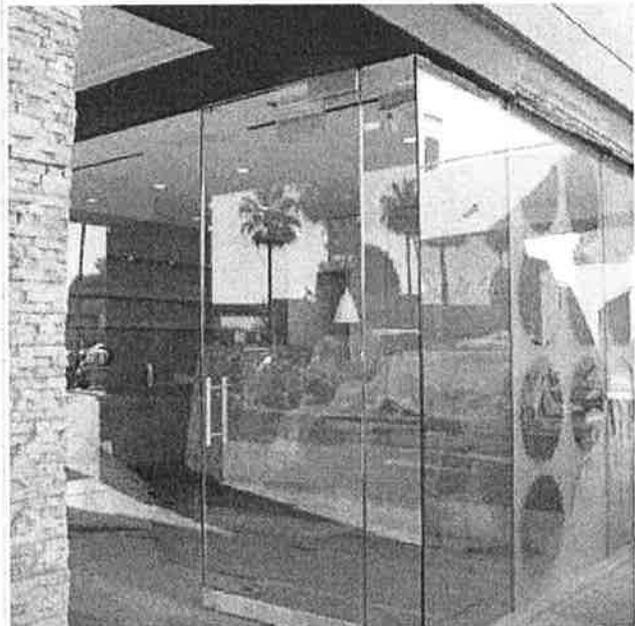
**Sprinkles Cupcakes**

December 7, 2010

We are very excited to announce that Sprinkles La Jolla will open on January 13 at The Shops at La Jolla Village!

Thank you for your enthusiasm and patience while we've been working hard to wrap up construction. Send us your email address to [eat@sprinkles.com](mailto:eat@sprinkles.com) to be added to our pre-opening invite list.

The first 10 people to comment on this Facebook post will receive a coupon for a free cupcake!



Like · Comment

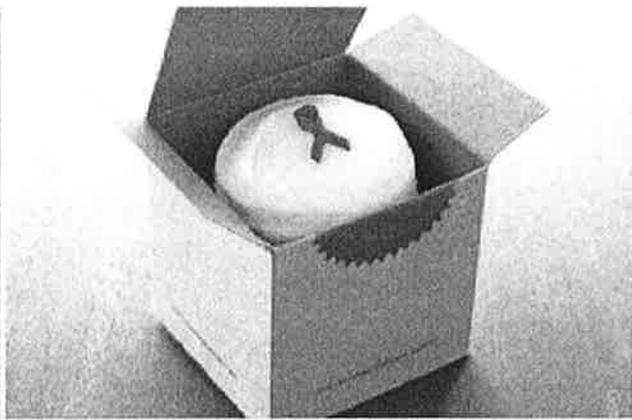
116 96



**Sprinkles Cupcakes**

November 29, 2010

Watch Sprinkles founder Candace Nelson judge the nation's top



Like Comment

141 14

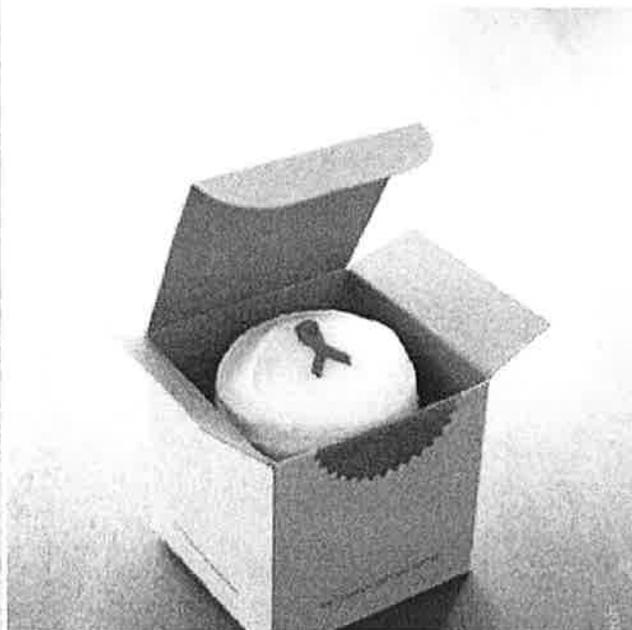


**Sprinkles Cupcakes**

November 29, 2010

To support World AIDS Day, Sprinkles is donating the proceeds\* from our Red Ribbon cupcakes to the Elizabeth Glaser Pediatric AIDS Foundation.

The Elizabeth Glaser Pediatric AIDS Foundation seeks to prevent pediatric HIV infection and to e...See More



Like Comment

107 17



**Sprinkles Cupcakes**

November 14, 2010

The first 25 people to whisper "surprise" at Sprinkles Beverly Hills receive a free mystery cupcake!

Like Comment Share

53 28



**Sprinkles Cupcakes**

November 11, 2010

It's 11/11! The first 11 people to comment on this Facebook post receive a coupon for a free cupcake!

Like Comment Share

78 244

cupcake bakers on "Cupcake Wars!" Season 2 kicks off next Tuesday, December 7 at 9pm (8pm Central).

The first 10 people to comment on this Facebook post receive a coupon for a free cupcake!



Like Comment

106 116 1



**Sprinkles Cupcakes**

November 18, 2010

The first 25 people to whisper "surprise" at Sprinkles Beverly Hills receive a free mystery cupcake!

Like Comment Share

54 30



**Sprinkles Cupcakes**

November 16, 2010

Think you're one smart cupcake? What is our most popular flavor? The first 25 people to answer correctly at each Sprinkles get the cupcake for free!

The first person to comment on this Facebook post will receive a coupon for a free cupcake!

Like Comment Share

80 214



**Sprinkles Cupcakes**

November 14, 2010

The first 35 people to whisper "surprise" at Sprinkles Palo Alto receive a free mystery cupcake!

Like Comment Share

51 31



**Sprinkles Cupcakes**

November 11, 2010

Sprinkles salutes our veterans! Veterans and those in active duty who show us their military ID at any Sprinkles receive a free cupcake of their choice!

**Sprinkles Cupcakes**  
November 9, 2010

Slow and steady wins the race! The 100th person to comment on this Facebook post receives a coupon for a free cupcake!

Like · Comment · Share

62 544

**Sprinkles Cupcakes**  
November 3, 2010

Mark Wahlberg stops by the Sprinklesmobile!



Like · Comment

144 22

**Sprinkles Cupcakes**  
October 25, 2010

Stars Love the Sprinklesmobile! (8 photos)

The Sprinklesmobile stopped by Variety's Young Hollywood event to donate cupcakes benefiting Power of Youth!



Like · Comment · Share

154 19

**Sprinkles Cupcakes**  
November 9, 2010

We're almost there! When Sprinkles reaches 200,000 fans, we'll give away 200 free cupcakes at each Sprinkles bakery!

Like · Comment · Share

162 40

**Sprinkles Cupcakes**  
November 2, 2010

We're almost at 200,000 fans! When we reach 200,000, we will give away 200 free cupcakes at every Sprinkles store!

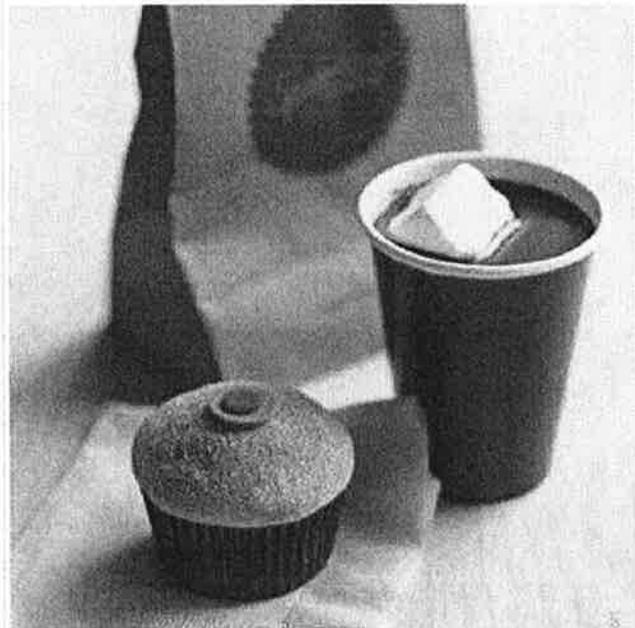
Like · Comment · Share

172 26

**Sprinkles Cupcakes**  
November 1, 2010

Warm up with a cup of Sprinkles decadent drinking chocolate, made from bittersweet Belgian chocolate and topped with a fluffy all-natural vanilla bean marshmallow.

November 1 to March 31



Like · Comment

175 23

Sprinkles Cupcakes added 3 photos to the album Stars at Sprinkles!  
October 20, 2010



Like · Comment · Share

346 75



Like · Comment · Share

96 16



**Sprinkles Cupcakes**  
October 16, 2010

Happy Sweetest Day! The first 50 people to whisper "sugar rush" at each Sprinkles receive a free cupcake of their choice!

Like · Comment · Share

93 61



**Sprinkles Cupcakes**  
October 8, 2010

The first person to comment on this Facebook post "happy baking" receives a free red velvet mix shipped straight to their door!

Like · Comment · Share

54 208



**Sprinkles Cupcakes**  
October 8, 2010

Free cupcake Friday! The first 10 people to comment on Facebook "I love Sprinkles" receive a coupon for a free cupcake!

\*Privacy settings must allow us to send you a private message.

Like · Comment · Share

76 217



**Sprinkles Cupcakes** shared a link.  
October 6, 2010

Vote for Sprinkles as "Best Cupcake" and "Best Dessert" in the "Best of our Valley" Awards!

Best Cupcake  
arizonafoothillsmagazine.com

<http://www.facebook.com/photo.php?fbid=440379268028&set=a.74448123...>



**Sprinkles Cupcakes**  
October 18, 2010

Bake up a batch of Sprinkles Cupcakes from the comfort of your own home! The first 5 people to comment on this Facebook post "happy baking" receive a free cupcake mix shipped straight to their door! You pick the flavor!

\*Facebook privacy settings must allow us to send you a direct message

Like · Comment · Share

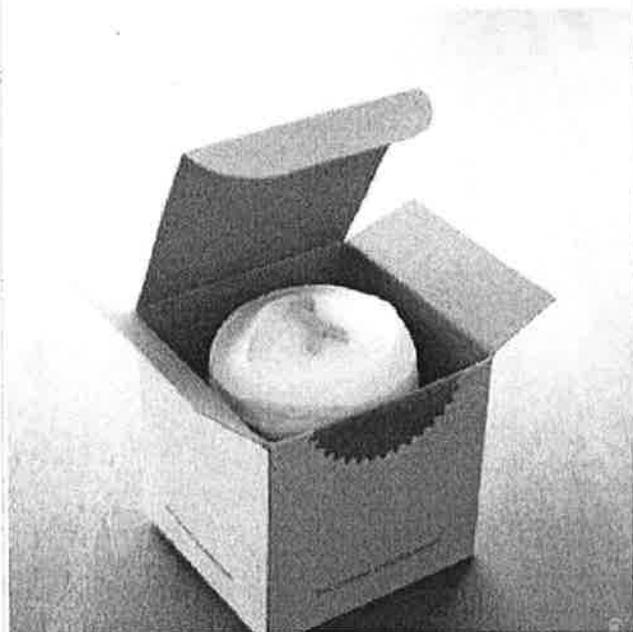
67 200



**Sprinkles Cupcakes**  
October 12, 2010

Thank you for helping Sprinkles donate \$30,000 during the first week of October to the Entertainment Industry Foundation's Women's Cancer Research Fund!

Since 2005, Sprinkles Pink Ribbon cupcakes have raised \$142,500 for Women's Cancer Res... See More



Like · Comment

126 8



**Sprinkles Cupcakes**  
October 5, 2010

**Sprinkles Cupcakes** shared a link.  
December 15, 2009

Vote for Sprinkles as LA's best cupcake!

**Happy National Cupcake Day: Who Makes The Best?**  
[www.buffingtonpost.com](http://www.buffingtonpost.com)

As if you weren't eating enough with your various Holiday goings on, being force fed cookies and lattes by the dozen, today is National Cupcake Day. Cupcakes are practically a religion here in Los Angeles, with everyone fiercely loyal to their favorite purveyors.

Like · Comment · Share 39 5

**Sprinkles Cupcakes** shared a link.  
November 25, 2009

Check out Sprinkles in today's New York Times!

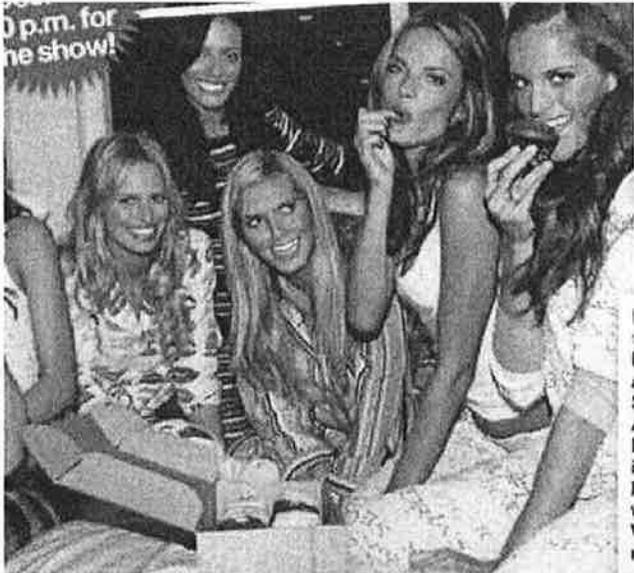
**The Latest Entrepreneurial Fantasy Is Selling Cupcakes - NYTimes.com**  
[www.nytimes.com](http://www.nytimes.com)

The small-business world is going cupcake mad, and not just in meccas like Los Angeles and New York.

Like · Comment · Share 20 5

**Sprinkles Cupcakes**  
November 25, 2009

Stars at Sprinkles! (103 photos)



**Sprinkles Cupcakes**  
December 11, 2009

On December 8-9, Sprinkles red velvet cupcakes raised \$3500 for Lucile Packard Children's Hospital!

Like · Comment · Share 102 8

**Sprinkles Cupcakes** added 20 photos to the album Stars at Sprinkles!  
December 1, 2009



Like · Comment · Share 346 75

**Sprinkles Cupcakes**  
November 21, 2009

Orange cranberry is back! The first 25 people to whisper "tart" at each Sprinkles receive a free orange cranberry cupcake!

Like · Comment · Share 30 15

**Sprinkles Cupcakes**  
November 15, 2009

See stars at Sprinkles! The first 25 people to whisper "milky way" at each Sprinkles receive a free milk chocolate cupcake!

Like · Comment · Share 34 20

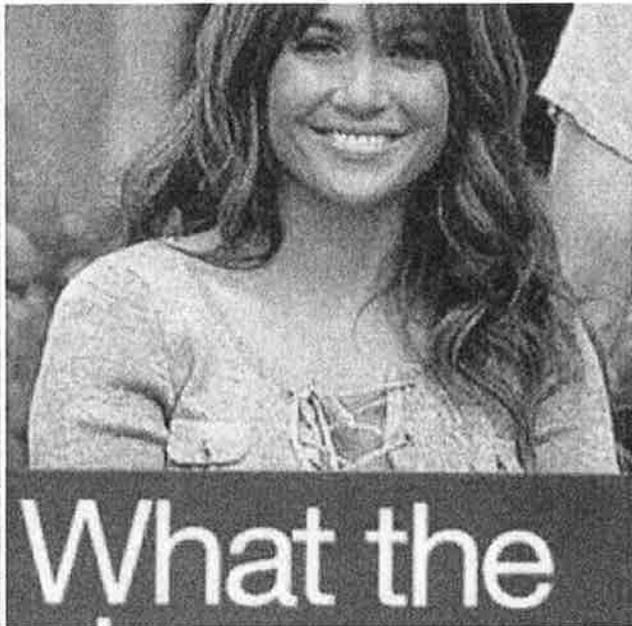
**Sprinkles Cupcakes**  
November 14, 2009

Thanks for voting for your dream flavor! The first 50 people to whisper "vote" at each Sprinkles receive a free pumpkin cupcake!



**Sprinkles Cupcakes**  
November 13, 2009

Jennifer Lopez requests Sprinkles for her photo shoot!



Like · Comment · Share    51   23

**Sprinkles Cupcakes**  
November 13, 2009

90210's Jessica Lowndes celebrated her birthday with Sprinkles!



Like · Comment    26   6

**Sprinkles Cupcakes** shared a link.  
November 12, 2009

Check out Sprinkles in today's NY Times' article on marketing with Facebook!

Small-Business Guide - Marketing Your Business With Facebook - NYTimes.com  
[www.nytimes.com](http://www.nytimes.com)

The social network is also a place to find new customers and discover a treasure trove of demographic data.

Like · Comment · Share    23   6

**Sprinkles Cupcakes** shared a link.  
November 5, 2009

Pamela Anderson tells Jimmy Kimmel about giving out Sprinkles Cupcakes on Halloween!



Pamela Anderson Talks About Halloween  
[www.youtube.com](http://www.youtube.com)

Jimmy Kimmel Live - The first part of Jimmy's interview with Pamela Anderson, who talks about Halloween

Like · Comment · Share    27   21

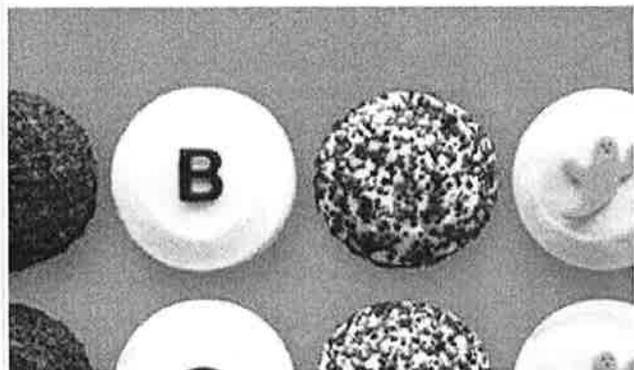
**Sprinkles Cupcakes**  
November 4, 2009

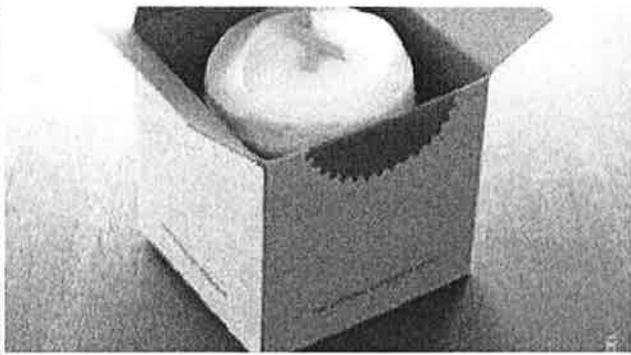
Sprinkles Pink Ribbon cupcakes raised \$32,000 for the Entertainment Industry Foundation's Women's Cancer Research Fund! Thank you for helping Sprinkles donate \$54,750 during the month of October to women's cancer research, children's hospitals and The Salvation Army.



**Sprinkles Cupcakes**  
October 29, 2009

Spooky Cupcakes at Sprinkles!





Like · Comment

161 27

**Sprinkles Cupcakes**  
October 22, 2009

Caramel apple is here! The first 50 people to whisper "BOO!" at each Sprinkles receive a free caramel apple cupcake!

Like · Comment · Share

62 52

**Sprinkles Cupcakes**  
October 21, 2009

Check out Leslie Mann eating a Sprinkles Pink Ribbon cupcake!



Like · Comment

36 22

**Sprinkles Cupcakes**  
October 18, 2009

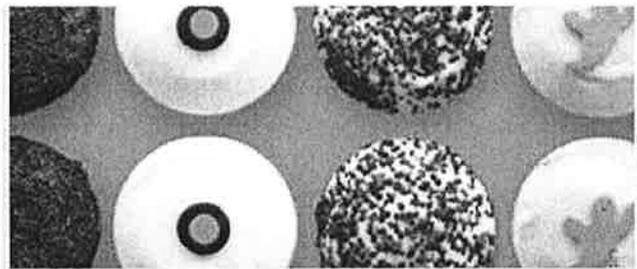
Jurassic Cupcakes! The first 25 people to give us their scariest "RAWR!" at each Sprinkles receive a free dino vanilla cupcake!

Like · Comment · Share

72 44

**Sprinkles Cupcakes**  
October 15, 2009

We're close to picking Sprinkles BFF! The first 70 people to whisper "70,000" at each Sprinkles receive a free cupcake of their



Like · Comment

165 38

**Sprinkles Cupcakes** shared a link.  
October 27, 2009

Check out an article about Sprinkles' Facebook presence in today's LA Times!



Facebook becoming big friend of small businesses -- [latimes.com](http://latimes.com)  
[www.latimes.com](http://www.latimes.com)

Charles Nelson, president of Sprinkles Cupcakes, manages the Beverly Hills company's pages on Facebook and other social media websites. (Lawrence K. Ho / Los

Like · Comment · Share

31 18

**Sprinkles Cupcakes**  
October 19, 2009

Sprinkles loves Kristin Chenoweth! Congratulations on your Emmy!



Like · Comment

218 59

**Sprinkles Cupcakes**  
October 17, 2009

Happy Sweetest Day! The first 50 people to whisper "sugar rush" at each Sprinkles receive a free cupcake of their choice!

Like · Comment · Share

82 51

choicel

Like · Comment · Share

85 57



**Sprinkles Cupcakes**  
October 12, 2009

Sprinkles Dallas raised \$12,000 for Salvation Army with our Blue Velvet cupcakes!

Like · Comment · Share

145 32



**Sprinkles Cupcakes**  
October 5, 2009

Sprinkles is excited to open in Houston in 2010! The first 50 people to whisper "Houston" at each Sprinkles receive a free Texan vanilla!

Like · Comment · Share

65 55



**Sprinkles Cupcakes**  
October 2, 2009

Sprinkles pumpkin contains ginger, clove, nutmeg and cinnamon spices. First 25 people to whisper "fragrant" receive a free pumpkin cupcake!

Like · Comment · Share

75 39



**Sprinkles Cupcakes**  
September 29, 2009

We bake with real strawberries! The first 25 people to whisper "shortcake" at each Sprinkles today receive a free strawberry cupcake!

Like · Comment · Share

86 40



**Sprinkles Cupcakes**  
September 26, 2009

The first 50 people to whisper "I love Sprinkles" at each Sprinkles today receive a free vanilla milk chocolate!

Like · Comment · Share

69 38



**Sprinkles Cupcakes**  
September 23, 2009

Happy Anniversary, Sprinkles Palo Alto! The first 50 people to whisper "anniversary" at each Sprinkles today receive a free red velvet!

Like · Comment · Share

84 39



**Sprinkles Cupcakes**  
September 19, 2009 via mobile

Thanks for voting for your dream flavor! The first 50 people to whisper "vote" at each Sprinkles receive a free neopolitan



**Sprinkles Cupcakes**  
October 13, 2009

Super rich! The first 50 people to whisper "ganache" at each Sprinkles receive a free triple chocolate cupcake - Belgian dark chocolate cake topped with bittersweet chocolate frosting and chocolate ganache!

Like · Comment · Share

76 56



**Sprinkles Cupcakes**  
October 12, 2009

Sprinkles Palo Alto raised \$4,000 for Lucile Packard Children's Hospital on October 8th!

Like · Comment · Share

116 12



**Sprinkles Cupcakes**  
October 4, 2009

October is National Dessert Month! The first 50 people to whisper "dessert" at each Sprinkles receive a free red velvet!

Like · Comment · Share

89 40



**Sprinkles Cupcakes**  
October 1, 2009

Sprinkles is excited to open in Chicago in 2010! The first 50 people to whisper "Chicago" at each Sprinkles receive a free "C" red velvet!

Like · Comment · Share

108 77



**Sprinkles Cupcakes**  
September 26, 2009

The first 25 people to whisper "Elvis" at each Sprinkles today receive a free King Cupcake - banana cake topped with peanut butter frosting!

Like · Comment · Share

81 48



**Sprinkles Cupcakes**  
September 24, 2009

Sprinkles was the world's first cupcake bakery! The first 50 people to whisper "original" at each Sprinkles receive a free red velvet!

Like · Comment · Share

85 49



**Sprinkles Cupcakes**  
September 22, 2009

First day of fall! The first 25 people to whisper "autumn" at each Sprinkles receive a free cupcake of their choice!

Like · Comment · Share

73 45

cupcake!

Like · Comment · Share

74 47

**Sprinkles Cupcakes** shared a link  
September 15, 2009

**Tom + Katie Wish Jay Leno Sweet Success with Sprinkles!**



Tom & Katie Wish Jay Leno Sweet Success With His New Show | Access Hollywood - Celebrity News, Photo  
[www.accesshollywood.com](http://www.accesshollywood.com)

Katie Holmes, Tom Cruise and Sari are spotted on the Melbourne set of Katie's new film, 'Don't Be Afraid Of The

Like · Comment · Share

42 5

**Sprinkles Cupcakes** shared a link  
September 10, 2009

**Kick off the season with Sprinkles! Wear your Cardinals gear for a free Cardinals red velvet cupcake today at Sprinkles Scottsdale!**

Satisfy your sweet tooth with FREE Sprinkles cupcakes! - Phoenix Arizona news, breaking news, local  
[www.abc15.com](http://www.abc15.com)

Do you have any Cardinals gear? Put it to good use and get a free Sprinkles cupcake.

Like · Comment · Share

24 26

**Sprinkles Cupcakes**  
September 9, 2009

**Want to design your own box of Sprinkles?**

Get creative! Send a coded message to that special someone or sweeten the deal with an important client. Choose any combination of daily flavors, any selection of decorations and any sticker for a one-of-a-kind Sprinkles gift!  
<http://www.sprinkles.com/order/>



**Sprinkles Cupcakes**  
September 18, 2009

**Sprinkles debuts our newest flavor! The first 50 people to whisper "Italian" at each Sprinkles receive a free vanilla hazelnut chocolate!**

Like · Comment · Share

112 40

**Sprinkles Cupcakes**  
September 14, 2009

**Sprinkles bakes fresh daily! The first 50 people to whisper "fresh" at each Sprinkles receive a free red velvet cupcake!**

Like · Comment · Share

79 51

**Sprinkles Cupcakes**  
September 12, 2009 via mobile

**Sprinkles bakes only with the ripest bananas! The first 25 people to whisper "yellow" at each Sprinkles receive a free banana cupcake!**

Like · Comment · Share

71 52

**Sprinkles Cupcakes** shared a link  
September 10, 2009

**Check out Sprinkles BACK 2 SCHOOL box on today's Daily Candy!**



What to Do This Weekend | Los Angeles - DailyCandy  
[www.dailycandy.com](http://www.dailycandy.com)

TEXT Sprinkles Message Boxes What: Get your deliciously frosted pint across with letter- and icon-topped cupcakes; choose from standards (HAPPY BDAY, BFF

Like · Comment · Share

18

**Sprinkles Cupcakes**  
September 9, 2009

**Say it with Sprinkles! Introducing Sprinkles Message Boxes, Design Your Own Boxes and New Online Order Form!**

Send a message in the sweetest way possible! Sprinkles Message Boxes include our most popular flavors topped with sugar decorations to spell out the perfect sentiment from HAPPY BDAY to I LOVE YOU.  
<http://www.sprinkles.com/gifts/message.html>



Good afternoon! whisper "sugar rush" at any Sprinkles location and receive a free red velvet!

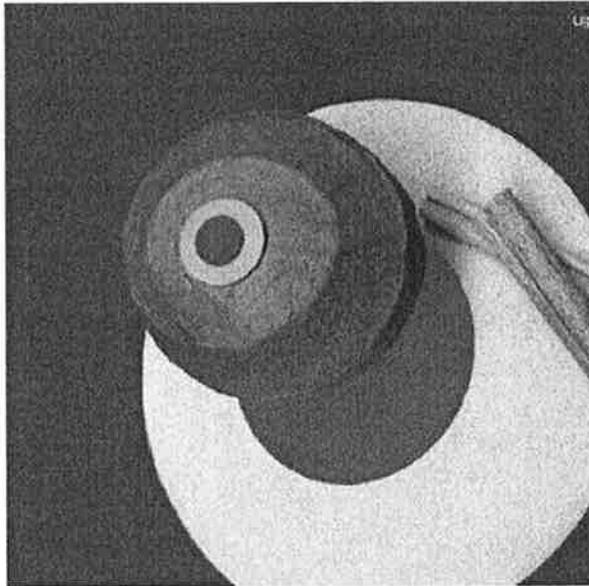
Like · Comment · Share

👍 44 🗨️ 42

Sprinkles Cupcakes

MAY 5, 2009

Feliz Cinco de Mayo! Las primeras 20 personas que digan "Hola" cuando estan ordenando en cualquier Sprinkles recibirán un Choco Loco gratis.



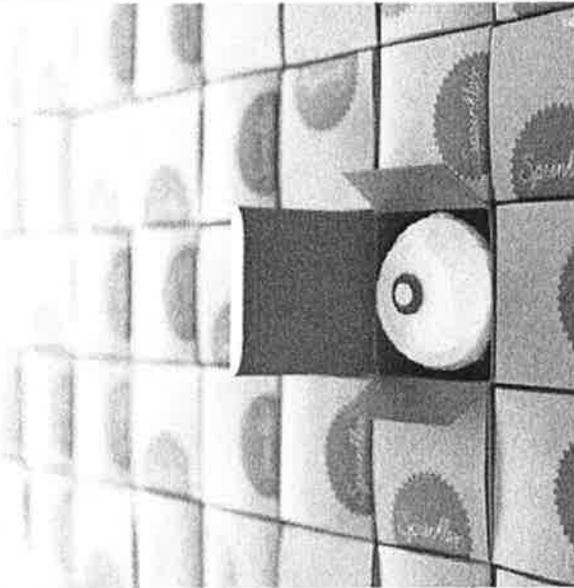
Like · Comment · Share

👍 57 🗨️ 33

Sprinkles Cupcakes shared a link.

Sprinkles Cupcakes

MAY 14, 2009



Like · Comment · Share

👍 89 🗨️ 36

Sprinkles Cupcakes

MAY 3, 2009

Happy Sunday! The next 10 people to whisper "Sprinkles Addict" when ordering at each Sprinkles will receive a free red velvet!

Like · Comment · Share

👍 64 🗨️ 40

Sprinkles Cupcakes

MAY 1, 2009

Create Page

New
January
2012
2011
2010
2009
2008
Founded

Sponsored #1  
H&R Block At Home  
hrblock.com



The early bird gets the big fat tax refund. Click here to file free online.

Hey Law Students!



Stressing law school? Click here for discount law study aids that will help you CRUSH it! 4,202 people like LawBooksForLess.com.

Jean Cooney followed Shelley Burgon.

Phil Herrera likes What Goes Wrong.

Amiee Maxwell is listening to Whiskey by Trampled by Turtles on Spotify.

SSENSE We'll be liking our favorite #SSENSELOVESME series all day. If we've liked yours it means you're in the running for the top prize. — via Twitter

Erin Elizabeth Kevin likes MU's Photography's status.

SSENSE added a new photo.



Turn on chat to see who's available.

Search

🌐 +1



Like · Comment

64 28



**Sprinkles Cupcakes**

April 2, 2009 · 49

HOP for cupcakes! Sprinkles brown sugar praline starts tomorrow!

Like · Comment · Share

67 28



**Sprinkles Cupcakes** shared a link.

April 10, 2009 · 57

Vote Sprinkles as Best Bakery and Best Dessert in Phoenix!



AJAX CAPTCHA  
www.azcentral.com

Like · Comment · Share

28 12

Show all stories from 2009 ▾

2008



**Sprinkles Cupcakes** created an event.

December 12, 2008



**PEACE box**

December 31, 2008 at 9:00am

Sprinkles Cupcakes

4 people went



**Joined Facebook**

December 12, 2008

Founded



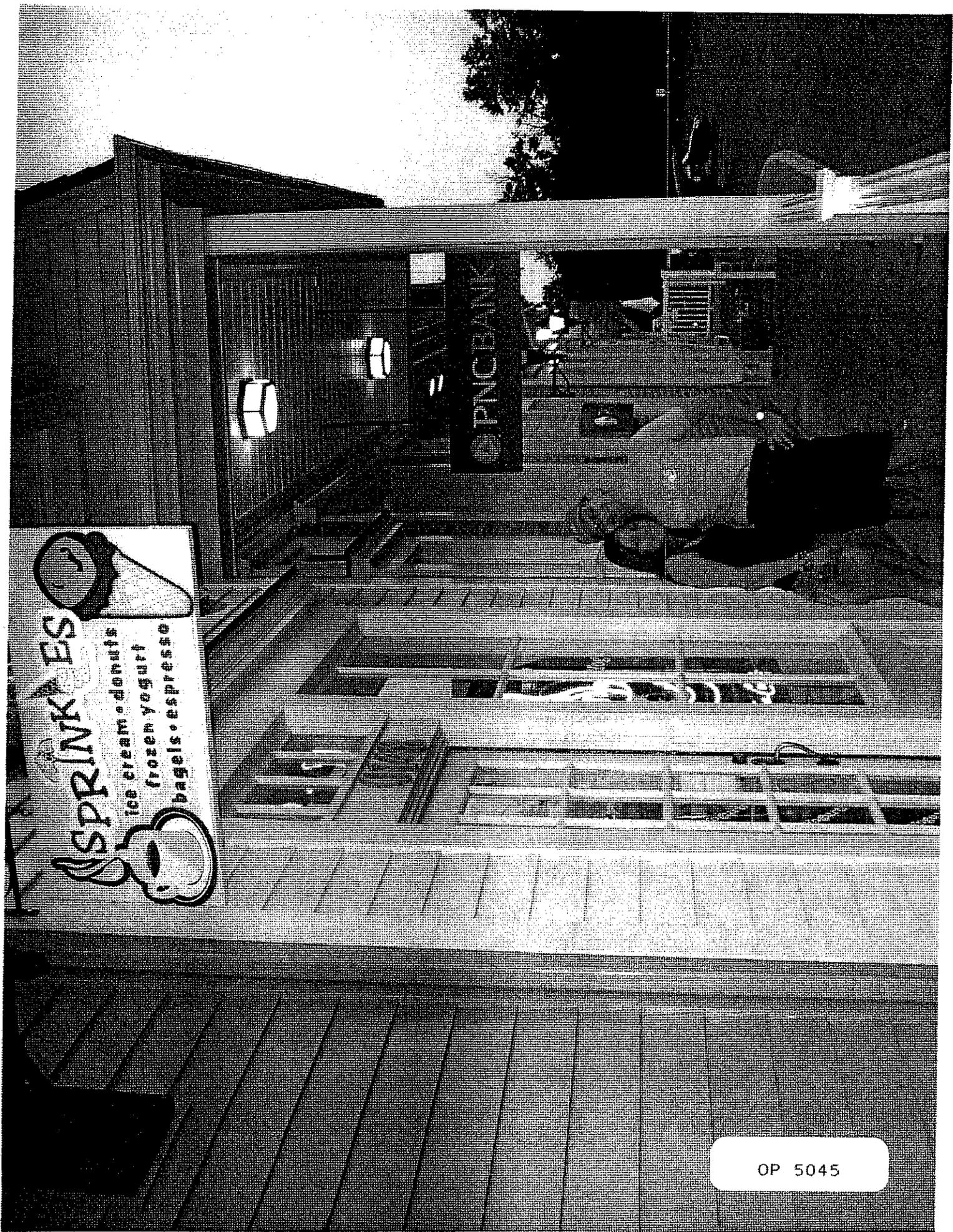
**Founded in 2003**

Mobile Find Friends Badges People Pages Places Apps Games Music  
About Create an Ad Create a Page Developers Careers Privacy Cookies Terms Help

Facebook © 2013 · English (US)

SC002881

# **EXHIBIT H**



**SPRINKLES**  
 ice cream • donuts  
 frozen yogurt  
 bagels • espresso

PNC BANK

OP 5045

# **EXHIBIT I**



EXHIBIT  
tabbies®  
27  
ORBAN

# **EXHIBIT J**

# SPRINKLES

Address: 10148 River Road, Potomac, Md.  
Phone: 301-298-8475  
Hours: M to Sat 6 am to 9:30+ pm  
Sunday 7am to 9:30+ pm  
We are on [Twitter](#) & [Facebook](#)



Home Made  
From Scratch



Pre-order a  
Sprinkl  
cupcakes a  
SIX cupc  
FREE. Call r  
3012998



**Prices**  
\$2.85 for one  
\$2.59 each for six  
\$2.39 each for 12

Call for monthly  
Special offers!

Flavors (All are Quality)

- |                   |                         |
|-------------------|-------------------------|
| Vanilla*          | Lemon                   |
| Chocolate*        | Strawberry              |
| Chocolate Ganache | Coconut                 |
| Cheer*            | Spiced Vanilla*         |
| Strawberries      | Red Velvet*             |
| Carrot Cake*      | Chocolate Peanut Butter |

# **EXHIBIT K**

## SprinklesDMV is on Facebook.

To connect with SprinklesDMV, sign up for Facebook today.

Sign Up

Log In



### SprinklesDMV

176 likes · 2 talking about this · 78 were here

Like



- \$ (0-10) · Local Business
- 10148 River Road, Potomac, MD.
- (301) 299-8415
- Today 6:00 am - 10:00 pm

About



Photos

176

Likes



Map

#### Highlights

#### Activity

February

#### People Who Like This

1

#### Visits

1

#### Recent Posts by Others on SprinklesDMV

See All



Nicole Alexa

Nicole posted a photo.

September 7, 2012 at 4:52am

More Posts

#### Recommendations

See All



Mike Cadotte

The FRONAJA's are the Bomb!!  
over a year ago

#### 2012



SprinklesDMV

March 24, 2012

A great day for a free espresso or kids ice cream with your Sprinkles cupcake purchase. Shall we see you around tea time (not you, Dirk)?

Like · Comment · Share

1



SprinklesDMV

March 18, 2012

Have an espresso or 4 oz ice cream on us with your Sprinkles cupcake purchase by mentioning this notice, through March!

Like · Comment · Share



SprinklesDMV

February 26, 2012

Espresso lovers! Free espresso with any cupcake purchase at Sprinkles thru February.



SprinklesDMV

February 26, 2012

Cake & ice cream? Free kids ice cream with any cupcake purchase through February!

Like · Comment · Share

Like · Comment · Share



**SprinklesDMV**  
February 19, 2012

Free double espresso when you buy a cupcake, any day in February, at Sprinkles. Just ask.

Like · Comment · Share



**SprinklesDMV**  
February 26, 2012

Sprinkles cupcakes as low as \$1.59! Call for more information. 301-299-8415.

Like · Comment · Share

2011



**SprinklesDMV**  
December 31, 2011

Sprinkles cupcake promo extended thru Jan. Order 12 a day ahead and receive 18 for the same price. Works out to \$1.59 each.

Like · Comment · Share



1



**SprinklesDMV**  
December 31, 2011

Cupcakes promo extended through January. Order a dozen from Sprinkles and receive six extra at no additional charge. Works out to \$1.59 per cake.

Like · Comment · Share



**SprinklesDMV**  
December 25, 2011

Quality cupcakes cheap through December. Order a dozen a day ahead and receive 18, with no extra charge, at Sprinkles.

Like · Comment · Share



**SprinklesDMV**  
November 6, 2011

Having a party? High quality cupcakes for \$1.59 a piece when you pre-order from Sprinkles. Minimum order 18 cupcakes. Thru November.

Like · Comment · Share



**SprinklesDMV**  
October 9, 2011

If you are 9 years old on this beautiful 9th day of October, and among the first 9 to let us know, enjoy a free cupcake or ice cream sundae at Sprinkles!

Like · Comment · Share



**SprinklesDMV**  
October 9, 2011

Where do great cupcakes cost \$1.59? Advance order a dozen from Sprinkles and get an extra 6 free. That works out to \$1.59 each. This month only!

Like · Comment · Share



**SprinklesDMV**  
September 17, 2011

If you phone in an order for one dozen cupcakes from Sprinkles this month, you receive an extra box of six cupcakes free! Call 301-299-8415 to order.

Like · Comment · Share



1



**SprinklesDMV**  
September 17, 2011

If you order ahead a dozen cupcakes from Sprinkles this month, you receive six extra cupcakes free!

Like · Comment · Share



**SprinklesDMV**  
September 17, 2011

It isn't even Sunday yet but it is the 17th, so if you are 17 and among the first 17 to state your age at Sprinkles today, you will merit a free sundae!

Like · Comment · Share



**SprinklesDMV**  
July 16, 2011

July offer to Facebook followers: when you order 12 cupcakes from Sprinkles you receive a second dozen free.

Like · Comment · Share



**SprinklesDMV**  
June 14, 2011

Today is the 14th, so if you are one of the first 14 fourteen year olds to state your age at Sprinkles, you will receive a free sundae!

Like · Comment · Share



**SprinklesDMV**  
June 12, 2011

Today is Sunday the 12th so if you are one of the first 12 twelve year olds to come to Sprinkles and state your age, you will receive a free sundae!

Like · Comment · Share



**SprinklesDMV**  
May 15, 2011

Be one of the first ten 15 year olds to identify yourself for a free sundae at Sprinkles on this Sunday the 15th!

Like · Comment · Share



**SprinklesDMV**  
April 27, 2011

Today at Sprinkles if you ask the blonde lady whether her cat's stripes are fading, she will give you a free donut or cupcake, while they last!

Like · Comment · Share



**SprinklesDMV**  
April 21, 2011

Today at Sprinkles, the first ten to ask the blonde lady at the counter how many stripes her cat has receive a free cupcake!

Like · Comment · Share



**SprinklesDMV**  
April 15, 2011

The first five today who find out what Chocolate said to the red velvet cone receive a free sundae!

Like · Comment · Share



**SprinklesDMV**  
April 7, 2011

The next five people at Sprinkles who tell the blonde lady at the counter they want a sundae for their striped cat, will receive a free sundae!

Like · Comment · Share



**SprinklesDMV**  
July 16, 2011

On the 16th, be one of the first 16 sixteen year olds to state your age at Sprinkles for a free sundae!

Like · Comment · Share



**SprinklesDMV**  
June 13, 2011

Today is Monday the 13th so if you are one of the first 13 year olds to come to Sprinkles and state your age, you will receive a free mondae, whoops, I mean sundae!

Like · Comment · Share



**SprinklesDMV**  
May 22, 2011

Be one of the first ten at Sprinkles to ask if "Red Velvet" is a cupcake or an ice cream, and pick up a free sundae!

Like · Comment · Share



**SprinklesDMV**  
May 13, 2011

Be one of the first five 13 year olds to identify yourselves for a free sundae this Friday the 13th!

Like · Comment · Share



**SprinklesDMV**  
April 24, 2011

Today at Sprinkles say you want the same cupcake the Easter Bunny had, and receive one free while they last!

Like · Comment · Share



**SprinklesDMV**  
April 20, 2011

Today at Sprinkles if you tell us you prefer your veggies in a cupcake, you'll receive a free carrot cake cupcake, while they last!

Like · Comment · Share



**SprinklesDMV**  
April 9, 2011

The next five people at Sprinkles who say "Banana Cocoa Dingdong" receive a free Sprinkle-in of their choice!

Like · Comment · Share



**SprinklesDMV**  
April 1, 2011



**SprinklesDMV**  
April 5, 2011

Today the first five who come in to Sprinkles and say "there's nothing wrong with me a little ice cream won't fix" receive a free sundae!

Like · Comment · Share



**SprinklesDMV**  
April 2, 2011

The lyric sound of laughter fills all the April hills The joy-song of the crows The mirth of daffodils

Like · Comment · Share



**SprinklesDMV**  
March 27, 2011

The next five people at Sprinkles who tell the blonde lady at the counter they want a sundae for their striped cat, will receive a free sundae!

Like · Comment · Share

1



**SprinklesDMV**  
March 19, 2011

Be one of the first ten today to ask of Sprinkles staff "Do you blend?" to receive a free cupcake and ice cream blend-in!

Like · Comment · Share



**SprinklesDMV**  
March 11, 2011

Today: Be among the first ten to say "I would like a Sprinkles cupcake a la mode" and you shall be provided one, free"

Like · Comment · Share



**SprinklesDMV**  
March 1, 2011

Today: Be one of the first ten visitors at Sprinkles to ask for a Red Velvet Sundae and receive one free!

Like · Comment · Share



**SprinklesDMV**  
February 26, 2011

Today: The first ten visitors who ask "do Met Opera lovers love Sprinkles Red Velvet Cupcake yogurt?" receive a free pint of the same!

Like · Comment · Share



**SprinklesDMV**



April 6, 2011

Today the first five at Sprinkles who say "Spouse Like A House" receive a free Sprinkle-in of their choice!

Like · Comment · Share



**SprinklesDMV**  
April 3, 2011

On Sunday, the next ten at Sprinkles who say "a balanced diet is a cupcake in each hand" receive one free!

Like · Comment · Share



**SprinklesDMV**  
April 1, 2011

The first five to say "April is a promise that May is bound to keep" receive a free sundae.

Like · Comment · Share



**SprinklesDMV**  
March 20, 2011

Be one of the first five at Sprinkles today to ask "What day is it?" for a free sundae!

Like · Comment · Share



**SprinklesDMV**  
March 14, 2011

Today be one of the first ten at Sprinkles to ask "what's a cupcake without ice cream?" to get one free, a la mode ofcourse!

Like · Comment · Share



**SprinklesDMV**  
March 6, 2011

Today, be among the first ten to say "Sprinkles is the scene for cupcakes and cream" to receive a free cupcake with your favorite ice cream!

Like · Comment · Share



**SprinklesDMV**  
February 28, 2011

Today: The next ten visitors who explain the difference between sorbet and sherbet receive a free Sprinkles cone!

Like · Comment · Share



**SprinklesDMV**  
February 24, 2011

Today: The next ten visitors who say "I'll gladly pay you Tuesday for a cupcake today!" receive a free "Sprinkles" cupcake!



February 23, 2011

Today: The next ten visitors who say "give me something hot that's really cool" get a free Sprinkles cupcake!

Like · Comment · Share



**SprinklesDMV**  
February 18, 2011

The first ten visitors today who say "Red Velvet is on Sprinkles" receive a free pint of Red Velvet Cupcake froyo.

Like · Comment · Share



**SprinklesDMV**  
February 15, 2011

Wednesday the 16th: If you are 16, come by Sprinkles today and get one thing priced up to \$5, FREE!

Like · Comment · Share

1



**SprinklesDMV**  
February 11, 2011

Saturday at Sprinkles: Be one of the first ten visitors to say "can I have a sundae on a Saturday?" for a free sundae at Sprinkles!

Like · Comment · Share

1



**SprinklesDMV**  
February 9, 2011

Thursday at Sprinkles: the first ten visitors who say "I saw you on Facebook" receive a free cupcake!

Like · Comment · Share

1

for a cupcake today receive a free Sprinkles cupcake!

Like · Comment · Share



**SprinklesDMV**  
February 21, 2011

Today: The first ten visitors at Sprinkles who can say "cupcake cappuccino" really fast and without tripping up get a free cupcake and cappuccino!

Like · Comment · Share



**SprinklesDMV**  
February 17, 2011

A beautiful 17th-Spring by Sprinkles today and if you are 17, you may request one item priced up to \$5, FREE!

Like · Comment · Share



**SprinklesDMV**  
February 13, 2011

Be one of the next ten to say "have a heart" when ordering 12 Sprinkles cupcakes for Valentines Day and pay just \$14!

Like · Comment · Share



**SprinklesDMV**  
February 10, 2011

Friday at Sprinkles: the first ten visitors who say "I'll try tart, for a start" receive a free cone!

Like · Comment · Share

1



**SprinklesDMV**  
February 8, 2011

The first five people who ask "do you blend?" can have a free blend-in at Sprinkles today!

Like · Comment · Share



**Joined Facebook**

February 8, 2011



# Opened in 1989

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facebook



cupcakes



SprinklesDMV  
May 13, 2011

x

Facebook



SprinklesDMV  
February 8, 2011

X

# **EXHIBIT L**



# Sprinkles

@SprinklesDMV

Baked goods, cappuccinos, frozen yogurts (30 flavors in regular and tart), ice creams (30 flavors), in same location for 23 years.  
Potomac, Maryland

Follow

67 TWEETS

0 FOLLOWING

52 FOLLOWERS

## Follow Sprinkles

Full name

Email

Password

Sign up

Tweets >

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## Tweets



Sprinkles @SprinklesDMV

18 May

cvsonlinepharmacystore.com/products/dipy... Generic Dipyridamole (Dipyridamole)

Collapse Reply 11 Retweet Favorite

1 16 AM - 18 May 12 via web Details



Sprinkles @SprinklesDMV

12 May

Free scoop of ice cream with any cupcake purchase today at Sprinkles. Just ask!

Collapse Reply 12 Retweet Favorite

10 28 AM - 12 May 12 via web Details



Sprinkles @SprinklesDMV

28 Apr

Get tart yogurt at Sprinkles!

Collapse Reply 11 Retweet Favorite

12 02 PM - 28 Apr 12 via web Details



Sprinkles @SprinklesDMV

28 Apr

Sprinkles offers fronana, banana based treats! Do anything with fronana you would do with ice cream!

Collapse Reply 12 Retweet Favorite

12 01 PM - 28 Apr 12 via web Details



Sprinkles @SprinklesDMV

28 Apr

Free espresso or scoop of ice cream with cupcake purchase today at Sprinkles; just ask!

Collapse Reply 11 Retweet Favorite

11 59 AM - 28 Apr 12 via web Details



Sprinkles @SprinklesDMV

28 Apr

Order 12 Sprinkles cupcakes a day ahead and we provide 18 for the same price. That's \$1.59 each!

Collapse Reply 11 Retweet Favorite

11 58 AM - 28 Apr 12 via web Details



Sprinkles @SprinklesDMV

7 Apr

Ask for a free espresso or 4 oz ice cream with your cupcake purchase today at Sprinkles!

Collapse Reply 11 Retweet Favorite

11:12 AM - 7 Apr 12 via web Details



**Sprinkles** @SprinklesDMV

3 Apr

Order a dozen cupcakes from Sprinkles a day ahead and receive 18 for the same price-works out to \$1.59 a piece - thru April!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

11:14 AM - 3 Apr 12 via web Details



**Sprinkles** @SprinklesDMV

3 Apr

Ask for your free 4 oz ice cream or espresso when you purchase a cupcake at Sprinkles today!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

11:12 AM - 3 Apr 12 via web Details



**Sprinkles** @SprinklesDMV

31 Mar

Free espresso or 4 oz ice cream with your cupcake purchase at Sprinkles - just ask!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

9:22 AM - 31 Mar 12 via web Details



**Sprinkles** @SprinklesDMV

24 Mar

You feel like having a cupcake, so you come to Sprinkles and can have a free espresso or kids ice cream with your purchase. thru March!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

10:36 AM - 24 Mar 12 via web Details



**Sprinkles** @SprinklesDMV

18 Mar

Reminder when you order ahead a dozen Sprinkles cupcakes we give you 18 for the same price; thru March

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

6:35 AM - 18 Mar 12 via web Details



**Sprinkles** @SprinklesDMV

18 Mar

Accent your palate with an espresso or 4 oz ice cream on us with your Sprinkles cupcake purchase, through March

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

6:33 AM - 18 Mar 12 via web Details



**Sprinkles** @SprinklesDMV

26 Feb

Ice cream & cake? Free kids ice cream or fresh & hot espresso with any cupcake purchase today at Sprinkles!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

9:22 AM - 26 Feb 12 via web Details



**Sprinkles** @SprinklesDMV

19 Feb

Free espresso when you buy a cupcake, any day in February, at Sprinkles. Just ask.

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

10:48 AM - 19 Feb 12 via web Details



Sprinkles @SprinklesDMV

6 Nov

Having a party? Sprinkles cupcakes \$1.59 each when you pre-order. Minimum 18 cupcakes. Thru November.

Collapse Reply Retweet Favorite

10:30 AM - 9 Nov 11 via web Details



Sprinkles @SprinklesDMV

8 Oct

The first nine 9 year olds to state their age this gorgeous 9th of October, can enjoy a free cupcake or ice cream sundae at Sprinkles!

Collapse Reply Retweet Favorite

8:34 AM - 9 Oct 11 via web Details



Sprinkles @SprinklesDMV

9 Oct

If you order ahead 12 cupcakes from Sprinkles any time this month, you receive six extra cupcakes free! That averages out to \$1.59/cupcake.

Collapse Reply Retweet Favorite

8:31 AM - 9 Oct 11 via web Details



Sprinkles @SprinklesDMV

17 Sep

If you order ahead a dozen cupcakes from Sprinkles any time this month, you receive six extra cupcakes free.

Collapse Reply Retweet Favorite

8:44 AM - 17 Sep 11 via web Details



Sprinkles @SprinklesDMV

17 Sep

Be one of the first seventeen 17 year olds to state your age today at Sprinkles and receive a free sundae!

Collapse Reply Retweet Favorite

6:41 AM - 17 Sep 11 via web Details



Sprinkles @SprinklesDMV

18 Jul

July offer to Twitter readers: order 12 cupcakes and receive a second dozen free at Sprinkles.

Collapse Reply Retweet Favorite

9:33 AM - 18 Jul 11 via web Details



Sprinkles @SprinklesDMV

18 Jul

Be one of the first sixteen 16 year olds to state your age today, the 16th, at Sprinkles, for a free sundae!

Collapse Reply Retweet Favorite

9:34 AM - 18 Jul 11 via web Details



Sprinkles @SprinklesDMV

14 Jun

Be one of the first fourteen 14 year olds to state your age today, the 14th, at Sprinkles for a free sundae!

Collapse Reply Retweet Favorite

2:34 PM - 14 Jun 11 via web Details



Sprinkles @SprinklesDMV

13 Jun

Be one of the first thirteen 13 year olds to state your age today, the



13th, at Sprinkles for a free sundae!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

1 02 PM - 13 Jun 11 via web [Details](#)



Sprinkles @SprinklesDMV

12 Jun

Be one of the first 12 twelve year olds to state you are twelve on Sunday the 12th, at Sprinkles, and receive a free sundae!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

9:13 AM - 12 Jun 11 via web [Details](#)



Sprinkles @SprinklesDMV

22 May 11

First ten at Sprinkles to ask if Red Velvet is a cupcake or an ice cream receive a free sundae today!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

8:45 AM - 22 May 11 via web [Details](#)



Sprinkles @SprinklesDMV

15 May 11

Be one of the first ten fifteen year olds to identify yourself for a free sundae today, Sunday the 15th at Sprinkles!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

11:35 AM - 15 May 11 via web [Details](#)



Sprinkles @SprinklesDMV

13 May 11

Be one of the first five 13 year olds to identify yourselves at Sprinkles for a free sundae, today, Friday the 13th!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

8:23 AM - 13 May 11 via web [Details](#)



Sprinkles @SprinklesDMV

27 Apr 11

Today at Sprinkles if you ask the blonde lady whether her cat's stripes are fading, she will give you a free donut or cupcake!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

11:50 AM - 27 Apr 11 via web [Details](#)



Sprinkles @SprinklesDMV

24 Apr 11

Today at Sprinkles say you want the same cupcake the Bunny had, and receive one free while they last!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

11:54 AM - 24 Apr 11 via web [Details](#)



Sprinkles @SprinklesDMV

21 Apr 11

The first ten people to ask the blonde lady at Sprinkles how many stripes her cat has, receive a free cupcake!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

10:36 AM - 21 Apr 11 via web [Details](#)



Sprinkles @SprinklesDMV

20 Apr 11

Today at Sprinkles, say you prefer your veggies in a cupcake to

 receive a free carrot cake, while they last!  
Collapse ← Reply ↻ Retweet ★ Favorite  
10:24 AM - 20 Apr 11 via web Details

 Sprinkles @SprinklesDMV 15 Apr 11  
The first five at Sprinkles today who find out what Chocolate asked the red velvet cone receive a free sundae!  
Collapse ← Reply ↻ Retweet ★ Favorite  
9:38 AM - 15 Apr 11 via web Details

 Sprinkles @SprinklesDMV 9 Apr 11  
The next five people to say "Banana Cocoa Dingdong" at Sprinkles today receive a free Sprinkle-in of their choosing!  
Collapse ← Reply ↻ Retweet ★ Favorite  
11:54 AM - 9 Apr 11 via web Details

 Sprinkles @SprinklesDMV 7 Apr 11  
The next five people at Sprinkles who tell the blonde lady they want a sundae for their striped cat, will receive a free sundae!  
Collapse ← Reply ↻ Retweet ★ Favorite  
11:07 AM - 7 Apr 11 via web Details

 Sprinkles @SprinklesDMV 6 Apr 11  
First five at Sprinkles today to say "Spouse Like A House" receive a free Sprinkle-in!  
Collapse ← Reply ↻ Retweet ★ Favorite  
11:21 AM - 6 Apr 11 via web Details

 Sprinkles @SprinklesDMV 5 Apr 11  
Today the first five at Sprinkles who say "there's nothing wrong with me a little ice cream won't fix" receive a free sundae!  
Collapse ← Reply ↻ Retweet ★ Favorite  
9:27 AM - 5 Apr 11 via web Details

 Sprinkles @SprinklesDMV 3 Apr 11  
Today the first ten to say "a balanced diet is a cupcake in each hand" receive one free!  
Collapse ← Reply ↻ Retweet ★ Favorite  
9:43 AM - 3 Apr 11 via web Details

 Sprinkles @SprinklesDMV 2 Apr 11  
The lyric sound of laughter fills all the April hills The joy-song of the crows The mirth of daffodils  
Collapse ← Reply ↻ Retweet ★ Favorite  
10:06 AM - 2 Apr 11 via web Details

 Sprinkles @SprinklesDMV 1 Apr 11  
The first five to say "April is a promise that May is bound to keep" receive a free sundae!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

8:31 AM - 1 Apr 11 via web [Details](#)



**Sprinkles** @SprinklesDMV

27 Mar 11

The next five today at Sprinkles to tell the blonde lady at the counter they want a sundae for their striped cat, receive a free sundae!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

3:17 PM - 27 Mar 11 via web [Details](#)



**Sprinkles** @SprinklesDMV

20 Mar 11

Be one of the first five at Sprinkles today to ask "what day is it?" for a free sundae!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

11:48 AM - 20 Mar 11 via web [Details](#)



**Sprinkles** @SprinklesDMV

19 Mar 11

Today at Sprinkles be one of the first ten to ask "Do you blend?" to receive a free cupcake and ice cream blend-in!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

10:08 AM - 19 Mar 11 via web [Details](#)



**Sprinkles** @SprinklesDMV

14 Mar 11

Today, be one of the first ten at Sprinkles to ask "what's a cupcake without ice cream?" and receive one free, a la mode ofcourse!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

10:00 AM - 14 Mar 11 via web [Details](#)



**Sprinkles** @SprinklesDMV

11 Mar 11

Friday: Come to Sprinkles today and be one of the first ten to say "I would like a Sprinkles cupcake a la mode", to receive one free!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

10:10 AM - 11 Mar 11 via web [Details](#)



**Sprinkles** @SprinklesDMV

8 Mar 11

Today, be one of the first ten to say "Sprinkles is the scene for cupcakes and cream" to receive a free cupcake and your favorite ice cream!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

3:21 PM - 8 Mar 11 via web [Details](#)



**Sprinkles** @SprinklesDMV

1 Mar 11

Today: Be one of the first ten visitors at Sprinkles to ask for a Red Velvet Sundae, and receive one free!

[Collapse](#) [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

8:42 AM - 1 Mar 11 via web [Details](#)



**Sprinkles** @SprinklesDMV

28 Feb 11

Today: The next ten visitors who explain the difference between parrot and cherret receive a free Sprinkles cone!

 Sprinkles and Sprinkles receive a free Sprinkles cone!  
Collapse [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

2:39 PM - 28 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

28 Feb 11

Today: The first ten visitors to ask "do Met Opera lovers love Sprinkles Red Velvet Cupcake yogurt?" receive a free pint of the same!

Collapse [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

10:31 AM - 28 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

24 Feb 11

The next ten visitors who say "I'll gladly pay you Tuesday for a cupcake today" receive a free "Sprinkles" cupcake!

Collapse [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

3:53 PM - 24 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

23 Feb 11

Today: The next ten visitors who say "give me something hot that's really cool" get a free Sprinkles cupcake!

Collapse [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

9:54 AM - 23 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

21 Feb 11

Be one of today's first ten at Sprinkles to say "cupcake cappuccino" fast, without tripping up, to receive a free cupcake & cappuccino!

Collapse [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

1:07 PM - 21 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

18 Feb 11

The next ten visitors today who say "Red Velvet is on Sprinkles" receive a free pint of Red Velvet Cupcake froyo!

Collapse [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

9:13 AM - 18 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

17 Feb 11

If you are 17, come by Sprinkles today (The 17th) and, just for asking, receive any one item priced up to \$5 FREE!

Collapse [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

10:35 AM - 17 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

15 Feb 11

Wednesday the 16th: If you are 16, come by Sprinkles today and get any one item priced up to \$5, FREE!

Collapse [← Reply](#) [↻ Retweet](#) [★ Favorite](#)

9:27 PM - 15 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

13 Feb 11

Sunday at Sprinkles: The first five who say "we read it on Twitter" receive a free sundae today!

Collapse ← Reply ↻ Retweet ★ Favorite

8:42 AM - 13 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

13 Feb 11

Be among the next ten to say "have a heart" when ordering a dozen Sprinkles cupcakes for Valentines Day and pay just \$14!

Collapse ← Reply ↻ Retweet ★ Favorite

6:30 AM - 13 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

11 Feb 11

Saturday at Sprinkles: Be one of the first ten to ask "Can I have a sundae on a Saturday?" to receive a free sundae!

Collapse ← Reply ↻ Retweet ★ Favorite

9:50 PM - 11 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

10 Feb 11

Friday at Sprinkles: the first ten visitors who say "I'll try tart for a start" receive a free cone!

Collapse ← Reply ↻ Retweet ★ Favorite

7:14 PM - 10 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

9 Feb 11

Thursday @ Sprinkles: Be one of the first 20 to say "I saw you on Twitter" to receive a free cupcake!

Collapse ← Reply ↻ Retweet ★ Favorite

5:21 PM - 9 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

5 Feb 11

Be among the first five at Sprinkles to ask "do you blend?" to receive a free blend-in!

Collapse ← Reply ↻ Retweet ★ Favorite

9:24 PM - 8 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

5 Feb 11

Say "I tweated Sprinkles" today to be tweated to a free ice cream!

Collapse ← Reply ↻ Retweet ★ Favorite

10:38 PM - 5 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

5 Feb 11

Rain or shine, the next ten visitors to Sprinkles who say "I came for a tweel" may have a free ice cream cone!

Collapse ← Reply ↻ Retweet ★ Favorite

6:25 AM - 5 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

3 Feb 11

The next 10 people to say Latte Da get a free latte at Sprinkles in Potomac.

Collapse ← Reply ↻ Retweet ★ Favorite

8:12 PM - 3 Feb 11 via web Details



**Sprinkles** @SprinklesDMV

3 Feb 11

What a day for a latte! The first 10 people at Sprinkles to say "hold the foam" get a free latte!

[Collapse](#) [← Reply](#) [11 Retweet](#) [★ Favorite](#)

7:21 AM - 3 Feb 11 via web [Details](#)



**Sprinkles** @SprinklesDMV

1 Feb 11

Get warm at Sprinkles! The next 20 visitors who can say "a la mode" get a free scoop of vanilla ice cream with their cupcake order!

[Collapse](#) [← Reply](#) [11 Retweet](#) [★ Favorite](#)

9:03 PM - 1 Feb 11 via web [Details](#)



**Sprinkles** @SprinklesDMV

1 Feb 11

Dry off at Sprinkles! The next 20 visitors who can say "a la mode" get a free scoop of vanilla ice cream with their cupcake order!

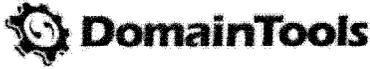
[Collapse](#) [← Reply](#) [11 Retweet](#) [★ Favorite](#)

5:24 PM - 1 Feb 11 via web [Details](#)

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# EXHIBIT M

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sprinklespotomac.com [Whois Search](#) Search

[Overview](#) [Whois Lookup](#) [Reverse Whois](#) [Whois History](#) [Domain Report](#) [Hosting History](#) [Screenshots](#) [Name Server Report](#) [Reverse IP](#) [DNS](#)

### SprinklesPotomac.com Whois Record

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#### Whois Record

##### Related Domains For Sale or At Auction

1 2 3 More >

- [SprinklesBoutique.com](#) (\$1,688)
- [SprinklesBakes.com](#) (\$2,641)
- [DietSprinkles.com](#) (\$1,095)
- [CupcakeSprinkles.com](#) (\$4,350)
- [SprinkleSomeMagic.com](#) (\$600)
- [SprinklesCupCakery.com](#) (\$1,095)

Registrar History: [1 registrar](#)

NS History: [1 change](#) on 2 unique name servers over 1 year.

Whois History: [3 records](#) have been archived since 2012-07-20.

Reverse IP: [4,713 other sites](#) hosted on this server.

[Monitor This Domain Name](#)

[Preview the complete Domain Report for sprinklespotomac.com](#)

#### DomainTools for Windows®

Now you can access domain ownership records ... [from your own desktop!](#)  
[Download Now](#)

Registered through: GoDaddy.com, LLC (<http://www.godaddy.com>)

Domain Name: SPRINKLESPOTOMAC.COM

Created on: 18-Jul-12

Expires on: 18-Jul-14

Last Updated on: 18-Jul-12

#### Registrant:

Sprinkles Potomac  
10148 River rd  
Potomac, Maryland 20854  
United States

#### Administrative Contact:

Orban, Tom [tomorban@msn.com](mailto:tomorban@msn.com)  
Sprinkles Potomac  
10148 River rd  
Potomac, Maryland 20854  
United States  
3012998415

#### Technical Contact:

Orban, Tom [tomorban@msn.com](mailto:tomorban@msn.com)  
Sprinkles Potomac  
10148 River rd  
Potomac, Maryland 20854  
United States  
3012998415

#### Domain servers in listed order:

NS11.DOMAINCONTROL.COM  
NS12.DOMAINCONTROL.COM

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Country TLDs General TLDs

Available domains for registration:

- [SprinklesPotomac.at](#) [Register](#)
- [SprinklesPotomac.be](#) [Register](#)
- [SprinklesPotomac.ch](#) [Register](#)
- [SprinklesPotomac.cn](#) [Register](#)
- [SprinklesPotomac.co.uk](#) [Register](#)
- [SprinklesPotomac.de](#) [Register](#)
- [SprinklesPotomac.dk](#) [Register](#)
- [SprinklesPotomac.eu](#) [Register](#)
- [SprinklesPotomac.fr](#) [Register](#)
- [SprinklesPotomac.in](#) [Register](#)

[Register All Selected >](#) [Show all \(17\) >](#)

#### Whois Directory

[a](#)[b](#)[c](#)[d](#)[e](#)[f](#)[g](#)[h](#)[i](#)[j](#)[k](#)[l](#)[m](#)[n](#)[o](#)[p](#)[q](#)[r](#)[s](#)[t](#)[u](#)[v](#)[w](#)[x](#)[y](#)[z](#)[0](#)[1](#)[2](#)[3](#)[4](#)[5](#)[6](#)[7](#)[8](#)[9](#)

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

SOFT SERVE, INC. d/b/a SPRINKLES,	)	
	)	<b>Opposition No. 91194188 (parent)</b>
Opposer/Petitioner,	)	Opposition No. 91195669
	)	Opposition No. 91195985
v.	)	Opposition No. 91195986
	)	Opposition No. 91196035
SPRINKLES CUPCAKES, INC.,	)	Opposition No. 91196061
	)	Opposition No. 91196087
Applicant/Respondent.	)	Cancellation No. 92053109
	)	
	)	
	)	

**DECLARATION OF CHARLES E. NELSON II**

I, Charles E. Nelson II, declare:

1. I am the President and co-founder of Sprinkles Cupcakes, Inc. ("Sprinkles"), the Applicant/Respondent in these consolidated proceedings.

**History of Sprinkles Cupcakes**

2. My wife, Candace Nelson, and I founded Sprinkles in 2004, and we still own and operate the business today. In 2004 Sprinkles began selling bakery goods and on April 13, 2005 Sprinkles opened its first retail bakery in Beverly Hills, California. Sprinkles was the first cupcake-only bakery in the U.S. Sprinkles has for 8 years dedicated itself to using the best ingredients in a highly stylish and sophisticated presentation, to create a modern take on a classic treat.

3. Sprinkles and its cupcakes have been featured on numerous national television shows including *The Oprah Winfrey Show*, *The Martha Stewart Show*, *The Today Show*, *Good Morning America*, *Nightline*, *Access Hollywood*, *The Tonight Show*, *Live! with Regis and Kelly*, and *Entertainment Tonight*. Sprinkles has also been featured in major publications such as *The New York Times*, *The Los Angeles Times*, *Time*, *People*, *InStyle*,

*Bon Appetit, Gourmet, and Travel & Leisure.* In addition, Sprinkles has received considerable coverage in the Washington, D.C. press, including *The Washington Post, The Washington Times, Washingtonian, Politico* and *Roll Call*. True and correct copies of a sampling of such articles are attached to this Declaration as Exhibit A. Sprinkles has also been featured in local television news programs (ABC, CBS, NBC and Fox) in the District of Columbia.

4. Sprinkles' success and nationwide fame have afforded the company the opportunity to expand across the United States. In addition to its Beverly Hills store, Sprinkles now operates stores in Newport Beach (California, opened August 2006), Palo Alto (California, September 2008), Dallas (Texas, March 2007), Scottsdale (Arizona, May 2008), Houston (Texas, June 2010), Chicago (Illinois, July 2010), La Jolla (California, January 2011), Washington D.C. (March 2011), and New York (May 2011).

5. Each of the Sprinkles stores features the distinctive Sprinkles store design, which was created specifically for Sprinkles by an award-winning designer. The store design includes a copyrighted menu board design, angled light wood display shelving with built-in individual cupcake holes, and a tall (over 8 foot) glass panel in front of the cupcake display. Sprinkles' bakeries have won American Institute of Architects (AIA) Awards for design in Beverly Hills in 2006 and Chicago in 2011. The store is designed to present a luxurious, upscale experience to visitors.

6. Sprinkles attracts an upscale consumer base, looking for a top-of-the-line dessert and a luxurious experience. Sprinkles' popularity among Hollywood celebrities has greatly increased the brand recognition and cachet of Sprinkles' cupcakes in a short time.

7. Sprinkles' customers are particularly passionate, extremely loyal, and highly discriminating. Many of our customers travel from around the world specifically to visit our stores. They routinely purchase cupcakes "packed for travel" so that they can share them with out-of-state friends and family. Our stores routinely have long lines of customers outside, and

the lines sometimes are two hours long. Our stores even have customers when the stores are closed, now that we sell cupcakes via a 24-hour Cupcake ATM machine.

8. Sprinkles' cupcakes cost \$3.50 each, and \$39 for a dozen. The majority of Sprinkles' cupcakes have Sprinkles' distinctive "modern dot" trademark as a cupcake topper, and are therefore easily recognizable as Sprinkles' cupcakes. Sprinkles only sells fresh, out-of-the-oven cupcakes, and never sells day-old cupcakes.

9. Sprinkles' stores are not the only places where prospective customers can order and purchase Sprinkles' products. Sprinkles' cupcake mixes are also available in approximately 250 Williams-Sonoma stores throughout North America. Williams-Sonoma started selling Sprinkles-branded products in their stores and via their website, including more than a dozen stores in the District of Columbia and surrounding areas, as early as December 2006. Sprinkles' cupcake mixes cost \$14.95 in the Williams-Sonoma store and online.

10. Sprinkles also maintains a website at [www.sprinkles.com](http://www.sprinkles.com) (the "Sprinkles Website"), where customers can view Sprinkles' menu and place orders for Sprinkles' cupcakes and other products. The Sprinkles Website receives on average over 17,000 visits each day and 500,000 visits per month from Internet users, including, upon information and belief, many visitors from the District of Columbia and surrounding communities.

11. In addition to Sprinkles' exposure in national television and print media, Sprinkles has received considerable attention as the result of a highly coordinated and innovative social media promotional campaign. For example, Sprinkles promotes itself via a dedicated page on the online social network Facebook, where Sprinkles has attracted approximately 350,000 "fans" across the United States and around the world, including, upon information and belief, many fans from the District of Columbia and surrounding communities. Sprinkles regularly solicits visitors to its stores by asking its Facebook fans to come in to a store and to "whisper" a special code-word entitling the fans to a free cupcake or other discount. Sprinkles also maintains a Twitter account, and has over 85,000 Twitter followers, including, on information and belief, many followers from the District of Columbia

and surrounding communities. Sprinkles' innovative social media initiative has been noted in publications such as the *Los Angeles Times* and was recently featured by Facebook in connection with the company's "roadshow" for its initial public offering ("IPO"). Attached hereto as Exhibits D and E are relevant excerpts of Sprinkles' Facebook and Twitter pages.

12. Sprinkles has also received substantial attention due to the popular Food Network television program "Cupcake Wars," televised nationally since December 2009. My wife, Sprinkles' co-founder and head pastry chef Candace Nelson, is a featured judge on the program. "Cupcake Wars" is watched by approximately 60 million viewers and is the fourth-rated program on the Food Network (in the U.S.).

13. Sprinkles' first direct sales of cupcakes to Maryland and Virginia customers were in response to phone orders in 2008.

#### **Sprinkles' Trademarks**

14. My wife and I selected the SPRINKLES name for our business in 2004. At that time we had never heard of the Opposer/Petitioner Soft Serve or of any business in Maryland trading as SPRINKLES.

15. Since selling its first cupcake in 2004, Sprinkles has continuously used and extensively marketed its trademarks, which include SPRINKLES CUPCAKES, SPRINKLES CUPCAKES and Design, and SPRINKLES. As a result of Sprinkles' success and publicity, the Sprinkles trademarks have acquired significant recognition among consumers, and the general public has come to associate SPRINKLES and SPRINKLES CUPCAKES with Sprinkles' premium-quality desserts.

16. Sprinkles has been using the trademark SPRINKLES CUPCAKES in connection with bakery goods since at least as early as February 1, 2004 and with retail shops featuring baked goods since as early as April 13, 2005.

17. On June 12, 2007, Sprinkles obtained a federal registration for its SPRINKLES CUPCAKES trademark, U.S. Trademark Registration No. 3,250,609, covering "bakery goods" and "retail shops featuring baked goods."

18. Sprinkles has been using the trademark SPRINKLES CUPCAKES and Design in connection with bakery goods since at least as early as October 19, 2004 and with retail shops featuring baked goods since as early as April 13, 2005.

19. On July 31, 2007, Sprinkles obtained a federal registration for its SPRINKLES CUPCAKES and Design trademark, U.S. Trademark Registration No. 3,271,643, covering “bakery goods” and “retail shops featuring baked goods.”

20. Sprinkles has been using the trademark SPRINKLES in connection with bakery goods since at least as early as February 1, 2004 and with retail shops featuring baked goods since as early as April 13, 2005.

21. On October 9, 2007, Sprinkles obtained a federal registration for its SPRINKLES trademark, U.S. Trademark Registration No. 3,306,772, covering “bakery goods” and “retail shops featuring baked goods.”

22. On June 29, 2009, Sprinkles filed an intent-to-use trademark application with the U.S. Patent and Trademark Office for the mark SPRINKLES for “ice cream; frozen yogurt; candy; sweets; cupcake mixes; ice cream sundaes, sherbets, ices, sorbets, [and] milk shakes.” The application has been allocated Serial No. 77770541.

23. On June 29, 2009, Sprinkles filed an intent-to-use trademark application with the U.S. Patent and Trademark Office for the mark SPRINKLESMOBILE for “retail store services featuring baked goods; mobile retail store services for the sale of baked goods from a custom vehicle.” The application has been allocated Serial No. 77770532.

24. Sprinkles has been using the trademark SPRINKLES CUPCAKES in connection with pet treats since at least as early as April 13, 2005.

25. On September 21, 2010, Sprinkles obtained a federal registration for its SPRINKLES CUPCAKES trademark, U.S. Trademark Registration No. 3,849,382, covering “pet treats.”

26. Sprinkles has been using the trademark SPRINKLES CUPCAKES in connection with serving trays and serving towers since at least as early as April 13, 2005.

27. On September 21, 2010, Sprinkles obtained a federal registration for its SPRINKLES CUPCAKES trademark, U.S. Trademark Registration No. 3,849,383, covering “serving trays; serving trays with recessed holes to hold cupcakes; serving towers, namely, towers comprised of stacked serving trays.”

28. On August 12, 2009, Sprinkles filed an intent-to-use trademark application with the U.S. Patent and Trademark Office for the mark ISPRINKLES for “computer software for locating retail stores featuring bakery goods, desserts, and merchandise, for sending gift certificates for bakery goods, desserts, and merchandise, for sending virtual bakery goods, desserts, and merchandise, for games featuring bakery goods and desserts, for ordering bakery goods, desserts, and merchandise, and for providing information about bakery goods, desserts, and merchandise; computer software for mobile devices for locating retail stores featuring bakery goods, desserts, and merchandise, for sending gift certificates for bakery goods, desserts, and merchandise, for sending virtual bakery goods, desserts, and merchandise, for games featuring bakery goods and desserts, for ordering bakery goods, desserts, and merchandise, and for providing information about bakery goods, desserts, and merchandise.” The application has been allocated Serial No. 77802907.

29. On October 27, 2009, Sprinkles filed an intent-to-use trademark application with the U.S. Patent and Trademark Office for the mark SPRINKLES CUPCAKES for “clothing, namely, shirts, tank tops, baby bodysuits, hats.” The application has been allocated Serial No. 77858599.

30. On November 5, 2009, Sprinkles filed an intent-to-use trademark application with the U.S. Patent and Trademark Office for the mark SAY IT WITH SPRINKLES for “retail shops featuring baked goods.” The application has been allocated Serial No. 77866405.

31. On November 9, 2009, Sprinkles filed an intent-to-use trademark application with the U.S. Patent and Trademark Office for the mark I LOVE SPRINKLES for “bakery goods” and “retail shops featuring baked goods.” The application has been allocated Serial No. 77868765.

32. On November 11, 2009, Sprinkles filed an intent-to-use trademark application with the U.S. Patent and Trademark Office for the mark I LOVE SPRINKLES and Design for “clothing, namely, shirts, tank tops, baby bodysuits, hats.” The application has been allocated Serial No. 77870009.

33. On November 13, 2009, Sprinkles filed an intent-to-use trademark application with the U.S. Patent and Trademark Office for the mark SAY IT WITH SPRINKLES for “bakery goods.” The application has been allocated Serial No. 77872012.

34. On December 15, 2010, Sprinkles filed an intent-to-use trademark application with the U.S. Patent and Trademark Office for the mark SPRINKLES for “aromatic body care products, namely, body lotion, shower gel, cuticle cream, shampoo, conditioner, non-medicated lip balm, soap, body polish, body and foot scrub and non-medicated foot cream; skin lotion; sun care lotion; sun tan lotion; skin cleansing lotion; after-shave lotion; bath soaps in liquid, solid or gel form; cosmetic soaps; hand soaps; nail polish; cosmetics.” The application has been allocated Serial No. 85198795. (The Sprinkles’ trademark registrations cited in the paragraphs above are referred to collectively as the “Registrations” and the Sprinkles’ trademark applications cited in the paragraphs above are referred to collectively as the “Applications”).

35. Since 2004 Sprinkles has invested millions of dollars in developing its SPRINKLES-related brands.

36. Sprinkles has diligently enforced its trademark rights in order to avoid marketplace confusion. Over the past five years or so Sprinkles has had its outside counsel send out approximately 30 cease-and-desist letters with respect to infringing SPRINKLES-related marks, and Sprinkles has also litigated such issues, when necessary, in federal court. The vast majority of these efforts have been successful.

### **Sprinkles of Palm Beach**

37. It is my understanding that Sprinkles in Palm Beach, Florida has operated a “Sprinkles” business since at least as early as 1985. It is also my understanding that

Sprinkles (Palm Beach) has offered bakery goods commonly sold in ice cream and sandwich shops since long before the current owner, Therapy Too, assumed ownership of the store in October 2002.

38. Sprinkles (Palm Beach) is a popular tourist destination in a busy Palm Beach shopping district. Sprinkles (Palm Beach) has received national press in publications including *People* magazine, which voted Sprinkles' Triple Chocolate Supreme flavor the best ice cream in the country in 2003. Sprinkles (Palm Beach) was also featured in *The New York Times* and *The Washington Post* as early as 1991. True and correct copies of the newspapers articles are attached as Exhibit B.

39. Therapy Too filed two U.S. trademark applications: for SPRINKLES OF PALM BEACH and SPRINKLES PALM BEACH and Design. The first application, for the word mark SPRINKLES OF PALM BEACH was filed on November 13, 2002. SPRINKLES PALM BEACH and Design was filed on July 16, 2003. These applications matured into U.S. Trademark Registration Nos. 2,938,800 (SPRINKLES OF PALM BEACH) and 3,004,757 (SPRINKLES PALM BEACH and Design) for "ice cream" and "retail store services featuring ice cream" (the "Sprinkles Palm Beach Registrations"). The registrations include disclaimers of, respectively, OF PALM BEACH and PALM BEACH. The registrations are now incontestable, and trademark priority for these registrations dates back to at least as early as October 2002. True and correct copies of the Sprinkles Palm Beach Registrations are attached as Exhibit C.

40. Therapy Too assigned all rights to these SPRINKLES-related trademarks to Sprinkles on July 21, 2009. Sprinkles in turn licensed the marks back to Therapy Too. Since that time we have periodically reviewed the quality of products and services offered under the licensed marks.

### **Sprinkles' DC Store**

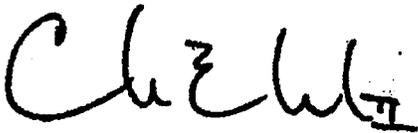
41. Sprinkles planned to open a store in Washington, D.C. since at least as early as 2006, and listed Washington, D.C. as one of the cities in the "Opening Soon" section of

the Sprinkles website from that time until 2011. On March 3, 2011, Sprinkles followed through with its longstanding plans and opened a store on M Street in the Georgetown neighborhood.

42. I am not aware of any customer confusion arising from Sprinkles' use of SPRINKLES-related trademarks at its Sprinkles D.C. store. To the best of my knowledge, none of Sprinkles' employees at the D.C. store are aware of any instances of confusion arising from Sprinkles' use of its SPRINKLES marks. In particular, no one has ever communicated to Sprinkles any confusion about the source of our cupcakes or services, or about any connection between Sprinkles and Soft Serve.

43. I am not aware of any customer confusion arising from Sprinkles' use of SPRINKLES-related trademarks in connection with its promotion and sales of products at Williams-Sonoma stores in the greater Washington, D.C. area or elsewhere. As set forth above, Williams-Sonoma has been selling these products locally and nationally since 2006.

I declare under penalty of perjury that the foregoing is true and correct. Executed at Beverly Hills, California, on June 7, 2012.

By:   
CHARLES E. NELSON II

# **EXHIBIT A**

## YOUR TIME

## FOOD

## CUPCAKE NATION

By JOEL STEIN

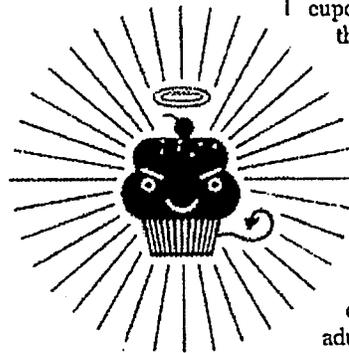
THERE'S NOTHING INHERENTLY WRONG WITH THE CUPCAKE. Just like there's nothing inherently wrong in the Koran. But our society's twisting of the cupcake's role has become a sickness. They've paved the local bakery and put up a \$3 cupcake store. Not only has the cupcake specialty boutique spread like a contagion to nearly every major city in the country, but nearly a dozen cupcake-recipe books have come out in the past two years, which is particularly amazing when you consider that,

not counting dye, there are only about seven ingredients in a cupcake.

Patient zero was Magnolia, a tiny, retro bakery in New York City's West Village, which, in 1996, had some extra batter and made a dozen cupcakes. Soon Magnolia had to institute a limit on cupcakes per customer. Then Sarah Jessica Parker, who lived nearby, put her local phenomenon on *Sex and the City*, leading tour buses to stop there. At the admittedly delicious Sprinkles in Los Angeles, which Oprah declared her favorite cupcake after getting a box from Barbra Streisand, the line on weekends is more than half an hour long. Which, yes, is longer than it takes to bake a cupcake.

I totally get it. As a kid, my heart pumped in anticipation of a classmate's birthday and the inevitable arrival of that wide, low pink box. I'd pick away at the frosted top, then collect the remaining pure cake in both hands, eating out of my palms like a crazed bird on a sugar high. And when no one was looking, I'd shove the paper in my mouth and chew it like cupcake gum. Even now I like an occasional chai latte-flavored Sprinkles cupcake, just as I appreciate a great burger or mac and cheese. The prob-

**These are scary times. That's when people crave comfort food**



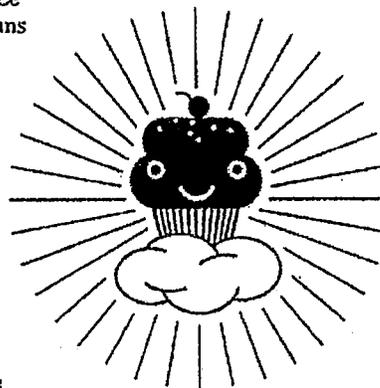
lem is that in the yuppie-under-40 set, there are no other desserts. Just a constant weighing and comparing and blogging about the nation's cupcakeries, as if they were the *Goldberg Variations*.

To my shock, Michelle Myers—who trained at Le Cordon Bleu in Paris, runs the patisserie Boule in Los Angeles and makes some of the best *canelés* and Parisian macarons in the U.S.—approves of cupcake mania. “It crossed our minds that we put a lot of expensive ingredients and skilled technique into making *canelés*, and they’re the

same price as cupcakes,” she says of what artisanal bakeries have discovered is the most profitable dessert not made by Hostess. But Myers also loves being transported to her childhood via the American madeleine. She not only buys cupcakes but also bakes them on weekends for her little sister.

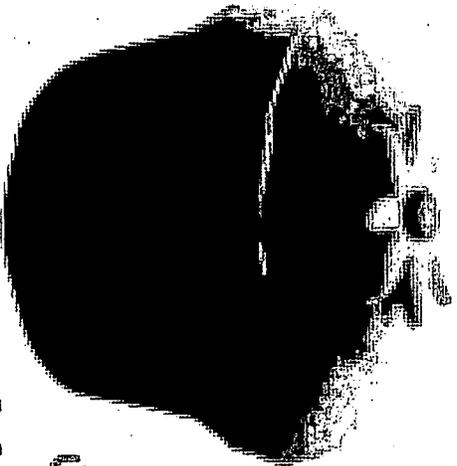
Candace Nelson, who co-owns Sprinkles with her husband, opened a second Los Angeles location last week and plans to go national. “These are scary times. That’s when people crave comfort food,” says the former investment banker. “That’s why I went into the cupcake business. I’m in this little cupcake bubble where everyone is smiling ear to ear.”

That’s what bugs me about cupcakes: they’re fake happiness, wrought in Wonka unfood colors. They appeal to the same unadventurous instincts that drive adults to read *Harry Potter* and watch *Finding Nemo* without a kid in the room. They’re small and safe, and so people convince themselves that they can’t have that many calories. They are the dessert of a civilization in decline. The worst part is, I want a cupcake right now but bad. ■



ILLUSTRATIONS FOR TIME BY GREG MAULY

# What Hath Starbucks Wrought?



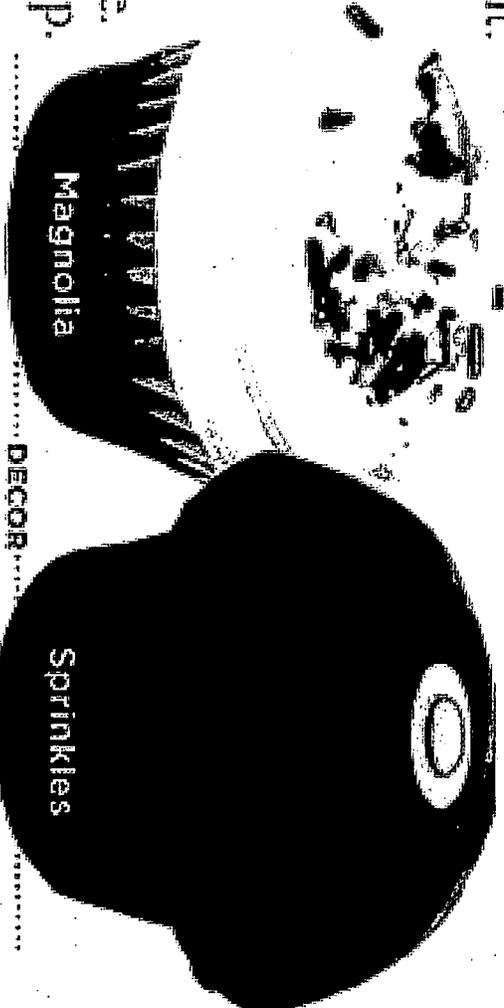
• Sprinkles Cupcakes opened a chic, minimalist Beverly Hills, Calif. store a year ago, selling flavors like lemon coconut and chai latte for \$3.25 a cupcake. Here, vanilla isn't just vanilla. It's Madagascar Bourbon Vanilla.

—Miriam Gottfried

# the great cupcake smackdown

Los Angeles and New York are at each other's throats—or maybe taste buds—over who takes the cake. Cupcake, that is. The diminutive sweets have become high-end party treats, cure gifts, and an edible style statement.

While there are many bakeries vying for the crown in each city, pioneering Magnolia Bakery in Manhattan and newcomer Sprinkles Cupcakes in L.A. have emerged as the leaders in the bicoastal battle. Here's how they stack up.



## DECOR

Lace curtains, pastel green walls, and a faded blue awning are very Quaint Eye for the Straight Guy.

Chocolate-colored Barcelona wire chairs and sleek wood paneling feel like Barcelona modern meets Beverly Hills schmancy.

## SCENE

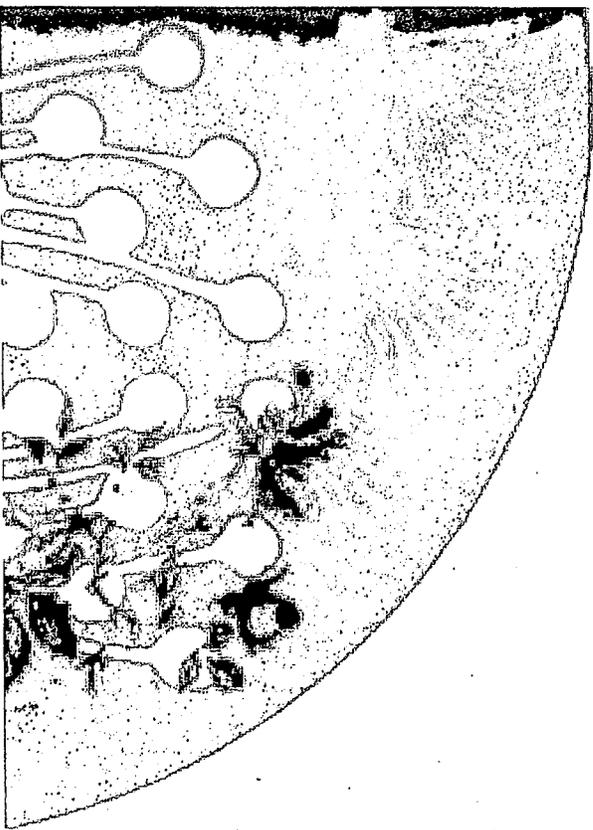
Tourists doing their best Carrie Bradshaw Impressions and post-date couples looking for a cheap and cheerful dessert.

Desperate Beverly Hills housewives and post-audition starlets drowning their sorrows in buttercream frosting.

## CUPCAKE

Classic versions like Red Velvet cake and the standby yellow cake adorned with cheery tops. The not-too-sweet cornbread cake tempers the sugar rush from the super-sweet icing.

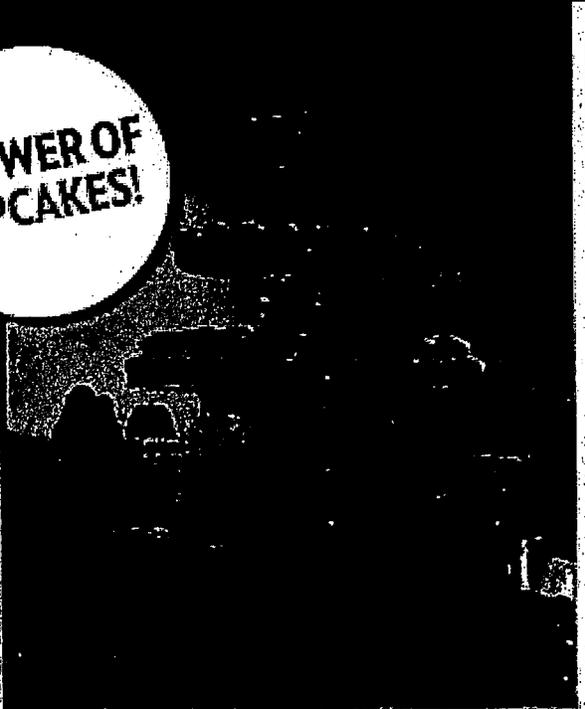
Rich frosting is thickly spread on top of moist cake. Flavors include all the homey favorites like chocolate and lemon, plus the only-in-L.A. Chal Latte.





# BRITISH

A TOWER OF CUPCAKES!



**DEMI MOORE,  
& FOREST WHITAKER**

After the dinner buffet, the partygoers were treated to one of Katie Holmes's favorite desserts: chocolate cupcakes. Another big treat of the night? Star spotting. Among the other guests attending the bash: Brooke Shields, Bruce Willis, Derek Luke, Matthew Perry, Star Jones Reynolds, Tom Hanks and wife Rita Wilson, Ron Howard and Jamie Foxx. "It wasn't the young Hollywood crowd," says a guest. "It was classy, elegant Hollywood in a fun way."

By Jennifer Wulff, Alexis Chiu and Elizabeth Leonard in L.A.



Home News Travel Money Sports Life Tech Weather

## Streisand's swan song



Enlarge

By Danny Moloshok, AP

Streisand struts her stuff onstage during her last tour stop in Los Angeles, where she sang to Leonardo DiCaprio, Tom Hanks, Rob Lowe, Shirley MacLaine and a host of other celebs.

By William Keck, USA TODAY

LOS ANGELES — While half of Hollywood was making its way back from TomKat's Italian wedding, what seemed like the other half was seated in the front two rows of the Staples Center Monday night to catch the final performance of Barbra Streisand's 2006 tour.

But was the sold-out concert truly her last?

She confirmed that it was only "the last time I'm ever ... going to wear this dress."

Getting a chuckle from her audience, Streisand shot back, "What did you think I was going to say?"

In fact, near the end of the show, Streisand confirmed she has been approached to sing in China and is considering "maybe six more" (shows) in Europe.

Among the famous faces in the crowd: Leonardo DiCaprio and his mother, Irmalin; Tom Hanks and Rita Wilson; Goldie Hawn and Kurt Russell; Sidney Pollier; Rob Lowe; David Hyde Pierce; Ben Stiller and his wife, Christine Taylor; Meg Ryan; Rosie O'Donnell; Sydney Pollack; Diahann Carroll; Shirley MacLaine; Streisand's ex-husband, Elliott Gould; and Jeff Bridges, who escorted his elderly mother, Dorothy, to her seat.

"Her optimism" was MacLaine's favorite part of Streisand's concert. "But the best part was just finding my seat."

The only two celebrities Streisand said hello to from the stage were Barry Manilow and her "dear friend, Q" — as in music producer Quincy Jones.

But she did shine the spotlight on two female Democratic politicians from California in the crowd: U.S. Sen. Barbara Boxer of California and Incoming House Speaker Nancy Pelosi, who was seated in front of Bill Maher.

"What a House — and the Senate, too," Streisand quipped, mimicking the same line Billy Crystal delivered two weeks ago at a tribute to Tony Bennett.

Streisand said that when she made 1978's *A Star Is Born*, there were no women in the Senate; 16 will serve in the new term.

The singer happily responded to many expressions of love from the audience. Only once did she have to admonish the overly excited crowd, playfully scolding, "Don't talk amongst yourselves."

The usually guarded Streisand, 64, dropped a few tidbits about her personal life.

She expressed her gratitude in being back in L.A., where she could sleep in her bed and walk in her garden and "get a sunburn in November." Temperatures reached the 90s on Monday.

Though no mention was made of her husband, James Brolin, she said son Jason Gould, 39, recently purchased a home, which, she said, "I helped him paint."

She also said mother and son often begin their mornings by analyzing each other's dreams.

During her three months on the road performing, she said, her own house was being remodeled.

She had intended to spend her first day back in L.A. at the Pacific Design Center to select new tiles but instead made visits to her favorite eateries.

Among her stops: Malibu Seafood, Il Pastaio restaurant and Sprinkles Cupcakes.

"I never got to the Design Center, but I got a taste of L.A.," she said, raving, "Fabulous. Fabulous."

She also cracked several jokes about her age, expressing gratitude for a teleprompter. She blamed "a senior moment" for nearly prematurely jumping into a song. And later, she slipped on her reading glasses and complained of "a cramp in my calf" while sitting at a piano to play the first song she ever wrote. Her musical guests, "opera" quartet Il Divo, contributed their own jokes about her advanced years — mostly about enjoying her music since they were little boys in their various countries.

Streisand ended the evening with a version of *Happy Days Are Here Again*, explaining that the original was written after the stock market crash of 1929, which launched the Great Depression. But, she said, "the people have spoken," referring to the Democratic victory in this month's elections, and "my depression is over."

The New York Times

## Fashion & Style

WORLD U.S. N.Y./REGION BUSINESS TECHNOLOGY SCIENCE HEALTH SPORTS OPINION ARTS STYLE TRAVEL JOBS REAL ESTATE AUTOS

FASHION & STYLE DINING & WINE HOME & GARDEN WEDDINGS/CELEBRATIONS T: STYLE

### So, Sweetie, I Quit to Bake Cupcakes



Monica Almeida/The New York Times

Second-act bakers in the Los Angeles area include Amy and Jeremy Berman of the Vanilla Bake Shop.

By AUDREY DAVIDOW

Los Angeles

Enlarge This Image



Monica Almeida/The New York Times

Mary Odson and Lisa Ritter of Big Sugar (with supportive children).

AS Hollywood apprentices go, Amy Berman had it pretty good as a production assistant on "Will & Grace." She met guest stars like Madonna and Jennifer Lopez, hung out in the writers room and often had drinks with producers after the Tuesday-night tapings. It was a plum Hollywood primer, letting her explore whether writing, directing or producing might be right for her.

After a year and a half of shuttling scripts, she figured it out: what she really wanted to do was bake. She left the entertainment industry for pastry school, and in 2005 began delivering bite-size cupcakes to the sets of TV shows like "The Office." Next week, her bakery, the Vanilla Bake Shop, a little place with cotton-candy-color walls, is to open in Santa Monica, Calif. "I'm still working 15 hours a day," said Ms. Berman, now 29, "But it's my passion"

Inspired by the allure of the quaint, the glamorization of the food industry and the success of places like Sprinkles Cupcakes in Beverly Hills, which brought the let's-wait-in-long-lines-for-a-cupcake trend to the West Coast, a rash of white-collar professionals in Los Angeles have traded corporate jobs for lives as flour-coated entrepreneurs. In the past year, about a dozen boutique bakeries serving expensive versions of all-American desserts like banana pudding and \$3 red velvet cupcakes have popped up around the city, many run by second-act bakers.

Kirk Rossberg, who owns the 23-year-old Torrance Bakery in the South Bay area of Los Angeles County, said he's swamped with intern applicants. "Until last year, I never had people asking to work for free," said Mr. Rossberg, who is also president of the California Retail Bakers Association. He estimated that of the 30 interns he used this year, 90 percent were leaving professional careers to pursue a dream of opening a bakery.

Blame it on a culture where the BlackBerry-obsessed run around like overcaffeinated track stars, but there is a tremendous craving for comfort, particularly in fast-paced cities like Los Angeles, said Grant McCracken, the author of the book "Culture and Consumption II: Markets, Meaning and Brand Management." For many people, he said, "baking represents that, it harks back to a simpler time." Comfort food, it seems, has become a comfort career.

Lesley Balla, the editor of the foodie blog *Eater LA*, said: "Do we really need another bakery? Probably not. But Angelenos have been starving for sugar and carbs for so long that the bakeries seem like a breath of fresh air." Besides, she said, "if it's the hot new thing, everyone's going to really want it in L.A. because that's what we do."

And, perhaps, overdo. Jonathan Gold, the Pulitzer-winning food critic for *LA Weekly*, said hardly a week goes by without a box of cookies or cupcakes landing on his desk from a new place he's never heard of. "And they're not just cupcakes," he said. "They're cupcakes with publicists."

Still, Mr. Gold understands why the city might inspire a craving for jobs with more tangible fruits. "In a town where people say no to you all the time and you rarely have the simple satisfaction of getting something made, being able to make a sweet simple thing that makes people happy is really compelling."

Rebecca Marrs, the director of career services at the California School of Culinary Arts in Pasadena, has seen a noticeable rise in the number of older career-shifters, as opposed to 20-somethings hoping to break in after high school or college. Enrollment in the baking program increased 31 percent last year, she said, and the school recently added its first evening and weekend patisserie program to accommodate demand from working professionals looking to switch acts.

Not all late-blooming bakers cultivate the craft at pastry school. Many simply rely on recipes and skills they picked up in grandma's kitchen, with their own ovens and hand mixers playing supporting roles.

Take Charles and Candace Nelson, the team behind the Los Angeles-based cupcake chain Sprinkles, who bid farewell to six-figure investment banking salaries in 2002 to start a dessert-catering business out of their kitchen.

"It was a crazy time to be opening a bakery," Ms. Nelson said. "The 'South Beach Diet Cookbook' was a best seller." She vividly remembers wedding-shower guests refusing to try her cupcakes for fear of exceeding their carb allotment.



Candace Nelson of Sprinkles.

Enlarge This Image Nationwide, it was a difficult time for sweets. According to MarketResearch.com, after a four-year no-carb slump, the baked goods business started bouncing back in 2005.

Now, even the sveltest of women can't seem to stop wiping butter cream from their lips.

When the first Sprinkles location opened in April 2005, the couple sold 2,000 cupcakes the first week. Fans, including Oprah Winfrey and Katie Holmes, have been lining up ever since, and now the Nelsons have stores in Dallas and Orange County, Calif., with plans to open six more across the country next year.

Despite their business success, their new life isn't necessarily easier. "I found the one job where the hours are worse than investment banking," Ms. Nelson said. "We're on call essentially 24-7." She is due to have the couple's first baby next month and plans to take only a two-week maternity leave.

Not that they, or others who have made the tradeoff, regret it.

Genevieve Ostrander, who opened Delilah's Bakery in the Echo Park neighborhood of Los Angeles four months ago, said her former job as a beauty publicist was "soul sucking." Now, she specializes in making Southern-inspired desserts. "I'm the poorest girl in all of L.A. I don't eat out, I don't shop, I even had to cancel my cable," said Ms. Ostrander, 34. "But I love it."

Lisa Ritter and Mary Odson, the partners behind the new bakery Big Sugar in the Studio City neighborhood (whose doughnut muffins have a big fan in Marc Cherry, the creator of "Desperate Housewives"), were stay-at-home mothers with corporate pasts looking for a flexible way back into the work force. Now, the children have a place to come after school. "The quality of life is fantastic," Ms. Ritter said. "We get to see our kids so much more."

Of course, turning a baking hobby into a business isn't just a Los Angeles trend. Warren Brown, the lawyer who opened CakeLove in Washington in 2002, is now the host of the Food Network show "Sugar Rush." Then there's Jennifer Appel, the clinical psychologist who, with Allysya Torey, opened Magnolia Bakery in New York in 1996, which many credit with starting the cupcake obsession.

Success doesn't always come easy. The failure rate in the baking business is significant, said Abbye Williams, a consultant who is helping a former teacher open a gluten-free bakery in Culver City. "I think she's crazy, to tell you the truth," Ms. Williams said. "She doesn't have any experience and a brick-and-mortar bakery is a ton of work."

Which is why Clare Crespo, a former music producer, skipped the storefront and with two partners rolled out Treat Street, a roving bakery stand, last September. Inspired by Lucy's psychiatry kiosk in the Peanuts, the pink polka-dot stand pops up in the bohemian Silver Lake neighborhood on random Saturdays.

"The idea is like a rave," said Ms. Crespo, who posts pink signs to direct customers to the secret location. "We set up when people are least expecting it. If someone gave me a ton of money, maybe I'd open my own place, but it's still so much pressure and work — waking up early and making the same thing every day."

"This is more like playing bakery."

The New York Times Company



## Halfway around the world and back and increasingly confused

By Tyler Brule

The past week was a bit faster than usual for your cloud-bound correspondent. Flying halfway around the world and back again in just over a week, here's what I found.

LHR-LAX-LHR-ZRH-LHR-NRT-SYD-BKK-LHR: those were the letters that jumped off the page when my intrepid assistant Gaby handed me my week's itinerary last Monday. Any regular traveller would recognise that the second and third LHRs should have been deleted and the ZRH inserted just after the BKK. Even the less-seasoned flier would know that London-Los Angeles-London-Zurich-London-Tokyo-Sydney-Bangkok-London is pushing it (no matter where you're sitting on the plane), but a board meeting in Zurich demanded I return to Europe before embarking on my Pacific Rim runaround.

The first leg of my journey started in seat 1A on the early BA to LA.

I knew I was in for an irritating flight as soon as the canapes were placed in front of the gentleman across the aisle. My fellow passenger eventually decided on the prawn and roe concoction and popped it in his mouth. I normally wouldn't pay such close attention, but I was trying to peer out of his window to get a fix on our location and soon became transfixed when I noticed that he was incapable of eating with his mouth closed. Initially I dismissed the bad table manners as post-take-off nerves or a mild case of "upgrade excitement" but rapidly concluded that he was a "smacker" - the airborne adult equivalent of the screaming one-year-old.

Just as it's impossible to block out a wailing infant two rows behind you, it's equally challenging to cancel out a grown man who smacks through a five-course meal when he's within your immediate airspace. At first I tried staring at him with my best look of bewilderment. On several occasions I considered saying something and in the end had to resort to headphones to delete the sound of a pasty tongue disengaging from sticky gums.

By the time I reached Los Angeles I was in desperate need of a sugar hit, having been put off the afternoon scones and jam by my neighbour. I replenished my supplies by paying a visit to Sprinkles on Little Santa Monica in Beverly Hills. Launched in April, Sprinkles is a modernist cupcake emporium created by former Martha Stewart editor Page Marchese-Norman. Owned by Charles and Candace Nelson, the chocolate-brown, white and oak space trades in 20 varieties of cupcakes (coconut's my favourite) and is already establishing itself as a "must-give" brand. Where most cupcake emporiums have gone for twee interiors, Marchese-Norman devised a strict, orderly concept with the help of LA-based Austrian architect Andrea Lenardin Madden. Working with the best ingredients and a strong packaging concept, a national roll-out of Sprinkles can't be far off.

Back at LAX 24 hours later, and running very late for my flight to Heathrow, I only had time to grab a copy of the New Yorker and Martha Stewart Living from the newsstand. Since Martha's release, it's clear she's been spending her time under house arrest giving her editorial staff a hard time as the magazine has improved significantly. While climbing to our cruising altitude, I decided that I have to build a screened-in summer room something like the one Martha's team have created in her July issue.

Connecting to Zurich the following afternoon I managed to leave my Fay navy blazer on my Swiss flight and was quite convinced I'd never see it again. By the time I'd finished my board meeting the next morning, the jacket had been recovered and was waiting for me at terminal one. The lady at lost and found proudly told me that pretty much everything gets returned at Zurich airport.

Two hours later I was back at Heathrow, where I picked up Gaby for the Asian portion of my tour - and her first trip to Tokyo.

As ever, the city put on a good show. In Marunouchi I visited the flagship store for Darjeeling Days - the latest concept to come from the United Arrows retail group. Aimed squarely at the male FT reader who doesn't want fashion but does want an elegant, high-quality wardrobe, the concept is already going national across Japan. In Ginza I visited the atelier of Shigeru Takizawa, who's fast becoming Tokyo's most sought after bespoke tailor. In Shinjuku I marvelled at the new-ish Isetan men's store and decided it's the new global benchmark for menswear. Although I didn't need any new garments, I still managed to walk out with a summer trilby from the old-school Tokio Hat brand, eyeglasses from Four Nines and some crisp cotton Gunze briefs.

Remembering that this was also a cultural/social study for Gaby, I took her over to the main Isetan building and gave her a tour of the pinny and slipper section. There's been a proliferation of labels churning out housedresses, aprons, headkerchiefs and little felt booties, so everyone residing in Ebisu and Aoyama can pretend they're either living off the land in Norway (the Ogg brand has cornered this look) or raising chickens in the Piemonte region of Italy.

Escaping the 40°C heat of Tokyo, Sydney greeted us with sunny skies and a crisp 18° C. Still playing tour guide to Miss Gaby, I took her to visit the newest branch of my friend Bill Granger's collection of restaurants, Bills Woollahra, on the corner of Queen Street and Moncur. This latest branch has the added benefit of an entire courtyard filled with tables.

At the time of filing this copy, it's now somewhere between Wednesday and Thursday and I believe I'm on the Qantas QF1 to London. The reason I'm unsure is that there's barely an Australian crew member in sight.

The back of the aircraft seems to be manned by Thai crew and First and Business by English flight attendants. The experience doesn't feel very Qantas - more a set of disconnected people working on a 747-400 that's the flag carrier for a country they have no relationship with. No doubt there are some short-term cost-savings, but for me, who's been around the world in a week, I'd like to know exactly where I am and who I'm flying with. Qantas's finance department might be seeing an upside, but I'm only seeing brand erosion.

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## Sprinkles Cupcakes cashes in on Houston's sugar rush

Premium content from Houston Business Journal - by Allison Wollam

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Tom Cruise used them to woo Katie Holmes.

Hugh Hefner and his band of buxom beauties sampled them on "The Girls Next Door."

They've even been on Oprah. And now they're coming to Houston.

After trying to find a suitable Bayou City location for the past three years, Sprinkles Cupcakes, the apparent cupcake of choice among several high-profile celebrities, is preparing to open a shop this month in Highland Village.

Charles Nelson, who owns Sprinkles Cupcakes along with his wife Candace, says the owners wanted to come to Houston years ago, and began talking to Highland Village in 2007 after the California-based company opened its first shop in Dallas.

"We've had a couple of near misses at Highland Village," he says. "They ended up putting some other tenants in spots where we thought we were going. The lease has been signed for a year and a half, but we think it will be worth the wait."

Sprinkles Cupcakes will be located in a 2,000-square-foot site in a building currently under construction in the high-profile upscale shopping center at the corner of Drexel and Westheimer.

The store is slated to open June 21. Sprinkles is donating its first day of sales — an estimated \$25,000 — to the Shane Battier Take Charge Foundation. Battier, a Houston Rockets player, will be behind the counter serving cupcakes that day from 11 a.m. to 1 p.m.

He says the most popular cupcakes, by far, are the red velvet cupcakes and the black and white cupcakes. Sprinkles Cupcakes also sells cupcakes without frosting for customers who aren't fans of the sweet stuff and frosting shots for customers who only want the frosting.

When the Nelsons opened the first Sprinkles Cupcakes location in 2005, it was the only bakery in the U.S. that just sold cupcakes. Now, cupcake cafes are popping up in every market that Sprinkles Cupcakes enters — or in the case of Houston, several have already been established prior to its arrival.

Local spots like Crave, Sugarbaby's Cupcake Boutique, Celebrity Cupcakes and Frosted Betty will all be competing with Sprinkles for business.

"It's fun that there are so many choices now," he says. "There's been sort of a renaissance for bakeries and people are once again appreciating homemade, made-from-scratch desserts."

Elizabeth Harrison, owner of Crave cupcakes, which opened in Houston two years ago, agrees there is plenty of room in the market for a new concept.

"Our customers come from all over the place and Houston is such a huge city," she says.

Harrison has experienced such a positive reception to her first store in Uptown Park that she's planning to open a second location in West University by the end of the summer.

The second store, at 5600 Kirby, will offer an expanded selection of breakfast cupcakes, six new cupcake flavors and a full coffee and espresso bar.

"Cupcakes are still available at bakeries all over town, but I think that when you focus on just one thing you are able to do it very well," she says. "I think people appreciate the commitment."

Based on current pricing, local high-end cupcake outlets are competing more on taste and service rather than price.

Sprinkles charges \$3.25 per cupcake or \$3 each when purchased by the dozen, the same prices as when the Nelsons launched the concept five years ago. That is the same price as Crave cupcakes, and the same price for Sugarbaby's "Sugar Chic Line" cupcakes. Sugarbaby's sells its "Old Fashioned" line of cupcakes at a slightly lower price, at \$2.75 for a single and \$31 for a dozen.

Nelson and his wife were both investment bankers before starting Sprinkles Cupcakes. He recalls that, at that time, starting a cupcake bakery was a high-risk venture.

"From our research, a cupcake bakery had the highest risk for failing and a low potential for return, but we went ahead and did it anyway," he says.

Nonetheless, he says the bakery segment in general has seen an uptick in business in recent years. For a while, he says, many second and third-generation bakeries were not receiving enough investment and were not using the highest-quality ingredients, eventually causing the industry to suffer.

Much like the dot-com bust, he believes that the current cupcake craze could crest, but he says there will always be a place for a business that offers a good product at a reasonable price point and great customer service.

"It's really a return to artisan food," he says. "We're offering a new, modern take on the cupcake."

Crave's Harrison also doesn't see the cupcake craze going away anytime soon.

"I eat a good number of cupcakes and I don't see myself liking cupcakes any less in a year from now, so I don't see why people would lose interest," she says.

Nelson recalls that an immediate buzz began filtering through Hollywood soon after his wife Candace started Sprinkles Cupcakes out of their home, and phone calls from celebrities soon followed. The couple knew it was time to find a retail site after Hollywood stars began requesting dozens and dozens of cupcakes.

Despite that red-carpet connection, Nelson says Sprinkles Cupcakes target audience spans all walks of life because high-end cupcakes are affordable, portable and popular at family celebrations.

"Our first store is just off Rodeo Drive. We always tell people that they may not be able to afford a celebrity's dress, but they can afford a celebrity's cupcake," he says.



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## Sprinkles bakery to open in Corona del Mar

Sprinkles Cupcakes, a popular bakery in Beverly Hills, looks to open a second shop in Corona del Mar.

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By NANCY LUNA | The Orange County Register

**BEVERLY HILLS** - Sprinkles Cupcakes got the last-minute order at 2 p.m. A producer with "The Oprah Winfrey Show" asked if the Beverly Hills shop could deliver 300 designer cupcakes to Chicago by 7 a.m. - the next day.

The treats would be featured on "Breakfast with Oprah," where the influential talk-show host touts her favorite treats before millions of viewers.



**BEYOND EMPTY CALORIES:** A customer, left, watches "cupcake associate" Lindsay Golns serve her at Sprinkles Cupcakes on Wednesday in Beverly Hills. Oprah Winfrey helped put the shop on the culinary map during a "Breakfast with Oprah" segment.

H. LORREN AU JR., THE ORANGE COUNTY REGISTER

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"You can't say no to Oprah," Sprinkles co-owner Candace Nelson said of the opportunity.

So, she boarded a red-eye flight to the Windy City, lugging suitcases and large brown shopping bags carefully stuffed with her finest flavors: red velvet, coconut, chocolate and vanilla - all topped with a half-inch thick layer of butter-cream frosting.

After the Feb. 1 show, sales of Sprinkles cupcakes, which go for \$3.25 a pop, grew 50 percent to 1,500 per day.

Now, Nelson plans to open a second Sprinkles in Corona del Mar. When the store opens in July, the coastal enclave will be among a handful of trendy U.S. cities serving gourmet versions of an old-fashioned party treat.

Retail consultant Greg Stoffel said the ritzy Corona del Mar Plaza, home of Sur La Table and Bristol Farms, is the perfect spot for shoppers to splurge \$36 for a dozen cupcakes.

"Because this is purely discretionary spending on food, it would require a higher-income area," said Stoffel, of Stoffel & Associates in Irvine. "And, in Orange County, you can't get much higher than Corona del Mar."

Local sweet tooths can hardly wait.

"The red velvet will change your life. It's a heavenly experience," said Miriam Erdosi, 33, of Irvine.

Before moving to Orange County a few months ago, Erdosi worked in West Los Angeles and often visited Sprinkles, a tiny chocolate-colored storefront nestled near the chic boutiques of Rodeo Drive.

The shop opened last April selling a limited menu of fondant-dotted cupcakes, 75-cent frosting shots, coffee and bottled soda.

The same menu will be at the Corona del Mar store.

"The lines are always so ridiculous. You'd think they were selling bricks of gold," Erdosi said.

Nelson and her husband, Charles, are betting that the pace won't stop.

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**More information**

Sprinkles Cupcakes is slated to open this summer at the Corona del Mar Plaza, 800 Avocado Ave. For more information, go to [www.sprinklescupcakes.com](http://www.sprinklescupcakes.com). The Frosted Cupcakery is at 185 Claremont Ave. in Long Beach. The shop is co-sponsoring the Last Saturday Art Walk at 433 E. First St. on May 27 from 7 to 11 p.m. Free cupcakes will be served. For more information, call Stacia Samartan at (949) 822-8658.

This week, the couple scouted a third location in Scottsdale, Ariz. Eventually, they want to expand to Chicago, Las Vegas and their hometown of San Francisco, where they once worked as investment bankers.

"We went from banking to baking," laughs Nelson.

After the days of the dot-com boom, Nelson told her husband she wanted to enroll in pastry school to perfect a lifetime love of baking. She emerged from the training with the idea of opening a shop dedicated to the childhood dessert.

"This is something people grow up with. We've

just elevated it," Nelson said.

At Sprinkles, Nelson offers 10 of her 20 flavors each day. Fan favorites such as red velvet and dark chocolate are served daily, while specialty flavors such as carrot cake, peanut butter chocolate and chai latte rotate throughout the week.

A \$3.25 standard-size cupcake, nearly half the cost of a dozen Kriepy Krume glazed donuts, comes with a smooth butter-cream frosting drizzled with French sprinkles or an elegant fondant dot. There's no gaudy piping or flowery writing.

Nelson said her concept was partly inspired by Magnolia Bakery in Manhattan, credited for making cupcakes vogue in the Big Apple after they were featured in the popular HBO gal-pal series "Sex and the City."

At the time, New York was one of the only U.S. markets turning the retro dessert into an affordable luxury, said Tina Casaceli, director of pastry arts at the French Culinary Institute in New York City.

"Now I see it's become a big thing everywhere," Casaceli said.

But could this be another food fad that fades faster than a sugar crash? Casaceli doesn't think so.

"This is something that is comfort food for everyone. It's not a trend. It's a staple," she said.

Other cupcake shops popping up across the country include Cupcake Royale in Seattle, Cupcake in Minneapolis, Cake Fetish in Albuquerque and Frosted Cupcakery in Long Beach.

Next year, Starbucks plans to add cupcakes to its pastry shelves after successfully testing three flavors in stores in February, the company said this week.

Stacia Samartan believes the trend has legs.

She and her mother, Nancy Henley of Huntington Beach, opened the Frosted Cupcakery in Long Beach's upscale Belmont Shore neighborhood three weeks ago. Their plan: Sell 200 cupcakes a day to break even.

"But, once we opened the door, we realized we couldn't keep up with the demand," said Samartan, who still plans to hang on to her day job at Paul Frank Industries in Costa Mesa.

Nelson said Sprinkles sold 200 cupcakes in two hours on opening day. The number eventually jumped to 1,000 a day once word spread in the "90210" that celebrities such as Tyra Banks and Barbra Streisand were devotees. Babs, as it turned out, gave Oprah the gift of Sprinkles over the holidays, which led to that fateful January call, said Nelson, who baked for six hours straight before catching a sleepless flight to the Windy City.

"It was so surreal," she said of the Oprah experience.

What was real was the frenzy that followed.

Last Friday, an overflow crowd spilled outside Sprinkles over a two-hour period. Some wanted a single fix of red velvet, while others ordered by-the-dozen boxes for dinner parties, play dates and co-workers.

Joy Thurman, a tourist from a one-stoplight town in Mississippi, spent more than an hour circling the traffic-jammed streets of Los Angeles in a desperate search for the cupcakes she saw on Oprah. She wound up spending \$22 at Sprinkles during two visits.

"These are divine," said Thurman with a long, satisfying Southern sigh as she nibbled on a strawberry cupcake. "I'm coming back this afternoon." Yet, Georgana Fairbanks of Mission Viejo, who visited Sprinkles recently because of the Oprah hype, said she didn't understand "the fuss."

"It's not that I didn't like it," Fairbanks said. "I've just had cupcakes from Betty Crocker that were just as good."

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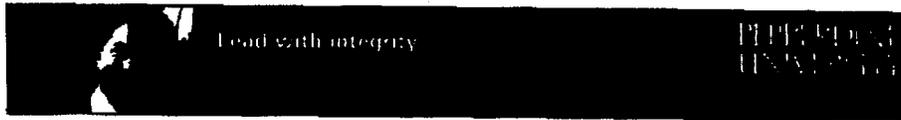
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# The Washington Post



## CORRECTION TO THIS ARTICLE

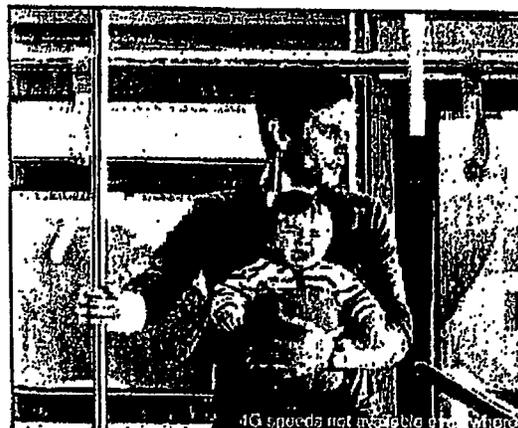
A previous version of this article incorrectly said that Hello Cupcakes is considering adding savory cupcakes to its menu. It is Couture Cupcakes that has been testing savory flavors.

## Sweet Victory

It took 8 weeks, 141 varieties and extra gym time, but we found the best cupcake in town.

By Jane Black  
Washington Post Staff Writer  
Wednesday, November 5, 2008

There's almost always a line at Georgetown Cupcake, especially on weekends. But on Oct. 11, the queue had snaked out the door of the cult bakery on Potomac Street and was threatening to block traffic. Perhaps it was spillover from the Taste of Georgetown food festival, which drew more than 10,000 people. Perhaps it was that the bakery had scored several perfect 10s that week in our Cupcake Wars taste-offs. Whatever the reason, police arrived to help manage the flow. By the end of the day, the eight-month-old bakery had sold 5,000 cupcakes.



That's busier than most Saturdays. But only by about 25 percent. Co-owners and sisters Sophie LaMontagne and Katherine Kallinis, winners of our Cupcake Wars, bake from 5:30 a.m. to 7:30 p.m. most days. And though they allow employees to scoop batter into tins and check the ovens, they pipe the frosting on every single cupcake themselves. On average, the store sells between 2,000 and 3,000 cupcakes Tuesdays through Fridays (up from 800 when it opened in February), 4,000 on Saturdays and 2,000 on Sundays. Do the math: At \$2.75 each, that conservatively adds up to sales of more than \$38,000 a week and \$2 million annually.

No wonder then that "cupcakeries" continue to open in Washington and around the country. This past summer, Lavender Moon Cupcakery opened in Alexandria and Hello Cupcake debuted in Dupont Circle. And just when it seems the market is saturated, more are on the way. Before the end of the year, Nostalgia Cupcake will open in Annapolis, and Red Velvet Cupcakery, sister to Dupont Circle's TangySweet, will open in Penn Quarter. Online-only Bakeshop DC, which sells at Murky Coffee, plans a storefront in Clarendon. Upstart Cup of Yumm is searching for space in and around Gaithersburg. Sprinkles, the famed Los Angeles cupcake shop, is hunting for space in Northwest Washington, with plans to open late next year.

To be honest, we thought that cupcakes' 15 minutes might well be over when we launched Cupcake Wars, a round-robin showdown of Washington area bakeries. But after receiving hundreds of e-mails and phone calls from bakers and rabid fans, we could see that the trend has life in it yet. We established clear rules to keep things manageable -- all bakers must have a retail storefront presence inside the Beltway -- and extended the battle from six to eight weeks to accommodate a mountain of reader suggestions.

It wasn't long before we had a bad case of cupcake fever, too. In and out of the tasting room, we debated at length the proper ratio of frosting to cake and how much more quickly a vanilla cake can dry out than a chocolate one. We had a spreadsheet to crunch the numbers on the cupcakes' weights, prices and