

12/5/03

12-11-2003

Form PTO-1594 (Rev. 03/01) **RE 7**
 Patent & Trademark Office
 Form No. 0651-0027 (exp. 5/31/2002)
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 102620299

U.S. DEPARTMENT OF COMMERCE
J.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <u>S.B. Restaurant Co.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State (California) <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Allied Capital Corporation</u> Internal Address: _____</p> <p>Street Address: <u>401 N. Michigan Avenue, Suite 2050</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60611</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Maryland</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>November 20, 2003</u></p>	

4. Application number(s) or registration number(s):

<p>A. Trademark Application No.(s)</p> <p><u>75/489,648</u></p>	<p>B. Trademark Registration No.(s)</p> <table border="0"> <tr> <td>2,415,892</td> <td>1,423,365</td> <td>1,424,352</td> </tr> <tr> <td>1,417,002</td> <td>1,439,409</td> <td></td> </tr> </table>	2,415,892	1,423,365	1,424,352	1,417,002	1,439,409	
2,415,892	1,423,365	1,424,352					
1,417,002	1,439,409						

Additional number(s) attached Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Heather M. Philips, Paralegal</u></p> <p>Internal Address: _____</p> <p><u>Robinson, Bradshaw & Hinson, P.A.</u></p> <p>Street Address: <u>101 N. Tryon Street, Suite 1900</u></p> <p>City: <u>Charlotte</u> State: <u>NC</u> Zip: <u>28246</u></p>	<p>6. Total number of applications and registrations involved: 6</p> <p>7. Total fee (37 CFR 3.41) <u>\$165.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>500327</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Heather M. Philips, Paralegal Heather M. Philips December 4, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 4

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

00000076 75489648
 40.00 DP
 125.00 DP
 C-853425v01_12714.01015

**ASSIGNMENT AND GRANT OF SECURITY INTEREST
IN TRADEMARKS**

WHEREAS, S.B. RESTAURANT CO., a California corporation (the "Pledgor"), is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks"); and

WHEREAS, the Pledgor has entered into a Security Agreement (as amended, restated, modified or supplemented from time to time, the "Security Agreement"), dated as of November 20, 2003, in which the Pledgor has agreed with Allied Capital Corporation, as Collateral Agent (the "Collateral Agent"), with offices at 401 N. Michigan Avenue, Suite 2050, Chicago, Illinois 60611, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby assign and grant to the Collateral Agent a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Assignment has been given in conjunction with the assignment and security interest granted to the Collateral Agent under the Security Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

S.B. RESTAURANT CO.

By: 

Title: President and Chief Executive Officer

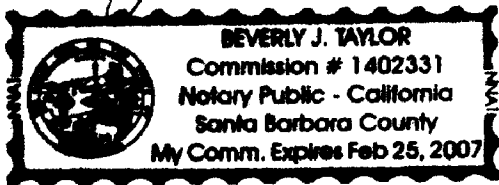
State of California
County of Santa Barbara

Before me appeared Chris Mancoske, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf or on behalf of the identified corporation or other juristic entity with authority to do so.

This 19 day of November, 2003.

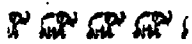


Beverly J. Taylor
Notary Public

(Seal)



My Commission Expires: 2/25/2007

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Issue or Filing Date</u>
S.B. Restaurant Co.	ELEPHANT BAR RESTAURANT A DINING ADVENTURE	2,415,892	United States	Dec. 26, 2000
S.B. Restaurant Co.		1,423,365	United States	Dec. 30, 1986
	(design only)			
S.B. Restaurant Co.		1,424,352	United States	Jan. 6, 1987
	(design only)			
S.B. Restaurant Co.	THE ELEPHANT BAR & RESTAURANT	1,417,002	United States	Nov. 11, 1986
S.B. Restaurant Co.	ELEPHANT BAR	1,439,409	United States	May 12, 1987
S.B. Restaurant Co.		75/489,648	United States	May 22, 1998
	(design only)			