



Tab settings

To the Honorable Commissioner of Patents and Tradem.

102749918

1. Name of conveying party(ies)

FLEET NATIONAL BANK

- Individual(s) Association General Partnership Limited Partnership Corporation-State

Other NATIONAL BANKING ASSOCIATION

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name

Other SUBSTITUTION OF COLLATERAL AGENT

Execution Date: MAY 13, 2004

2. Name and address of receiving party(ies)

B.E.T. ASSOCIATES, L.P. as Collateral Agent for the New Banks

Internal Address: ATTN: BRUCE E. TOLL Street Address: 3103 PHILMONT AVENUE City: HUNTINGDON VALLEY State: PA Zip: 19006

- Individual(s) citizenship Association General Partnership Limited Partnership Delaware Corporation-State Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) SEE ATTACHED

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: WANSUN SONG, ESQ. Internal Address: PILLSBURY WINTHROP LLP Street Address: 725 SOUTH FIGUEROA STREET SUITE 2800 City: LOS ANGELES State: CA Zip: 90017-5406

6. Total number of applications and registrations involved: 27

7. Total fee (37 CFR 3.41) \$ 690.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 16-1805

(Attach duplicate copy of this page if paying by deposit account)

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.

WANSUN SONG

Name of Person Signing

Signature

5/17/04 Date

Total number of pages including cover sheet, attachments, and document: 6

05/20/2004 METACHE 0000055 2149198

01 FC:4521 02 FC:4522

40.00 OP 650.00 OP

<b>U.S. Trademark</b>	<b>Serial No. Registration No.</b>	<b>Filing Date Issue Date</b>
CRABBY BOB'S SEAFOOD	2,149,198	04/07/98
GRANDY'S COUNTRY COOKIN'	1,248,703	08/16/83
DESIGN ONLY	1,362,672	09/24/85
GRANDY'S	1,376,411	12/17/85
BIG DISH O' CATFISH	2,005,427	10/01/96
HOMESTYLE IN A HURRY	2,366,475	07/11/00
SPOONS	1,199,137	06/22/81
OH, THOSE SWEET BABY BONES	1,284,693	07/03/84
HERSHEL'S	1,325,147	03/12/85
SPOONBURGER	1,329,028	04/02/85
SPOONS RIBS BURGERS TACOS GRILL BAR and Design	1,363,818	10/01/85
NEW YORK STYLE HOT BAKERY HERSHEL'S DELI and Design	1,368,344	10/29/85
NATIONAL SPORTS GRILL	1,802,447	11/02/93
NATIONAL SPORTS GRILL	1,828,680	03/29/94
HARRY'S BAR AND AMERICAN GRILL	1,102,381	09/12/78
THE HEART AND RIBS OF THE CITY	1,329,080	04/02/85
CHIANTI	1,377,661	01/07/86
CHIANTI CUCINA	1,380,835	01/28/86
MACARTHUR PARK	1,421,507	12/16/86
SPIEDINI	1,436,050	04/07/87
INTERNATIONAL IMITATION HEMINGWAY COMPETITION	1,450,085	07/28/87
GUAYMAS	1,453,651	08/18/87
BIG RIB RED	1,508,504	10/11/88
S-P-U-N-T-I-N-O	1,551,392	08/08/89
MACARTHUR PARK	1,580,334	01/30/90
TABLE ONE	1,808,144	11/30/93
TABLE ONE	1,809,721	12/07/93

## SUBSTITUTION OF COLLATERAL AGENT

This Substitution of Collateral Agent Agreement ("Agreement") is made as of April \_\_, 2004 by and between Fleet National Bank, a national banking association, as resigning collateral agent for itself and the existing Banks ("Fleet"), and B.E.T. Associates, L.P., a Delaware limited partnership, as the newly appointed collateral agent for itself and the new Banks ("BET").

**WHEREAS**, Fleet and BET entered into an Agreement for the Sale and Assignment of Loans and Claims dated as of even date herewith (the "Purchase Agreement"; capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Purchase Agreement);

**WHEREAS**, the conditions precedent in Section 5 of the Purchase Agreement have been satisfied;

**NOW THEREFORE**, pursuant to the Purchase Agreement, Fleet and BET affirm the following:

1. Fleet has resigned as Collateral Agent; and
2. Concurrently with Fleet's resignation, Fleet appointed BET to become the new Collateral Agent and BET has succeeded to all rights, title and interest of Fleet under the Loan Documents (including the Trademark Assignments) and all assignments filed with the U.S. Patent and Trademark Office with respect to security interests in trademarks in which any of the Borrowers has an interest, including but not limited to:
  - a. Grant of Security Interest from Crabby Bob's Franchise Corp. to Fleet recorded April 11, 2002 (Reel: 002479 Frame: 0768-0786) against "CRABBY BOB'S SEAFOOD" and crab design (Registration Number 2,149,198, registered September 5, 2001);
  - b. Grant of Security Interest from Grandy's Inc. to Fleet recorded July 14, 2000 (Reel: 002108 Frame: 0512-0558) against "GRANDY'S COUNTRY COOKIN'" (Registration Number 1,248,703, registered August, 16, 1983); "GRANDY'S" (Registration Number 1,376,411, registered December 17, 1985); Granny Figure Design (Registration Number 1,362,672, registered September, 24, 1985); "BIG DISH O'CATFISH" (Registration Number 2,005,427, registered October 1, 1996); "HOMESTYLE IN A HURRY" (Registration Number 2,366,475, registered July 11, 2000);
  - c. Grant of Security Interest from Spoons Restaurants, Inc. to Fleet recorded July 14, 2000 (Reel: 002108 Frame: 0372-0404) against "SPOONS" (Registration Number 1,199,137, registered June 22, 1982); "OH, THOSE SWEET BABY BONES" (Registration Number 1,284,693, registered July 3, 1984); "HERSHEL'S" (Registration Number 1,325,147, registered March 12, 1985); "SPOONBURGER" (Registration Number 1,329,028, registered April 2, 1985);

**"SPOONS RIBS BURGERS TACOS GRILL BAR" and design (Registration Number 1,363,818, registered October 1, 1985); "HERSHEL'S NEW YORK STYLE HOT BAKERY DELI" and design (Registration Number 1,368,344, registered October 29, 1985);**

- d. **Grant of Security Interest from Local Favorite, Inc. to Fleet recorded July 14, 2000 (Reel: 002108 Frame: 0296-0328) against "NATIONAL SPORTS GRILL" (Registration Number 1,802,447, registered November 2, 1993); "NATIONAL SPORTS GRILL" and design (Registration Number 1,828,680, registered March 29, 1994); and**
  
- c. **Grant of Security Interest from Spectrum Foods, Inc. to Fleet recorded July 14, 2000 (Reel: 002108 Frame: 0334-0367) against "HARRY'S BAR AND AMERICAN GRILL" (Registration Number 1,102,381, registered September 12, 1978); "THE HEART AND RIBS OF THE CITY" (Registration Number 1,329,080, registered April 2, 1985); "CHIANTI" (Registration Number 1,377,661, registered January 7, 1986); "CHIANTI CUCINA" (Registration Number 1,380,835, registered January 28, 1986); "MACARTHUR PARK" (Registration Number 1,421,507, registered December 16, 1986); "SPIEDINI" (Registration Number 1,436,050, registered April 7, 1987); "INTERNATIONAL IMITATION HEMINGWAY COMPETITION" (Registration Number 1,450,085, registered July 28, 1987); "GUAYMAS" (Registration Number 1,453,651, registered August 18, 1987); "BIG RIB RED" (Registration Number 1,508,504, registered October 11, 1988); "SPUNTINO" and design (Registration Number 1,551,392, registered August 8, 1989); "MACARTHUR PARK" (Registration Number 1,580,334, registered January 30, 1990); "TABLE ONE" (Registration Number 1,808,144, registered November 30, 1993); "TABLE ONE" and design (Registration Number 1,809,721, registered December 7, 1993).**

In Witness Whereof, the parties have executed this Agreement as of the date first written above.

FLEET NATIONAL BANK,  
in its capacity as resigning Agent

By:           *Clare E. Keady*            
Name: *Clare E. Keady*  
Title: *AUTHORIZED OFF. USA*

BET ASSOCIATES, L.P.,  
in its capacity as newly appointed Agent

By: BRU HOLDING CO., LLC

By: \_\_\_\_\_  
Name:  
Title:


In Witness Whereof, the parties have executed this Agreement as of the date first written above.

FLEET NATIONAL BANK,  
in its capacity as resigning Agent

By: \_\_\_\_\_  
Name:  
Title:

BET ASSOCIATES, L.P.,  
in its capacity as newly appointed Agent

By: BRU HOLDING CO., LLC

By:   
Name: Leonard Tannerkam  
Title: Partner

PTO Filing

RECORDED: 05/17/2004

TRADEMARK  
REEL: 002974 FRAME: 0809