

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

12/17/2004
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CH-AM ACQUISITION, INC.	CHART HOUSE ACQUISITION, INC.	11/30/2004	CORPORATION:

RECEIVING PARTY DATA

Name:	A & M ACQUISITION, LLC
Street Address:	233 PARK AVENUE SOUTH
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10003
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2091489	ANGELO AND MAXIE'S
Registration Number:	2337728	ANGELO AND MAXIE'S STEAKHOUSE
Registration Number:	2471598	GENERATION 2 STEAKHOUSE
Registration Number:	2489700	NEVER 2 HIP
Registration Number:	2567443	GET IN THE MOOD

CORRESPONDENCE DATA

Fax Number: (973)491-3555
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 973-491-3600
 Email: CRIDER@STJOHNLAW.COM
 Correspondent Name: CHRISTOPHER RIDER, ST. JOHN & WAYNE, LLC
 Address Line 1: TWO PENN PLAZA EAST
 Address Line 2: 10TH FLOOR
 Address Line 4: NEWARK, NEW JERSEY 07105

NAME OF SUBMITTER:	CHRISTOPHER RIDER, ESQ.
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CH \$140.00 2091489

Total Attachments: 4

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TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is made and entered into as of this 30th day of November, 2004, by and among CH-AM Acquisition, Inc., a Delaware corporation ("Assignor"), and A&M Acquisition, LLC, a New York limited liability company ("Assignee").

WHEREAS, Assignor, Angelo and Maxie's, Inc., a Delaware corporation, and Assignee are parties to that certain Amended and Restated Asset Purchase Agreement, made and entered into as of the 30th day of November, 2004 (the "Purchase Agreement"), providing, among other things, for the sale by Assignor of the Assets relating to the New York Restaurant;

WHEREAS, it is a condition to the parties' obligations under the Purchase Agreement that Assignor and Assignee enter into this Assignment;

WHEREAS, Assignor is the owner of the trademarks listed on the attached Exhibit A (collectively the "Marks"); and

WHEREAS, Assignee wishes to acquire the Marks and all right, title and interest thereto, and Assignor wishes to assign the Marks and all right, title and interest therein to Assignee.

NOW THEREFORE, in consideration of the premises, the mutual covenants and agreements contained herein and in the Purchase Agreement and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby act and agree as follows:

Effective as of November 30, 2004, Assignor does hereby assign unto Assignee, all right, including common law rights, title and interest, in the United States of America and all other countries in the world, in and to the Marks, together with the goodwill of the business symbolized by the Marks and the applications and registrations referenced in Exhibit A. Assignor hereby covenants and agrees that, without further consideration, it will cooperate with Assignee to execute and deliver such other documents, and to do such further acts, as may be reasonably requested by Assignee to perfect, register and enforce Assignee's ownership of the Marks.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have duly executed this Trademark Assignment as of the day and year first above written.

ASSIGNOR:

ASSIGNEE:

CH-AM ACQUISITION, INC.,
a Delaware corporation

A&M ACQUISITION, LLC,
a New York limited liability company

By: 

By: _____

Name: Kenneth R. Posner

Name: _____

Title: President

Title: _____

IN WITNESS WHEREOF, the parties have duly executed this Trademark Assignment as of the day and year first above written.

ASSIGNOR:

CH-AM ACQUISITION, INC.,
a Delaware corporation

By: _____

Name: _____

Title: _____

ASSIGNEE:

A&M ACQUISITION, LLC,
a New York limited liability company

By: *Reed Goldstein*

Name: REED GOLDSTEIN

Title: MANAGER

EXHIBIT A

<u>Name or Description of Property</u>	<u>Intellectual Property Type</u>	<u>Registration Number</u>
"Angelo and Maxie's"	Service Mark	2091489
"Angelo and Maxie's Steakhouse" and Design	Service Mark	2337728
"Generation 2 Steakhouse"	Service Mark	2471598
"Never 2 Hip"	Service Mark	2469700
"Get in the Mood"	Service Mark	2567443