

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------|--|----------------|-----------------------|
| PB Capital Corporation | FORMERLY BHF (USA) Capital Corporation | 04/19/2005 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-------------------|---------------------------------------|
| Name: | SummitBridge National Investments LLC |
| Street Address: | 1700 Lincoln Street, Suite 2150 |
| Internal Address: | c/o Summit Investment Management LLC |
| City: | Denver |
| State/Country: | COLORADO |
| Postal Code: | 80203 |
| Entity Type: | Limited Liability Company: DELAWARE |

PROPERTY NUMBERS Total: 9

| Property Type | Number | Word Mark |
|----------------------|----------|---|
| Registration Number: | 2914792 | SOUPER FRESH |
| Registration Number: | 2112007 | SOUPER SALAD |
| Registration Number: | 2772192 | SOUPER SALAD THE FRESH PLACE TO BE |
| Registration Number: | 1247369 | SOUPER SALADS |
| Registration Number: | 2678889 | THE FRESH PLACE TO BE |
| Registration Number: | 2213022 | YOU'VE NEVER HAD IT SO FRESH |
| Serial Number: | 76329527 | SOUPER FRESH MARKET |
| Serial Number: | 78483292 | EATING BETTER JUST GOT MORE AFFORDABLE! |
| Serial Number: | 78455459 | EATING HEALTHY JUST GOT MORE AFFORDABLE |

CORRESPONDENCE DATA

Fax Number: (617)526-9899
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

OP \$240.00 2914792

Phone: 617-526-9600
Email: cchung@proskauer.com
Correspondent Name: Christopher H Chung/Proskauer Rose
Address Line 1: One International Place
Address Line 4: Boston, MASSACHUSETTS 02110

| | |
|--------------------|-----------------------|
| NAME OF SUBMITTER: | Christopher H Chung |
| Signature: | /Christopher H Chung/ |
| Date: | 08/31/2005 |

Total Attachments: 3

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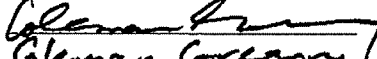
**NOTICE OF
SECURITY INTEREST IN
TRADEMARKS**

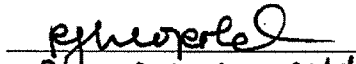
Pursuant to the Purchase and Sale Agreement dated as of April 19, 2005, by and among PB Capital Corporation and SummitBridge National Investments LLC, SummitBridge National Investments LLC hereby succeeds PB Capital Corporation as administrative agent to the continuing security interest in and continuing lien upon the trademarks and trademark applications set forth in Schedule A, together with the goodwill associated with the business symbolized by the trademarks and trademark applications.

PB Capital Corporation was the original administrative agent for certain creditors via a Security Agreement dated as of August 14, 1995, as amended, modified, or supplemented from time to time, and the Trademark Security Agreement dated as of January 15, 2003, as amended, modified, or supplemented from time to time, by and among Souper Salad, Inc. and PB Capital Corporation (formerly known as BHF (USA) Capital Corporation), as administrative agent for the certain creditors.

Acknowledged and Agreed:

PB CAPITAL CORPORATION

By: 
Name: Coleman Gregory
Title: SVP

By: 
Name: Reni J. Leopold
Title: VP

SUMMITBRIDGE NATIONAL INVESTMENTS LLC

By: _____
Name: _____
Title: _____

**NOTICE OF
SECURITY INTEREST IN
TRADEMARKS**

Pursuant to the Purchase and Sale Agreement dated as of April 19, 2005, by and among PB Capital Corporation and SummitBridge National Investments LLC, SummitBridge National Investments LLC hereby succeeds PB Capital Corporation as administrative agent to the continuing security interest in and continuing lien upon the trademarks and trademark applications set forth in Schedule A, together with the goodwill associated with the business symbolized by the trademarks and trademark applications.

PB Capital Corporation was the original administrative agent for certain creditors via a Security Agreement dated as of August 14, 1995, as amended, modified, or supplemented from time to time, and the Trademark Security Agreement dated as of January 15, 2003, as amended, modified, or supplemented from time to time, by and among Souper Salad, Inc. and PB Capital Corporation (formerly known as BHF (USA) Capital Corporation), as administrative agent for the certain creditors.

Acknowledged and Agreed:

PB CAPITAL CORPORATION

By: _____
Name: _____
Title: _____

SUMMITBRIDGE NATIONAL INVESTMENTS LLC

By: _____
Name: _____
Title: _____
MANIC K. FURSTEN
AUTHORIZED SIGNATORY

Schedule A

SOUPER SALAD, INC.

I. Registered U.S. Trademarks

| Mark | Registration No. |
|------------------------------------|-------------------------|
| SOUPER FRESH | 2,914,792 |
| SOUPER SALAD (Block Letters) | 2,112,007 |
| SOUPER SALAD THE FRESH PLACE TO BE | 2,772,192 |
| SOUPER SALADS (Design) | 1,247,369 |
| THE FRESH PLACE TO BE | 2,678,889 |
| YOU'VE NEVER HAD IT SO FRESH | 2,213,022 |

II. U.S. Trademark Applications

| Mark | Application No. |
|---|------------------------|
| SOUPER FRESH MARKET | 76/329,527 |
| EATING BETTER JUST GOT MORE AFFORDABLE (Design) | 78/483,292 |
| EATING HEALTHY JUST GOT MORE AFFORDABLE | 78/455,459 |

III. Registered State Trademarks

| State | Mark | Registration/ Application No. |
|--------------|---------------|--------------------------------------|
| Texas | SOUPER SALADS | 39750 |

IV. Foreign Trademarks

| Country | Mark | Registration/ Application No. |
|----------------|--------------|--------------------------------------|
| Australia | SOUPER SALAD | 787028 |
| Canada | SOUPER SALAD | TMA 540,408 |
| European Union | SOUPER SALAD | 1091800 |
| Japan | SOUPER SALAD | 4396684 |
| New Zealand | SOUPER SALAD | 305824 |