

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Assignment of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A. (as successor by merger to Fleet National Bank)		04/27/2006	Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Wells Fargo Foothill, Inc., as Agent
Street Address:	2450 Colorado Avenue, Suite 3000 West
City:	Santa Monica
State/Country:	CALIFORNIA
Postal Code:	90404
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 57

Property Type	Number	Word Mark
Registration Number:	0845093	FRIBBLE
Registration Number:	1010077	CLAMBOAT
Registration Number:	1015495	FISHAMAJIG
Registration Number:	1030190	FRIENDLY'S BIG BEEF
Registration Number:	1032588	FRIENDLY
Registration Number:	1039803	FRIENDLY FRANK
Registration Number:	1062350	FRIENDLY
Registration Number:	1062851	FRIENDLY ICE CREAM
Registration Number:	1062852	FRIENDLY
Registration Number:	1062354	FRIENDLY ICE CREAM
Registration Number:	1100306	FISHAMAJIG
Registration Number:	1093903	CLAMBOAT
Registration Number:	1162271	FRIENDLY FAMILY RESTAURANTS

TRADEMARK

900049620

REEL: 003315 FRAME: 0259

OP \$1440.00 0845093

Registration Number:	1207445	FRESH'N FRIENDLY
Registration Number:	1263283	FRIENDLYVILLE
Registration Number:	1286573	
Registration Number:	1273960	FRIENDLY ICE CREAM WIZARD
Registration Number:	1273961	THE FRIENDLY WIZARD
Registration Number:	1262053	GREAT AWAKENINGS
Registration Number:	1313682	WATTAMELON ROLL
Registration Number:	1302932	FRIENDLY
Registration Number:	1302933	FRIENDLY
Registration Number:	1282706	CREAMY COW
Registration Number:	1420679	DUTCH FUDGE ROLL
Registration Number:	1346611	HAPPY ENDING
Registration Number:	1597640	FRIENDLY'S
Registration Number:	1595593	FRIENDLY'S
Registration Number:	1645426	FORBIDDEN CHOCOLATE
Registration Number:	1642197	JUBILEE ROLL
Registration Number:	1704309	FRIENDLY'S
Registration Number:	1720530	FRIENDLY'S CANDY SHOPPE SUNDAE
Registration Number:	1720549	CANDY SHOPPE SUNDAE
Registration Number:	1925667	PURELY PISTACHIO
Registration Number:	1946872	FRESH & FRIENDLY
Registration Number:	1971123	VIENNA MOCHA CHUNK
Registration Number:	2236405	CAPPUCCINO DREAM
Registration Number:	2200396	CHOCOLATE MALTED MEMORIES
Registration Number:	2200397	CHERRY CHOCO LANDSLIDE
Registration Number:	2202074	DOUBLE DELUXE SUNDAE
Registration Number:	2200398	DOUBLE BERRY DELIGHT
Registration Number:	2234979	SUNDAE DRIVERS
Registration Number:	2231148	FRIENDLY'S BAKERY EXPRESS
Registration Number:	2234412	CARAMEL FUDGE BLAST
Registration Number:	2998509	FRIEND-Z
Registration Number:	2406437	LEAVE ROOM FOR THE ICE CREAM
Registration Number:	2623028	DESSERT CENTER
Serial Number:	76061761	ORANGE CREME ROLL
Serial Number:	76079807	COOL CASH

Registration Number:	2475647	FORBIDDEN CHOCOLATE EXPLOSION
Registration Number:	2471575	BIG-TWO-DO
Registration Number:	2514774	SOFTY THE TEDDY BEAR
Serial Number:	76116950	CONE HEAD SUNDAE
Registration Number:	2537925	MONSTER MASH SUNDAE
Registration Number:	2537926	GOOD 'N GOOEY SUNDAE
Serial Number:	76184855	FRIENDWICH
Registration Number:	2617890	CRUMB MADNESS
Registration Number:	2617891	ROYAL RAZZ

CORRESPONDENCE DATA

Fax Number: (213)996-3339

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2136836339

Email: claudiaimmerzeel@paulhastings.com

Correspondent Name: Paul Hastings Janofsky & Walker LLP

Address Line 1: 515 South Flower Street, 25th Floor

Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	45035.00204
NAME OF SUBMITTER:	Claudia R Immerzeel
Signature:	/Claudia R Immerzeel/
Date:	05/23/2006

Total Attachments: 4

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ASSIGNMENT OF SECURITY INTEREST

THIS ASSIGNMENT OF SECURITY INTEREST (this "Assignment") is executed as of April 27, 2006, by BANK OF AMERICA, N.A. (as successor by merger to Fleet National Bank), a national banking association, with its principal place of business at 100 Federal Street Boston, Massachusetts, 02110, ("Assignor"), in favor of WELLS FARGO FOOTHILL, INC., a California corporation with its principal place of business at 2450 Colorado Avenue, Suite 3000 West, Santa Monica, California 90404, as administrative agent for certain lenders (in such capacity, together with its successors and assigns, if any, in such capacity, "Assignee").

W I T N E S S E T H:

WHEREAS, as of March 14, 2006 Friendly Ice Cream Corporation, a Massachusetts corporation ("Debtor"), and Assignor were parties to that certain Revolving Credit Agreement, dated as of December 17, 2001 (as supplemented and amended prior to March 15, 2006, the "Former Credit Agreement");

WHEREAS, as of March 14, 2006 Debtor and Assignor were parties to that certain Trademark Collateral Assignment dated as of December 17, 2001 (the "Former Trademark Collateral Assignment") submitted for recordation with the United States Patent and Trademark Office (the "PTO") on or about December 28, 2001 at Trademark Reel 2482 and Frame 0510, and on or about November 25, 2002 at Trademark Reel 2580 and Frame 0861, with respect to the Pledged Trademarks (as such term is defined in the Former Trademark Collateral Assignment), pursuant to which Debtor granted a security interest in and collateral assignment of such Pledged Trademarks to the Assignor as security for Debtor's obligations under the Former Credit Agreement;

WHEREAS, pursuant to that certain Resignation and Reappointment of Agent dated as of March 15, 2006 (the "Reappointment Agreement"), among Assignor and Assignee, Assignor has resigned as administrative agent under the Former Credit Agreement and Assignee has been appointed as the successor administrative agent thereunder; and

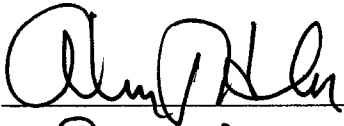
WHEREAS, Assignee has requested that Assignor execute this Assignment for the purpose of giving notice of the transfers of the Assignor's right, title, and interest in the Pledged Trademarks (as defined in the Former Trademark Collateral Assignment) to Assignee.

NOW, THEREFORE, Assignor hereby transfers and conveys to Assignee (without recourse and without any representation or warranty whatsoever, whether express or implied) all of Assignor's right, title and interest, in and to the Pledged Trademarks (as defined in the Former Trademark Collateral Assignment) under the Former Trademark Collateral Assignment, and gives notice of its resignation as administrative agent under the Former Credit Agreement and the appointment of Assignee as the successor administrative agent thereunder.

[Signature Page to Follow]

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its duly authorized officer or representative as of the day and year first above written.

BANK OF AMERICA, N.A.,
as Assignor

By: _____

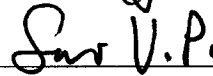
Its: _____

Exhibit A to
Notice of Assignment

TRADEMARKS AND TRADEMARK APPLICATIONS

Mark	Country	Registration / Serial No.
FRIBBLE	USA	0845093
CLAMBOAT	USA	1010077
FISHAMAJIG	USA	1015495
FRIENDLY'S BIG BEEF	USA	1030190
FRIENDLY	USA	1032588
FIRENDLY FRANK	USA	1039803
FRIENDLY	USA	1062350
FRIENDLY ICE CREAM	USA	1062851
FRIENDLY	USA	1062852
FRIENDLY ICE CREAM	USA	1062354
FISHAMAJIG	USA	1100306
CLAMBOAT	USA	1093903
FRIENDLY FAMILY RESTAURANTS	USA	1162271
FRESH'N FRIENDLY	USA	1207445
FRIENDLYVILLE	USA	1263283
(DESIGN ONLY)	USA	1286573
FRIENDLY ICE CREAM WIZARD	USA	1273960
THE FRIENDLY WIZARD	USA	1273961
GREAT AWAKENINGS	USA	1262053
WATTAMELON ROLL	USA	1313682
FRIENDLY	USA	1302932
FRIENDLY	USA	1302933
CREAMY COW	USA	1282706
DUTCH FUDGE ROLL	USA	1420679
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FORBIDDEN CHOCOLATE	USA	1645426
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CHERRY CHOCO LANDSLIDE	USA	2200397
DOUBLE DELUXE SUNDAE	USA	2202074
DOUBLE BERRY DELIGHT	USA	2200398
SUNDAE DRIVERS	USA	2234979
FRIENDLY'S BAKERY EXPRESS	USA	2231148
CARAMEL FUDGE BLAST	USA	2234412
FRIEND-Z	USA	2998509
LEAVE ROOM FOR THE ICE CREAM	USA	2406437
DESSERT CENTER	USA	2623028
ORANGE CRÈME ROLL	USA	76061761
COOL CASH	USA	76079807
FORBIDDEN CHOCOLATE EXPLOSION	USA	2475647
BIG-TWO-DO	USA	2471575
SOFTY THE TEDDY BEAR	USA	2514774
CONE HEAD SUNDAE	USA	76116950
MONSTER MASH SUNDAE	USA	2537925
GOOD 'N GOOEY SUNDAE	USA	2537926
FRIENDWICH	USA	76184855
CRUMB MADNESS	USA	2617890
ROYAL RAZZ	USA	2617891