

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Short-Form IP Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Fox Restaurants Concepts LLC		12/05/2006	LIMITED LIABILITY COMPANY: ARIZONA

**RECEIVING PARTY DATA**

Name:	General Electric Capital Corporation
Street Address:	8377 E. Hartford Drive
Internal Address:	Suite 200
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85255
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Serial Number:	77014122	OLIVE & IVY
Serial Number:	77014127	OLIVE & IVY
Serial Number:	78730155	MODERN STEAK
Registration Number:	2580015	BLOOM NEW AMERICAN CUISINE
Registration Number:	2707532	BISTRO ZIN
Registration Number:	2678700	BISTRO ZIN

**CORRESPONDENCE DATA**

Fax Number: (402)346-1148  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 402-346-6000  
 Email: pamela.flint@kutakrock.com  
 Correspondent Name: Pamela Flint, Paralegal  
 Address Line 1: 1650 Farnam Street

OP \$165.00 77014122

Address Line 2: Kutak Rock LLP  
Address Line 4: Omaha, NEBRASKA 68102

ATTORNEY DOCKET NUMBER:	GE-FOX RESTAURANT ASSIGN
NAME OF SUBMITTER:	Pamela S. Flint, Paralegal
Signature:	/Pamela S. Flint/
Date:	12/07/2006

Total Attachments: 4  
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## SHORT-FORM IP SECURITY AGREEMENT

THIS **SHORT-FORM IP SECURITY AGREEMENT** (this "Short Form Agreement") is made and entered into as of December 5, 2006 by **FOX RESTAURANTS CONCEPTS LLC**, an Arizona limited liability company ("Borrower"), and **GENERAL ELECTRIC CAPITAL CORPORATION**, a Delaware corporation ("Lender").

### PRELIMINARY STATEMENTS:

Borrower and Lender have entered into that certain Loan and Security Agreement dated as of the date of this Short Form Agreement and Borrower and Affiliates of Borrower, as applicable, and Lender have entered into three separate Development Line of Credit Loan and Security Agreements dated as of the date of this Short Form Agreement (collectively, the "Loan Agreements"). Initially capitalized terms not otherwise defined in this Short Form Agreement have the meanings set forth in the Loan Agreements.

Pursuant to the Loan Agreements, Borrower and Lender have agreed to enter into this Short Form Agreement to evidence the grant of the security interests in Borrower's Intellectual Property to Lender and certain other rights with respect to Borrower's Intellectual Property, subject to the terms, provisions and conditions of the Loan Agreements.

### AGREEMENT:

1. Security Interest. Subject to the terms and conditions of the Loan Agreements, as collateral security for the prompt and complete payment and performance of the Obligations, Borrower hereby grants to Lender, for the benefit of Lender, a security interest in and Lien upon all of Borrower's Intellectual Property, whether now owned or hereafter acquired, or in which it now has or at any time in the future may acquire any right, title, or interest, including all Intellectual Property in which it now has or at any time in the future may acquire any right, title or interest, including, without limitation, the trademarks listed on the attached Exhibit A.

2. Grant of License. Subject to the terms and conditions of the Loan Agreements, Borrower hereby grants to Lender an irrevocable, non-exclusive license (exercisable upon the occurrence and during the continuance of an Event of Default without payment of royalty or other compensation to Borrower) to use, transfer, license or sublicense any Intellectual Property now owned, licensed to, or hereafter acquired by Borrower, including, without limitation, the trademarks listed on the attached Exhibit A, and wherever the same may be located, and including in such license access to all media in which any of the licensed items may be recorded or stored and to all computer software and programs used for the compilation or printout thereof, and represents, promises and agrees that any such license or sublicense is not and will not be in conflict with the contractual or commercial rights of any third Person; provided that such license will terminate on the December 1, 2013.

3. Incorporation by Reference; Filing Purposes Only. All of the terms and provisions of the Loan Agreements are incorporated by reference into this Short Form Agreement. This Short Form Agreement is intended to be filed with the United States Patent and Trademark Office only, and does not modify, supersede, diminish, add to or change all or any of the terms of the Loan Agreements in any respect.

4. Counterparts. This Short Form Agreement may be executed in one or more counterparts, each of which shall be deemed an original.

**EXECUTED** as of the date written on the first page of this Short Form Agreement.

**FOX RESTAURANT CONCEPTS LLC**, an Arizona  
limited liability company

By FRC Management LLC, an Arizona limited liability  
company, its Manager

By \_\_\_\_\_  
Samuel W. Fox  
Manager

**GENERAL ELECTRIC CAPITAL CORPORATION**,  
a Delaware corporation

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Its Authorized Signatory

EXECUTED as of the date written on the first page of this Short Form Agreement.

**FOX RESTAURANT CONCEPTS LLC**, an Arizona  
limited liability company

By FRC Management LLC, an Arizona limited liability  
company, its Manager

By \_\_\_\_\_  
Samuel W. Fox  
Manager

**GENERAL ELECTRIC CAPITAL CORPORATION**,  
a Delaware corporation

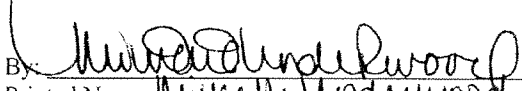
By:   
Printed Name: Michelle Underwood  
Its Authorized Signatory

EXHIBIT A

TRADEMARK APPLICATIONS

Trademark	Trademark Owner Name	Serial No.	Filing Date	Intl Class/Description
Olive & Ivy (Stylized)	Fox Restaurant Concepts LLC	77-014122	10/4/06	35
Olive & Ivy (Stylized)	Fox Restaurant Concepts LLC	77-014127	10/4/06	43
Modern Steak*	Fox Restaurant Concepts LLC	78-730155	10/10/05	43

\*NOTICE OF ALLOWANCE ISSUED

TRADEMARK REGISTRATIONS

Trademark	Trademark Owner Name	Serial No.	Filing Date	Registration Number	Registration Date	Intl Class/Description
Bloom New American Cuisine	Fox Restaurant Concepts LLC	76-098913	7/27/00	2,580,015	6/11/02	42
Bistro Zin and Design	Fox Restaurant Concepts LLC	76-077588	6/26/00	2,707,532	4/15/03	42
Bistro Zin	Fox Restaurant Concepts LLC	76-077589	6/26/00	2,678,700	1/21/03	42