TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest in United States Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sbarro, Inc.		01/31/2007	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	101 N. Tryon Street
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	1826726	CAFE SBARRO
Registration Number:	2173621	LA CUCINA DI CAPRI
Registration Number:	2622141	MAMA MAKES IT BETTER
Registration Number:	2622140	MAMA SBARRO
Registration Number:	2646881	MAMA SBARRO'S PIZZERIA
Registration Number:	2666799	MEDI
Registration Number:	0985647	SBARRO
Registration Number:	1991581	SBARRO
Registration Number:	1834998	SBARRO THE BEST ITALIAN CHOICE
Registration Number:	1161472	SBARRO THE ITALIAN EATERY
Registration Number:	3125530	THE BIG MINI...BIG ON TASTE
Registration Number:	2511105	TONY & BRUNO'S
Registration Number:	1763821	WHERE MAMA STILL RUNS THE KITCHEN
Serial Number:	76329558	AQUAVIA

CH $415.00 1826726

Serial Number:	76615738	CARMELA'S
Serial Number:	76645430	THE BIG MINI

CORRESPONDENCE DATA

Fax Number: (202)756-9299

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

Phone: 8002210770

Email: matthew.mayer@thomson.com

Correspondent Name: Corporation Service Company

Address Line 1: 1133 Avenue of the Americas

Address Line 2: Suite 3100

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	CSC # 767273-005
NAME OF SUBMITTER:	Matthew Mayer
Signature:	/Matthew Mayer/
Date:	02/20/2007

Total Attachments: 5

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Grant of Security Interest
in United States Trademarks

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SBARRO, INC., a New York corporation (the "Grantor"), having its chief executive office at 401 Broadhollow Road, Melville, NY 11747, hereby grant to BANK OF AMERICA, N.A., as Collateral Agent (the "Grantee"), with offices at Mail Code: NC1-001-15-14, 101 N. Tryon Street, Charlotte, NC 28255-0001, a security interest in all of the Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether presently existing or hereafter arising or acquired which, includes the Grantor's rights to:

(i) each United States trademark, trademark registration and trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark, trademark registration and trademark application, including each Trademark, Trademark Registration and Trademark Application referred to in Schedule A hereto; and

(ii) all products and proceeds of the foregoing, including any claim by the Grantors against third parties for past, present or future infringement or dilution of any of any Trademark or Trademark registration, including any Trademark listed on Schedule A hereto, or for injury to the goodwill associated with any Trademark or Trademark Registration.

THIS GRANT is granted in conjunction with the security interests granted to the Grantee pursuant to the Security Agreement among the Grantors, the Grantee and certain other parties dated as of January 31, 2007, as amended, modified or supplemented from time to time (the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

This Trademark Security Agreement may be authenticated by the parties hereto in any number of counterparts, each of which shall collectively and separately constitute one agreement.

THE GRANTORS authorize and request that the Commissioner of Trademarks and any other applicable government officer record this Trademark Security Agreement.

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

SBARRO, INC.

By: _____

Name: Anthony J. Puglisi
Title: Vice President and Chief Financial Officer

[Trademark Security Agreement]

Agreed and Accepted:

BANK OF AMERICA, N.A.,
as Collateral Agent,
as Grantee

By: _____
Name: Kalens Herold
Title: Assistant Vice President

Schedule A to Trademark Agreement

Trademark	Country	Status	App. No./ Reg. No.	App. Date/ Reg. Date
AQUAVIA	U.S.	Pending-ITU	76329558	10/25/01
CAFÉ SBARRO	U.S.	Registered	1826726	3/15/94
CARMELA'S PIZZERIA	U.S.	Published ITU	76/615738	10/14/04
LA CUCINA DI CAPRI	U.S.	Registered	2173621	7/14/98
MAMA MAKES IT BETTER	U.S.	Registered	2622141	9/17/02
MAMA SBARRO	U.S.	Registered	2622140	9/17/02
MAMA SBARRO'S PIZZERIA	U.S.	Registered	2646881	11/5/02
MEDI	U.S.	Registered	2666799	12/24/02
SBARRO	U.S.	Registered	985647	6/4/74
SBARRO	U.S.	Registered	1991581	8/6/96
SBARRO THE BEST ITALIAN CHOICE	U.S.	Registered	1834998	5/3/94
SBARRO THE ITALIAN EATERY	U.S.	Registered	1161472	7/14/81

Trademark	Country	Status	App. No./ Reg. No.	App. Date/ Reg. Date
THE BIG MINI	U.S.	Published ITU	76645430	8/23/05
THE BIG MINI…BIG ON TASTE	U.S.	Registered	3125530	8/8/06
TONY & BRUNO'S	U.S.	Registered	2511105	11/20/01
WHERE MAMA STILL RUNS THE KITCHEN	U.S.	Registered	1763821	4/6/93

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