

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Grant of Security Interest
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**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Sardi's Enterprises, Ltd.		05/04/2007	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	June Sardi
Street Address:	2255 West Hill Road
City:	Warren
State/Country:	VERMONT
Postal Code:	05674
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	June Sardi
Street Address:	2255 West Hill Road
City:	Warren
State/Country:	VERMONT
Postal Code:	05674
Entity Type:	Executrix of the Estate of Vincent Sardi, Jr.: UNITED STATES

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	1212788	SARDI'S
Registration Number:	1153490	

**CORRESPONDENCE DATA**

Fax Number: (212)354-8113  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212 819 8923  
 Email: trademarkdocket@whitecase.com  
 Correspondent Name: Matthew Bart  
 Address Line 1: 1155 Avenue of the Americas

CH \$65.00 1212788

Address Line 2: White & Case LLP  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1153065-0002
NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/
Date:	05/10/2007

**Total Attachments: 4**  
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GRANT OF SECURITY INTEREST  
IN CERTAIN TRADEMARKS

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FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, SARDI'S ENTERPRISES, LTD., a New York corporation (the "Grantor"), having its principal office at 234 West 44th Street, New York, NY 10036, hereby assigns and grants to JUNE SARDI, as the Executrix of the Estate of Vincent Sardi, Jr., and to JUNE SARDI, in her individual capacity (collectively, the "Grantee"), having her address at 2255 West Hill Road, Warren, VT 05674, a security interest in (i) all of the Grantor's right, title and interest in and to the trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST (this "Grant") is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement, between the Grantor and the Grantee, dated as of May 4, 2007 (as the same may be amended, restated, modified and/or supplemented from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under 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 Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

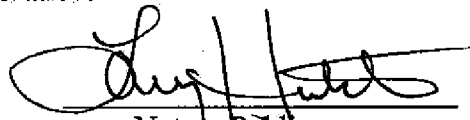
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 4th day of May, 2007.

SARDI'S ENTERPRISES, LTD., as Grantor

By:   
Name: V. Max Klimavicius  
Title: President

STATE OF NEW YORK    )  
                                  ) ss.:  
COUNTY OF NEW YORK )

On this 4th day of May, 2007, before me personally came V. Max Klimavicius who, being by me duly sworn, did state as follows: that he is President of SARDI'S ENTERPRISES, LTD., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

  
Notary Public

LARRY HUTCHER  
Notary Public, State of New York  
No. 31-4622647  
Qualified in New York County  
Commission Expires May 31, 2007

JUNE SARDI, Individually, as Grantee

By:   
Name: June Sardi

JUNE SARDI, as the Executrix of the Estate of  
Vincent Sardi, Jr., as Grantee

By:   
Name: June Sardi

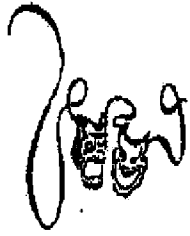
STATE OF VERMONT            )  
  ) ss.:  
COUNTY OF WASHINGTON    )

On this 4th day of May, 2007, before me personally came JUNE SARDI who, being by me duly sworn, did state as follows: that she is the Executrix of the Estate of Vincent Sardi, Jr., that she is authorized to execute the foregoing Grant on behalf of said Estate and that she did so by authority of the Estate and, further, that she also executed the foregoing Grant on her own behalf.

  
Notary Public

SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
SARDI'S	1,212,788	October 12, 1982



1,153,490	February 10, 1981
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