

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Short-Form IP Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Pheasant Mall Restaurant Group, Inc.		07/11/2006	CORPORATION: NEW HAMPSHIRE

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Serial Number:	78730846	ATLANTIC FISH
Serial Number:	78381703	RAYZ
Serial Number:	75568871	ABE'S LOUIE LOUIE
Registration Number:	2243763	ABE & LOUIE'S
Registration Number:	2920835	ABE & LOUIE'S
Registration Number:	2933368	ATLANTIC FISH CO.
Registration Number:	1403540	ATLANTIC FISH CO.
Registration Number:	2530376	BAR MAGIC
Registration Number:	1332622	CHARLEY'S EATING & DRINKING SALOON
Registration Number:	1544993	HILLARY'S
Registration Number:	1497161	J. C. HILLARY'S
Registration Number:	1361176	JOE'S AMERICAN BAR & GRILL
Registration Number:	1678007	PAPA-RAZZI

OP \$465.00 78730846

Registration Number:	2398737	THE PERFECT GUEST EXPERIENCE
Registration Number:	2660847	COACH GRILL OF WAYLAND
Registration Number:	2898003	PROUD TO BE AMERICAN
Registration Number:	2365322	OUR FUNDAMENTALS
Registration Number:	2398736	REALLY GOOD PEOPLE

**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

Address Line 2: Kutak Rock LLP

Address Line 4: Omaha, NEBRASKA 68102

ATTORNEY DOCKET NUMBER:	BACK BAY 7-11
NAME OF SUBMITTER:	Pamela S. Flint
Signature:	/Pamela S. Flint/
Date:	01/10/2008

**Total Attachments: 10**

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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 July 11, 2006 by BACK BAY RESTAURANT GROUP, INC., a Delaware corporation ("Borrower"), the other Credit Parties (as defined in the Loan Agreement described below) executing this Short Form Agreement, and GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation ("GE Capital"), as Administrative Agent on behalf of the Lenders under the Loan Agreement ("Administrative Agent").

### PRELIMINARY STATEMENTS:

Borrower, the other Credit Parties executing this Short Form Agreement, Administrative Agent, on its own behalf and as Administrative Agent, have entered into that certain Loan, Guaranty and Security Agreement dated as of the date of this Short Form Agreement (the "Loan Agreement"). Initially capitalized terms not otherwise defined in this Short Form Agreement have the meanings set forth in the Loan Agreement.

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

### AGREEMENT:

1. Security Interest. Subject to the terms and conditions of the Loan Agreement, as collateral security for the prompt and complete payment and performance of the Obligations, each of Borrower and any other Credit Party executing this Short Form Agreement hereby grants to Administrative Agent, for the benefit of the Secured Parties, a security interest in and Lien upon all of its 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 Agreement, Borrower and each other Credit Party executing this Short Form Agreement hereby grants to Administrative Agent 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 or such Credit Party) to use, transfer, license or sublicense any Intellectual Property, including, without limitation, the trademarks listed on the attached Exhibit A, now owned, licensed to, or hereafter acquired by Borrower or such Credit Party, 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 Termination Date.

3. Incorporation by Reference; Filing Purposes Only. All of the terms and provisions of the Loan Agreement 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 Agreement in any respect.

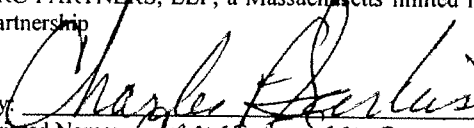
4. Counterparts. This Short Form Agreement may be executed in one or more counterparts, each of which shall be deemed an original.

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

BACK BAY RESTAURANT GROUP, INC., a Delaware corporation

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SRC PARTNERS, LLP, a Massachusetts limited liability partnership

By:   
Printed Name: CHARLES F. SARKIS  
Title: PRESIDENT

THE 199, INC., a Massachusetts corporation

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_

2200 GLADES ROAD, LLC, a Massachusetts limited liability company

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_

BBRG FRAMINGHAM RESTAURANT, INC., a Massachusetts corporation

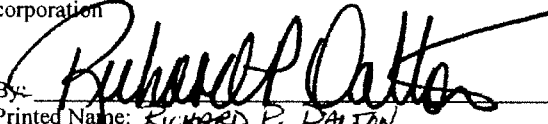
By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_

BBRG NEWBURY STREET, INC., a Massachusetts corporation

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

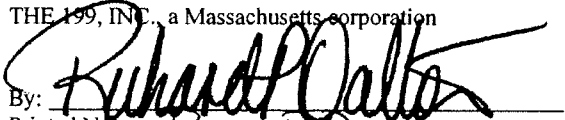
BACK BAY RESTAURANT GROUP, INC., a Delaware corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT


SRC PARTNERS, LLP, a Massachusetts limited liability partnership

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_

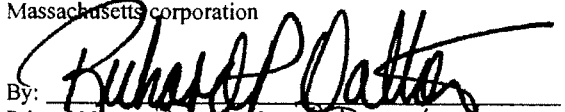
THE 199, INC., a Massachusetts corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT


2200 GLADES ROAD, LLC, a Massachusetts limited liability company

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

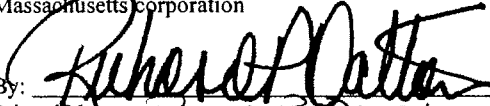
BBRG FRAMINGHAM RESTAURANT, INC., a Massachusetts corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

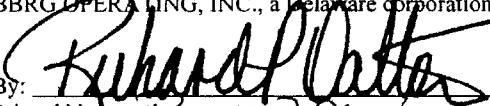
BBRG NEWBURY STREET, INC., a Massachusetts corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT


BBRG MASSACHUSETTS RESTAURANTS, INC., a  
Massachusetts corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

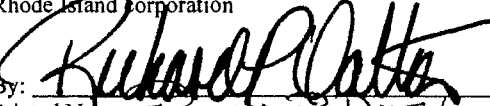
BBRG OPERATING, INC., a Delaware corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT


BBRG PARAMUS RESTAURANTS, INC., a New  
Jersey corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT


BBRG RHODE ISLAND RESTAURANTS, INC., a  
Rhode Island corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

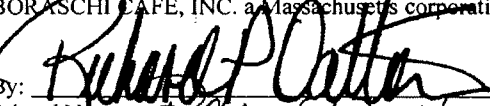
BBRG WASHINGTON RESTAURANTS, INC., a  
District of Columbia corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

BBRG WATERFRONT, INC., a Massachusetts  
corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

BORASCHI CAFÉ, INC. a Massachusetts corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

FRANKLIN RESTAURANT, INC., a Massachusetts corporation

By: Richard P. Dalton  
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

PHEASANT MALL RESTAURANT GROUP, INC., a New Hampshire corporation

By: Richard P. Dalton  
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

PRA, INC, a Massachusetts corporation

By: Richard P. Dalton  
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

THE WATERFORD RESTAURANT GROUP, INC., a Connecticut corporation

By: Richard P. Dalton  
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

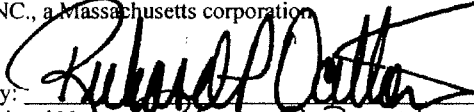
WESTFOUR, INC., a Florida corporation

By: Richard P. Dalton  
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

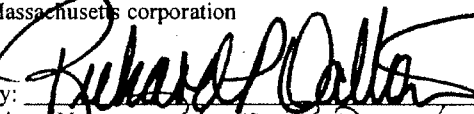
THE WESTWOOD BOYLSTON RESTAURANT, INC., a Massachusetts corporation

By: Richard P. Dalton  
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

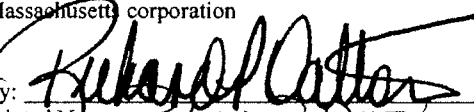
THE WESTWOOD COPLEY RESTAURANT GROUP  
INC., a Massachusetts corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

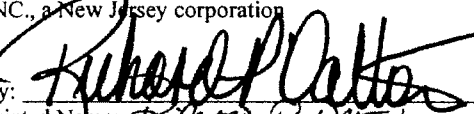
THE WESTWOOD DEDHAM RESTAURANT, INC., a  
Massachusetts corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT


THE WESTWOOD NEWTON RESTAURANT, INC., a  
Massachusetts corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

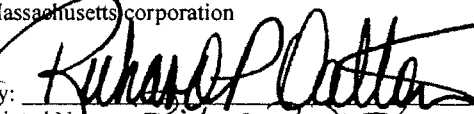
THE WESTWOOD SHORT HILLS RESTAURANT,  
INC., a New Jersey corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

THE WESTWOOD WHITE PLAINS RESTAURANT,  
INC., a New York corporation

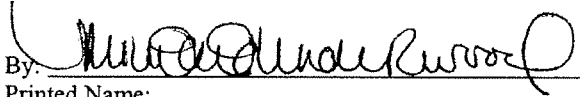
By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT

THE WESTWOOD WOBURN RESTAURANT, INC., a  
Massachusetts corporation

By:   
Printed Name: RICHARD P. DALTON  
Title: EXECUTIVE VICE PRESIDENT



GENERAL ELECTRIC CAPITAL CORPORATION, a  
Delaware corporation, on its own behalf and as  
Administrative Agent

By: 

Printed Name: \_\_\_\_\_

Title: **Michelle Underwood**  
**Closing Manager**

**EXHIBIT A**

**TRADEMARK APPLICATIONS**

<u>Trademark Owner Name</u>	<u>Trademark</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Intl Class/ Description</u>
Pheasant Mall Restaurant Group, Inc. NH Corp.	ATLANTIC FISH (& Fish Design)	78-730846	10/11/05	43 - Misc. Services RESTAURANT AND BAR SERVICES
Pheasant Mall Restaurant Group, Inc. NH Corp.	RAYZ (stylized)	78-381703	3/10/04	43 - Misc. Services RESTAURANT AND BAR SERVICES
Pheasant Mall Restaurant Group, Inc. NH Corp.	ABE'S LOUIE LOUIE	75-568871	10/13/98	42 - Misc. Services PROVIDING BANQUET AND SOCIAL FUNCTION FACILITIES FOR SPECIAL OCCASIONS; RESTAURANT SERVICES

**TRADEMARK REGISTRATIONS**

<u>Trademark Owner Name</u>	<u>Trademark</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Intl Class/ Description</u>
Pheasant Mall Restaurant Group, Inc. NH Corp.	ABE & LOUIE'S	75-356267	09/12/97	2243763	05/04/99	42 - Misc. Services RESTAURANT SERVICES
Pheasant Mall Restaurant Group, Inc. NH Corp.	ABE & LOUIE'S LOGO	78-353661	1/19/04	2920835	1/25/05	43 - Misc. Services RESTAURANT AND BAR SERVICES
Pheasant Mall Restaurant Group, Inc. NH Corp.	ATLANTIC FISH CO.	78-388834	3/23/04	2933368	3/15/05	43 - Misc. Services RESTAURANT AND BAR SERVICES
Pheasant Mall Restaurant Group, Inc. NH Corp.	ATLANTIC FISH COMPANY (DES)	73-570799	11/29/85	1403540	7/29/86	42 - Misc. Services RESTAURANT SERVICES
Back Bay Restaurant Group, Inc. DE Corp.	BAR MAGIC	75-740163	7/23/99	2530376	1/15/02	42 - Misc. Services RESTAURANT SERVICES

<u>Trademark Owner Name</u>	<u>Trademark</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Intl Class/Description</u>
Pheasant Mall Restaurant Group, Inc. NH Corp.	CHARLEY'S EATING & DRINKING SALOON (stylized)	73-490163	7/16/84	1332622	4/23/85	42 - Misc. Services RESTAURANT AND BAR SERVICES, EXCLUDING ICE CREAM PARLOR SERVICES
Pheasant Mall Restaurant Group, Inc. NH Corp.	HILLARY'S	73-760818	10/31/88	1544993	06/20/89	42 - Misc. Services RESTAURANT AND BAR SERVICES, EXCLUDING ICE CREAM PARLOR SERVICES
Pheasant Mall Restaurant Group, Inc. NH Corp.	J.C. HILLARY'S	73-408433	01/06/83	1497161	07/19/88	42 - Misc. Services RESTAURANT AND BAR SERVICES
Pheasant Mall Restaurant Group, Inc. NH Corp.	JOE'S AMERICAN BAR & GRILL (DES)	73-524706	03/01/85	1361176	09/17/85	42 - Misc. Services RESTAURANT AND BAR SERVICES
Pheasant Mall Restaurant Group, Inc. NH Corp.	PAPA-RAZZI	74-133770	01/28/91	1678007	03/03/92	42 - Misc. Services RESTAURANT AND BAR SERVICES
Back Bay Restaurant Group, Inc. DE Corp.	THE PERFECT GUEST EXPERIENCE	75-740161	7/23/99	2398737	10/24/00	42 - Misc. Services RESTAURANT SERVICES
Pheasant Mall Restaurant Group, Inc. NH Corp.	COACH GRILL OF WAYLAND	78-049771	02/22/01	2660847	12/10/02	42 - Misc. Services RESTAURANT AND BAR SERVICES
Pheasant Mall Restaurant Group, Inc. NH Corp.	PROUD TO BE AMERICAN	78-094286	11/20/01	2898003	10/26/04	42 - Misc. Services RESTAURANT AND BAR SERVICES
Back Bay Restaurant Group, Inc. DE Corp.	OUR FUNDAMENTALS	75-740160	7/23/99	2365322	7/4/00	42 - Misc. Services RESTAURANT SERVICES

<u>Trademark Owner Name</u>	<u>Trademark</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Intl Class/ Description</u>
Back Bay Restaurant Group, Inc. DE Corp.	REALLY GOOD PEOPLE	75-740154	7/23/99	2398736	10/24/00	42 - Misc. Services RESTAURANT SERVICES
Pheasant Mall Restaurant Group, Inc. NH Corp.	JOE'S AMERICAN			134318 GREECE		

4817-9472-3329.3

GEFF Contract Nos. 31269, 31270 and 31417  
GEFF Property Nos. 8004-5661 *et al.*

RECORDED: 01/10/2008

TRADEMARK  
REEL: 003693 FRAME: 0681