

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Amendment and Confirmation of Short-Form IP Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Back Bay Restaurant Group, Inc.		12/28/2007	CORPORATION: DELAWARE
Pheasant Mall Restaurant Group, Inc.		12/28/2007	CORPORATION: NEW HAMPSHIRE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Serial Number:	75740154	REALLY GOOD PEOPLE
Serial Number:	75740160	OUR FUNDAMENTALS
Serial Number:	75740161	THE PERFECT GUEST EXPERIENCE
Serial Number:	75740163	BAR MAGIC
Serial Number:	78730846	ATLANTIC FISH
Serial Number:	78381703	RAYZ
Serial Number:	78388834	ATLANTIC FISH CO.
Serial Number:	78353661	ABE & LOUIE'S
Serial Number:	78094286	PROUD TO BE AMERICAN
Serial Number:	78049771	COACH GRILL OF WAYLAND
Serial Number:	75356267	ABE & LOUIE'S
Serial Number:	73760818	HILLARY'S

OP \$465.00 75740154

Serial Number:	73408433	J. C. HILLARY'S
Serial Number:	74133770	PAPA-RAZZI
Serial Number:	73570799	ATLANTIC FISH CO.
Serial Number:	73524706	JOE'S AMERICAN BAR & GRILL
Serial Number:	73490163	CHARLEY'S EATING & DRINKING SALOON
Serial Number:	77319950	RAYZ

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 AND PHEASANT
NAME OF SUBMITTER:	Pamela S. Flint, Paralegal
Signature:	/Pamela S. Flint/
Date:	01/10/2008

Total Attachments: 9
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AMENDMENT AND CONFIRMATION OF SHORT-FORM IP SECURITY AGREEMENT

THIS AMENDMENT AND CONFIRMATION OF SHORT-FORM IP SECURITY AGREEMENT (this "*Confirmation*") is made as of December 28, 2007 by BACK BAY RESTAURANT GROUP, INC., a Delaware corporation ("*Borrower*"), PHEASANT MALL RESTAURANT GROUP, INC., a New Hampshire corporation ("*Pheasant Mall*"), and the other Credit Parties (as defined in the Loan Agreement described below), and GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation ("*GE Capital*"), as Administrative Agent on behalf of the Secured Parties as defined in the Loan Agreement (as defined in Section 1(a) below) ("*Lender*").

RECITALS:

Borrower, Pheasant Mall and certain of the other Credit Parties executed that certain Short-Form IP Security Agreement dated as of July 11, 2006, in favor of Administrative Agent (the "*Short Form Agreement*"), which Short Form Agreement secures certain obligations of Borrower and the other Credit Parties executing the Short Form Agreement to Secured Parties, encumbers the "Intellectual Property" of Borrower, Pheasant and the other Credit Parties executing the Short Form Agreement, including the trademarks listed on the attached Exhibit A (the "*Property*"), and was recorded on July 21, 2006 in the United States Patent and Trademark Office at Reel/Frame 3353/0016.

GE Capital, as a Lender, has agreed to increase the original principal amount of the credit facilities secured by the Short Form Agreement and to certain other amendments to the documents evidencing such credit facilities and Borrower, Pheasant and the other Credit Parties and Administrative Agent, on behalf of the Secured Parties, wish to confirm and ratify the Short Form Agreement notwithstanding such amendments.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, Administrative Agent and Borrower, Pheasant and the other Credit Parties acknowledge and agree as follows:

1. ***Amendments to Short Form Agreement.*** The Short Form Agreement is amended as follows: the first Preliminary Statement is deleted in its entirety and replaced with the following:

Borrower, the other Credit Parties executing this Short Form Agreement, and Administrative Agent, on behalf of the Secured Parties, have entered into that certain Amended and Restated Loan, Guaranty and Security Agreement dated on or about December _____, 2007 (the "Loan Agreement").

2. ***Reaffirmation of Short Form Agreement.*** The Short Form Agreement, and all rights, title, interests, liens, powers and privileges by virtue of the Short Form Agreement, are reaffirmed, ratified, renewed and extended and shall be and continue to be in full force and effect and the Short Form Agreement shall continue to secure the payment of the indebtedness evidenced by the Notes and the other Obligations and any and all restatements, renewals, modifications, amendments, increases and/or extensions of the Notes and the Loan Documents evidencing the other Obligations.

3. ***No Discharge or Release of Liens and Security Interests.*** No payment, discharge or release of any liens or security interests in the collateral granted pursuant to this Short Form Agreement or any other collateral securing the Notes and the other Obligations is intended by this Confirmation and all liens on all such collateral shall continue in full force and effect, unimpaired from the date of their execution and perfection.

4. ***Reaffirmation of Representations and Warranties.*** Borrower, Pheasant and the other Credit Parties affirm to Administrative Agent and each Secured Party the accuracy, as of the date hereof, of all of the representations and warranties made by Borrower, Pheasant and each other Credit Party in all of the documents evidencing, securing or relating to the Term Loan and the Revolving Loans.

5. **Acknowledgement of Borrower.** Borrower, Pheasant and the other Credit Parties acknowledge they have no claims, counterclaims, offsets or defenses with respect to its obligations to any Lender under the Notes, the Short Form Agreement or the other Loan Documents or the performance of the Notes, the Short Form Agreement or the other Loan Documents, or in any other documents delivered to Administrative Agent or any Lender in connection with any of the foregoing.

6. **Further Documents.** Borrower, Pheasant and the other Credit Parties agree to provide Administrative Agent and any Secured Party with all other documents reasonably required by Administrative Agent or any Secured Party to effectuate the intent of this Confirmation.

7. **Binding Effects.** This Confirmation shall be binding upon Borrower, Pheasant and the other Credit Parties and inures to the benefit of Borrower, Pheasant, each of the other Credit Parties, Administrative Agent and each Lender and their successors and permitted assigns.

8. **No Other Changes.** All of the remaining terms and provisions of the Short Form Agreement shall remain unchanged by this Confirmation.

IN WITNESS WHEREOF, this Confirmation is executed as of the date first above written.

BACK BAY RESTAURANT GROUP, INC., a Delaware corporation

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

SRC PARTNERS, LLP, a Massachusetts limited liability partnership

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

THE 199, INC., a Massachusetts corporation

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

2200 GLADES ROAD FLORIDA, LLC, a Florida limited liability company

By: Richard P. Dalton
Printed Name: RICHARD P. DALTON
Title: MANAGER

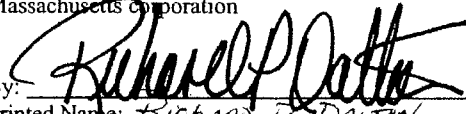
BBRG FRAMINGHAM RESTAURANT, INC., a Massachusetts corporation

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


BBRG NEWBURY STREET, INC., a Massachusetts corporation

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

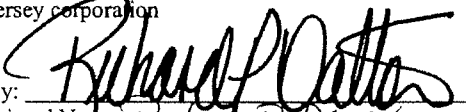
BBRG MASSACHUSETTS RESTAURANTS, INC., a
Massachusetts corporation

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


BBRG OPERATING, INC., a Delaware corporation

By: 
Printed Name: RICHARD P. DALTON
Title: VICE PRESIDENT, TREASURER and SECRETARY

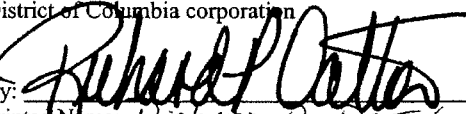
BBRG PARAMUS RESTAURANTS, INC., a New
Jersey corporation

By: 
Printed Name: RICHARD P. DALTON
Title: VICE PRESIDENT, TREASURER and SECRETARY


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

By: 
Printed Name: RICHARD P. DALTON
Title: VICE PRESIDENT, TREASURER and SECRETARY

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

By: 
Printed Name: RICHARD P. DALTON
Title: VICE PRESIDENT, TREASURER and SECRETARY

BBRG WATERFRONT, INC., a Massachusetts
corporation

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

BORASCHI CAFÉ, INC. a Massachusetts corporation

By: Richard P. Dalton
Printed Name: RICHARD P. DALTON
Title: Executive Vice President, Secretary

FRANKLIN RESTAURANT, INC., a Massachusetts corporation

By: Richard P. Dalton
Printed Name: RICHARD P. DALTON
Title: Executive Vice President, Secretary

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

By: Richard P. Dalton
Printed Name: RICHARD P. DALTON
Title: Executive Vice President, Secretary

PRA, INC, a Massachusetts corporation

By: Richard P. Dalton
Printed Name: RICHARD P. DALTON
Title: Executive Vice President, Secretary

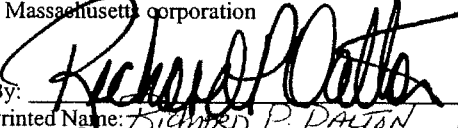
THE WATERFORD RESTAURANT GROUP, INC., a Connecticut corporation

By: Richard P. Dalton
Printed Name: RICHARD P. DALTON
Title: Vice President, Treasurer & Secretary

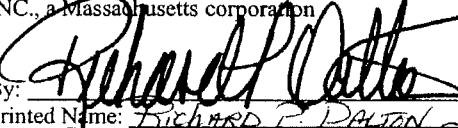
WESTFOUR, INC, a Florida corporation

By: Richard P. Dalton
Printed Name: RICHARD P. DALTON
Title: Vice President, Treasurer and Secretary

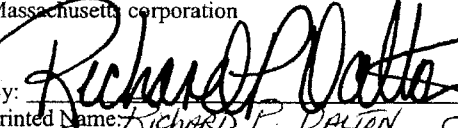
THE WESTWOOD BOYLSTON RESTAURANT, INC.,
a Massachusetts corporation

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

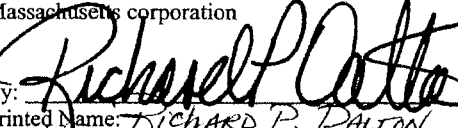
THE WESTWOOD COPLEY RESTAURANT GROUP,
INC., a Massachusetts corporation

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

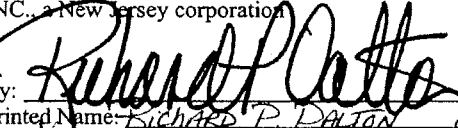
THE WESTWOOD DEDHAM RESTAURANT, INC., a
Massachusetts corporation

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

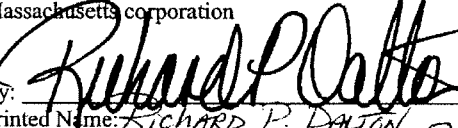
THE WESTWOOD NEWTON RESTAURANT, INC., a
Massachusetts corporation

By: 
Printed Name: RICHARD P. DALTON
Title: VICE PRESIDENT, TREASURER and SECRETARY

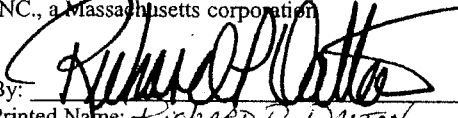
THE WESTWOOD SHORT HILLS RESTAURANT,
INC., a New Jersey corporation

By: 
Printed Name: RICHARD P. DALTON
Title: VICE PRESIDENT, TREASURER and SECRETARY

THE WESTWOOD WOBURN RESTAURANT, INC., a
Massachusetts corporation

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

BBRG FRAMINGHAM PAPA RAZZI RESTAURANT,
INC., a Massachusetts corporation

By: 
Printed Name: RICHARD P. DALTON
Title: Vice President, Treasurer & Secretary

GENERAL ELECTRIC CAPITAL CORPORATION, a
Delaware corporation

By: _____
Printed Name: _____
Title: _____

BBRG FRAMINGHAM PAPA RAZZI RESTAURANT,
INC., a Massachusetts corporation

By: _____
Printed Name: _____
Title: _____

GENERAL ELECTRIC CAPITAL CORPORATION, a
Delaware corporation

By:  _____
Printed Name: **Kelly A. Halford**
Title: **Authorized Signatory**

EXHIBIT A
LIST OF TRADEMARKS

Really Good People (Int'l. Class: 42) SN 75-740154
Our Fundamentals (Int'l. Class: 42) SN 75-740160
The Perfect Guest Experience (Int'l. Class: 42) SN 75-740161
Bar Magic (Int'l. Class: 42) SN 75-740163
Atlantic Fish and Design (Int'l. Class: 43) SN 78-730846
Rayz (Stylized) (Int'l. Class: 43) SN 78-381703
Atlantic Fish Co. (Int'l. Class: 43) SN 78-388834
Abe & Louie's and Design (Int'l. Class: 43) SN 78-353661
Proud To Be American (Int'l. Class: 42) SN 78-094286
Coach Grill of Wayland (Int'l. Class: 42) SN 78-049771
Abe & Louie's (Int'l. Class: 42) SN 75-356267
Hillary's (Int'l. Class: 42) SN 73-760818
J.C. Hillary's (Int'l. Class: 42) SN 73-408433
Papa-Razzi (Int'l. Class: 42) SN 74-133770
Atlantic Fish Co. and Design (Int'l. Class: 42) SN 73-570799
Joe's American Bar & Grill and Design (Int'l. Class: 42) SN 73-524706
Charley's Eating & Drinking Saloon (Stylized) (Int'l. Class: 42) SN 73-490163
Rayz (Stylized) (Int'l. Class: 43) SN 77-319950