

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
B(R)and Matter, LLC		04/09/2008	LIMITED LIABILITY COMPANY:

**RECEIVING PARTY DATA**

Name:	Israel Discount Bank of New York, as collateral agent
Street Address:	511 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	Bank:

**PROPERTY NUMBERS Total: 50**

Property Type	Number	Word Mark
Registration Number:	3032684	
Registration Number:	3032685	
Registration Number:	3083238	
Registration Number:	3096057	
Registration Number:	3199184	
Registration Number:	3058062	
Registration Number:	3096056	
Registration Number:	2845458	CARIBBEAN JOE
Registration Number:	3112291	CJ BLUE
Registration Number:	3009211	DISCOVER PARADISE
Registration Number:	3009212	DISCOVER PARADISE
Registration Number:	3083232	DISCOVER PARADISE
Registration Number:	3118576	DNA IT'S IN YOUR GENES
Registration Number:	2845660	HAVANA JACK'S CAFE

CH \$1265.00 3032684

Registration Number:	3143638	HAVANA JACK'S CAFE
Registration Number:	3173187	IN FOCUS
Registration Number:	3088001	JAMAICA BAY
Registration Number:	3101187	JAMAICA BAY
Registration Number:	3154498	JAMAICA BAY
Registration Number:	2860812	LA CABANA
Registration Number:	2936196	PERISCOPE
Registration Number:	3232933	TRACY ELLEN TRACY
Registration Number:	2863810	ELLEN TRACY
Registration Number:	3112534	ELLEN TRACY
Registration Number:	2688367	COMPANY ELLEN TRACY
Registration Number:	2699958	LINDA ALLARD ELLEN TRACY
Registration Number:	1780391	ELLEN TRACY
Serial Number:	76569131	
Serial Number:	77246970	BORN BAREFOOT
Serial Number:	77325599	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77325613	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77325625	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77325639	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77325799	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77325918	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77325937	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77325978	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77326040	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77326051	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77326090	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77326116	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77330194	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77330907	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	77331268	CARIBBEAN JOE ISLAND SUPPLY CO.
Serial Number:	78336621	CARIBBEAN JOE
Serial Number:	78336590	HAVANA JACK'S CAFE
Serial Number:	77222376	ISLAND WINDS
Serial Number:	78336779	LA CABANA
Serial Number:	77330177	SUGAR REEF

Serial Number:

77432050

**CORRESPONDENCE DATA**

Fax Number: (212)593-5955

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

Phone: 212-756-2198

Email: jason.marin@srz.com

Correspondent Name: Jason Marin, Esq.

Address Line 1: 919 Third Avenue

Address Line 2: 22nd Floor

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:

042361.0004

NAME OF SUBMITTER:

Jason Marin, Esq. (042361.0004)

Signature:

/kc for jm/

Date:

04/15/2008

**Total Attachments: 9**

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## GRANT OF A SECURITY INTEREST IN TRADEMARKS

WHEREAS, B&M Matter, LLC (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated April 9, 2008 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Israel Discount Bank of New York, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (each such term as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of April 9, 2008.

**BAND MATTER, LLC**

By: 

Name: William Sweedler

Title:

Grant of Security Interest  
Trademarks


**TRADEMARK**  
**REEL: 003759 FRAME: 0841**

STATE OF NY

COUNTY OF NY

ss.:

On this 7<sup>th</sup> day of April, 2010, before me personally came William Swedle, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the CEO of Bone Matter, LLC, a Delaware LLC, and that s/he executed the foregoing instrument in the firm name of Bone Matter, LLC, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



ALEXANDER M. WINSOR  
Notary Public, State of New York  
No. 01W6151780  
Qualified in New York County  
Commission Expires August 26, 2010

Grant of Security Interest  
Trademarks

TRADEMARK  
REEL: 003759 FRAME: 0842

SCHEDULE A TO GRANT OF A SECURITY INTEREST IN TRADEMARKS

MARK	REGISTRATION NUMBER	REGISTRATION DATE
(DESIGN ONLY – Caribbean Joe)	3032684	12/20/2005
(DESIGN ONLY – Caribbean Joe)	3032685	12/20/2005
(DESIGN ONLY – Caribbean Joe)	3083238	04/18/2005
(DESIGN ONLY – Caribbean Joe)	3096057	05/23/2006
(DESIGN ONLY – Caribbean Joe)	3199184	01/16/2007
(DESIGN ONLY – La Cabana)	3058062	02/07/2006
(DESIGN ONLY – La Cabana)	3096056	05/23/2006
CARIBBEAN JOE	2845458	05/25/2004
CJ BLUE	3112291	07/04/2006
DISCOVER PARADISE	3009211	10/25/2005

MARK	REGISTRATION NUMBER	REGISTRATION DATE
DISCOVER PARADISE	3009212	10/25/2005
DISCOVER PARADISE	3083232	04/18/2006
DNA IT'S IN YOUR GENES	3118576	07/25/2006
HAVANA JACK'S CAFE	2845660	05/25/2004
HAVANA JACK'S CAFE	3143638	09/12/2006
IN FOCUS	3173187	11/21/2006
JAMAICA BAY	3088001	05/02/2006
JAMAICA BAY	3101187	06/06/2006
JAMAICA BAY	3154498	10/10/2006
LA CABAÑA	2860812	07/06/2004
PERISCOPE	2936196	02/29/2005
TRACY ELLEN TRACY	3232933	04/24/2007
ELLEN TRACY	2863810	07/13/2004

NEW YORK 6575991 (2X)



MARK	REGISTRATION NUMBER	REGISTRATION DATE
ELLEN TRACY	3112534	07/04/2006
COMPANY ELLEN TRACY	2688367	02/18/2003
LINDA ALLARD ELLEN TRACY	2699958	03/25/2003
ELLEN TRACY	1780391	07/06/1993

NEWYORK 673991 (2X)

**Trademark Applications**

<b>MARK</b>	<b>APPLICATION NUMBER</b>	<b>APPLICATION DATE</b>
(DESIGN ONLY – Sunset Cove) (Pending)	76-569,131	12/03/2003
BORN BAREFOOT (Pending)	77-246,970	08/03/2007
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-325,599	02/24/2008
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-325,613	11/09/2007
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-325,625	11/09/2007
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-325,639	11/09/2007
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-325,799	11/09/2007
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-325,918	11/09/2007

MARK	APPLICATION NUMBER	APPLICATION DATE
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-325,937	11/09/2007
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-325,978	11/09/2007
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-326,040	11/09/2007
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-326,051	11/09/2007
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-326,090	11/09/2007
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-326,116	11/09/2007
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-330,194	11/15/2007
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-330,907	11/15/2007

NEWYORK 6573991 (EX)

MARK	APPLICATION NUMBER	APPLICATION DATE
CARIBBEAN JOE ISLAND SUPPLY CO. (Pending)	77-331,268	11/16/2007
CARIBBEAN JOE (Pending)	78-336,621	12/04/2003
HAVANA JACK'S CAFÉ (Pending)	78-336,590	12/04/2003
ISLAND WINDS (Pending)	77-222,376	07/05/2007
L.A. CABAÑA (Pending)	78-336,779	12/05/2003
SUGAR REEF (Pending)	77-330,177	11/15/2007
(Design only - Palm Trees)	77-432,050	03/26/2008