

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	GRANT OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
OTG Management, Inc.		06/19/2008	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Octavian Advisors, LP, as collateral agent		
<b>Street Address:</b>	650 Madison Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10022		
<b>Entity Type:</b>	LIMITED PARTNERSHIP:		
<b>PROPERTY NUMBERS Total: 58</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2780488	AKOYA	
Registration Number:	2936668	AWAY CAFE	
Registration Number:	2593285	CIBO EXPRESS	
Registration Number:	2772732	CIBO BISTRO & WINE BAR	
Registration Number:	2790801	CIBO BISTRO & WINE BAR	
Registration Number:	2873836	DEEP BLUE SUSHI	
Registration Number:	3250507	JOEY'S NEW YORK PIZZA	
Registration Number:	3069045	MEX AND THE CITY	
Registration Number:	2956056	NEW YORK SPORTS GRILL	
Registration Number:	2835145	NEWS BREAK	
Registration Number:	3195101	NYSB NEW YORK SPORTS BAR	
Registration Number:	3027350	NYSG NEW YORK SPORTS GRILL	
Registration Number:	2908809	OTG MANAGEMENT	
Registration Number:	3140373	SANDWICH DIPPERS	

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**TRADEMARK**  
**REEL: 003799 FRAME: 0717**

Registration Number:	2837044	SHADES OF BLUE LOUNGE
Registration Number:	2696522	SKY ASIAN BISTRO
Registration Number:	3402563	SLIP MAHONEY'S BAR & GRILL
Registration Number:	2317271	JET ROCK BAR & GRILL
Serial Number:	77426228	5IVESTEAK
Serial Number:	78485303	AERONUOVA
Serial Number:	77131969	CANDYBAR
Serial Number:	77265164	CIBO EXPRESS
Serial Number:	77458240	CIBOSOUNDS
Serial Number:	77132950	COCOBAR
Serial Number:	77200066	DEEP BLUE ON THE FLY
Serial Number:	78899372	FLUID
Serial Number:	77094271	HORIZON BAKERY CAFÉ
Serial Number:	77237260	ILOUNGE
Serial Number:	77161389	IMBIBE
Serial Number:	78723884	JETWOK
Serial Number:	77184409	JFK STEAK
Serial Number:	77179936	JSG JERSEY SPORTS GRILL
Serial Number:	77182295	LA VIE
Serial Number:	77085849	LOFT KITCHEN AND BAR
Serial Number:	77312288	LOCAL BAR & GRILL
Serial Number:	77171651	LUCY'S ASIAN KITCHEN
Serial Number:	77389716	OTG
Serial Number:	77172762	OTGI
Serial Number:	77172765	OTGINTERACTIVE
Serial Number:	77457090	OTG INTERACTIVE
Serial Number:	77474328	AN OTG EXPERIENCE
Serial Number:	77197880	PIQUILLO
Serial Number:	77470359	REVIVE
Serial Number:	77176141	REVOLUCIÓN
Serial Number:	77421347	SOCIAL STEAK
Serial Number:	77279573	THE T5 EXPERIENCE
Serial Number:	77176146	AN OTG EXPERIENCE
Serial Number:	77395508	OTG MANAGEMENT
Serial Number:	78894100	BENZINA

Serial Number:	78614441	BSG BOSTON SPORTS GRILL
Serial Number:	77145919	DINEUR
Serial Number:	78881502	DSG DETRIOT SPORTS GRILL
Serial Number:	77196488	EERO BAR
Serial Number:	78877735	JFK PRIME
Serial Number:	78864387	OSG OAKLAND SPORTS GRILL
Serial Number:	78881497	SASG SAN ANTOINIO SPORTS GRILL
Serial Number:	78307016	WASABI JONES KITCHEN AND BAR
Serial Number:	78841246	WSG WASHINGTON SPORTS GRILL

#### CORRESPONDENCE DATA

Fax Number: (212)593-5955

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

Phone: 212-756-2132

Email: scott.kareff@srz.com

Correspondent Name: Scott Kareff, Esq.

Address Line 1: 919 Third Avenue

Address Line 2: 22nd Floor

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	053881.0002
NAME OF SUBMITTER:	Scott Kareff, Esq. (053881.0002)
Signature:	/kc for sk/
Date:	06/19/2008

#### Total Attachments: 7

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## GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, OTG Management, Inc. (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 June 19, 2008 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Octavian Advisors, LP, 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 June 19, 2008.

OTG MANAGEMENT, INC.

By: 

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

Title: \_\_\_\_\_

Grant of Security Interests - Trademarks

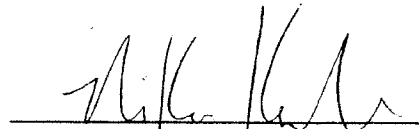
**TRADEMARK**  
**REEL: 003799 FRAME: 0721**

STATE OF New York

ss.:

COUNTY OF New York

On this 3<sup>rd</sup> day of June, 2008, before me personally came Eric J. Blatstein, 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 President of OTG MANAGEMENT, INC., a Pennsylvania Corporation, and that s/he executed the foregoing instrument in the firm name of OTG MANAGEMENT, INC., 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.



[NOTARY SEAL]

NIKOLAS P. KARLOUTSOS  
Notary Public, State of New York  
No. 01KA6154675  
Qualified in New York County  
Commission Expires 10/23/2010

Grant of Security Interests – Trademarks (notary)

TRADEMARK  
REEL: 003799 FRAME: 0722

SCHEDULE A TO GRANT OF A SECURITY INTEREST

**TRADEMARK REGISTRATIONS**

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>TRADEMARK</u>
OTG Management, Inc.	2,780,488	AKOYA
OTG Management, Inc.	2,936,668	AWAY CAFÉ
OTG Management, Inc.	2,593,285	CIBO EXPRESS
OTG Management, Inc.	2,772,732	CIBO BISTRO & WINE BAR
OTG Management, Inc.	2,790,801	CIBO BISTRO & WINE BAR (and Design)
OTG Management, Inc.	2,873,836	DEEP BLUE SUSHI
OTG Management, Inc.	3,250,507	JOEY'S NEW YORK PIZZA (and Design)
OTG Management, Inc.	3,069,045	MEX AND THE CITY
OTG Management, Inc.	2,956,056	NEW YORK SPORTS GRILL
OTG Management, Inc.	2,835,145	NEWS BREAK
OTG Management, Inc.	3,195,101	NYSB NEW YORK SPORTS BAR (and Design)
OTG Management, Inc.	3,027,350	NYSG NEW YORK SPORTS GRILL (and Design)
OTG Management, Inc.	2,908,809	OTG MANAGEMENT
OTG Management, Inc.	3,140,373	SANDWICH DIPPERS
OTG Management, Inc.	2,837,044	SHADES OF BLUE LOUNGE
OTG Management, Inc.	2,696,522	SKY ASIAN BISTRO
OTG Management, Inc.	3,402,563	SLIP MAHONEY'S BAR & GRILL
OTG Management, Inc.	2,317,271	JET ROCK BAR AND GRILL

**TRADEMARK APPLICATIONS**

<u>Owner</u>	<u>Application/Serial No.</u>	<u>Trademark</u>
OTG Management, Inc.	77/426,228	Five Steak
OTG Management, Inc.	78/485,303	Aeronuova
OTG Management, Inc.	n/a	BAO Bar
OTG Management, Inc.	77/131,969	Candybar
OTG Management, Inc.	n/a	Carmella's Kitchen

OTG Management, Inc.	77/265,164	Cibo Express
OTG Management, Inc.	77/458,240	CiboSounds
OTG Management, Inc.	77/132,950	Cocobar
OTG Management, Inc.	77/200,066	Deep Blue On The Fly
OTG Management, Inc.	n/a	Five Steak
OTG Management, Inc.	78/899,372	Fluid
OTG Management, Inc.	77/094,271	Horizon Bakery Café
OTG Management, Inc.	77/237,260	iLounge
OTG Management, Inc.	77/161,389	Imbibe
OTG Management, Inc.	78/723,884	JetWok
OTG Management, Inc.	77/184,409	JFK Steak
OTG Management, Inc.	77/179,936	JSG Jersey Sports Grill
OTG Management, Inc.	77/182,295	LA VIE
OTG Management, Inc.	77/085,849	Loft Kitchen and Bar
OTG Management, Inc.	77/312,288	Local Bar & Grill
OTG Management, Inc.	77/171,651	Lucy's Asian Kitchen
OTG Management, Inc.	77/389,716	OTG (and Design)
OTG Management, Inc.	77/172,762	OTGI



OTG Management, Inc.	77/172,765	OTGInteractive
OTG Management, Inc.	77/457,090	OTG interactive (and Design)
OTG Management, Inc.	77/474,328	An OTG Experience
OTG Management, Inc.	n/a	Philadelphia/Philly Sports Grill
OTG Management, Inc.	77/197,880	Piquillo
OTG Management, Inc.	77/470,359	Revive
OTG Management, Inc.	77/176,141	Revolucion
OTG Management, Inc.	77/421,347	Social Steak
OTG Management, Inc.	77/279,573	The T5 Experience
OTG Management, Inc.	77/176,146	An OTG Experience
OTG Management, Inc.	77/395,508	OTG Management
OTG Management, Inc.	78/894,100	Benzina*
OTG Management, Inc.	78/614,441	BSG Boston Sports Grill*
OTG Management, Inc.	77/145,919	Dineur*
OTG Management, Inc.	78/881,502	DSG Detroit Sports Grill*
OTG Management, Inc.	77/196,488	Eero Bar*
OTG Management, Inc.	78/877,735	JFK Prime*
OTG Management, Inc.	78/864,387	OSG Oakland Sports Grill*

OTG Management, Inc.	78881497	SASG San Antonio Sports Grill*
OTG Management, Inc.	78307016	Wasabi Jones Kitchen and Bar*
OTG Management, Inc.	78841246	WSG Washington Sports Grill*

\* Indicates Trademark application has been abandoned