

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VICORP Restaurants, Inc.		03/27/2009	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	American Blue Ribbon Holdings, LLC
Street Address:	400 West 48th Avenue
City:	Denver
State/Country:	COLORADO
Postal Code:	80216
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Registration Number:	1883771	ALL-WORLD DOUBLE CHEESEBURGER
Registration Number:	1930867	ANGEL'S
Registration Number:	1783034	ANGEL'S
Registration Number:	1899370	ANGEL'S DINER
Registration Number:	1394236	BAKERS SQUARE
Registration Number:	1394423	BAKERS SQUARE
Registration Number:	1394428	BAKERS SQUARE
Registration Number:	2002503	BAKERS SQUARE RESTAURANT & PIES
Registration Number:	2717922	BAKERS SQUARE YUKON MOUNTAIN ICE CREAM PIE
Registration Number:	2239993	BEST PIE IN AMERICA
Registration Number:	1682297	THE BREAKFAST EXPERTS
Registration Number:	1517633	BREAKFAST LIKE YOU LIKE IT. ANY TIME YOU WANT.
Serial Number:	77641688	BREAKFAST LIKE YOU LIKE IT. ANY TIME YOU WANT.
Registration Number:	1307977	BUCKY

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Registration Number:	1942036	CANDY CANE PIE
Registration Number:	2884288	EARLY DINNER DEALS ON SQUARE MEALS
Registration Number:	3270225	FRUITABULOUS PIES
Registration Number:	1979914	GOOD FOOD...GOOD FEELINGS
Registration Number:	2237698	GREAT FOOD. UNBELIEVABLE PIE.
Registration Number:	3166410	IT'S ALL GOOD INSIDE!
Registration Number:	2317331	J. HORNER'S
Registration Number:	2463068	J.HORNER'S LEGENDARY PIES & DESSERTS
Registration Number:	2587251	J. HORNER'S LEGENDARY PIES & DESSERTS
Registration Number:	2730131	MAGNIFICENT!
Registration Number:	2935005	PANTRY PERFECT
Registration Number:	3244354	PARMANINI
Registration Number:	3297956	RANDOM ACTS OF PIE-NESS
Registration Number:	2100736	SWEET RETURNS
Registration Number:	2603514	THE SKILLET EXPERTS
Registration Number:	0768280	VILLAGE INN
Registration Number:	1070440	VILLAGE INN
Registration Number:	1118490	VILLAGE INN
Registration Number:	1197458	VILLAGE INN
Registration Number:	1118489	VILLAGE INN PANCAKE HOUSE
Registration Number:	3300747	VILLACCINOS

CORRESPONDENCE DATA

Fax Number: (212)230-7735
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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 Email: traceybennett@paulhastings.com
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 Address Line 2: 75 E. 55th Street
 Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	45035.00143
NAME OF SUBMITTER:	Tracey D. Bennett
Signature:	/s/Tracey D. Bennett
Date:	03/30/2009

Total Attachments: 2

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ASSIGNMENT OF TRADEMARKS

United States

THIS ASSIGNMENT OF TRADEMARKS, dated as of March 27, 2009, is made by VICORP Restaurants, Inc., a Colorado corporation, with an address at 400 West 48th Avenue, Denver, Colorado 80216 ("VICORP"), in favor of American Blue Ribbon Holdings, LLC, a Delaware limited liability company, with an address at 400 West 48th Avenue, Denver, Colorado 80216 ("American Blue Ribbon").

WHEREAS, VICORP owns all right, title, and interest in and to the trademarks and the applications and registrations thereof identified in the attached Schedule A (the "VICORP Marks"), and the goodwill associated therewith;

WHEREAS, pursuant to that certain Amended and Restated Asset Purchase Agreement by and among VI Acquisition Corp, VICORP, Fidelity National Special Opportunities, Inc., Newport Global Opportunities Fund LP, and Blue Ribbon Holdings, LLC dated as of February 4, 2009, VICORP agreed to assign the VICORP Marks and the goodwill associated therewith to Blue Ribbon Holdings, LLC;

WHEREAS, on March 10, 2009, Blue Ribbon Holdings, LLC's company name was formally changed to American Blue Ribbon Holdings, LLC; and

WHEREAS, as pertains to Application Serial No. 77641688, American Blue Ribbon is the successor to the ongoing and existing business of VICORP or to the portion of the ongoing and existing business of VICORP to which the mark in Application Serial No. 77641688 pertains:

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, VICORP assigns to American Blue Ribbon all of its right, title and interest in the VICORP Marks as identified in Schedule A, attached hereto and incorporated herein by this reference, together with the goodwill associated therewith including, without limitation, its right to sue for and collect damages for infringement or other violations of the same, including for past infringements or other violations.

VICORP does hereby further agree and promise to execute all instruments and render all such assistance as American Blue Ribbon may request to confirm in American Blue Ribbon legal title to the VICORP Marks and applications and registrations thereof.

IN WITNESS WHEREOF, this Assignment of Trademarks has been duly executed and delivered as of the date first written above:

VICORP RESTAURANTS, INC.

By: 

Name: Anthony J. Carroll

Title: Chief Administrative Officer

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SCHEDULE A

Mark	Registration No.	Application Date	Registration Date
All-World Double Cheeseburger	1883771	03/08/1994	03/14/1995
Angel's	1930867	04/08/1994	10/31/1995
Angel's (& Design)	1783034	07/10/1991	07/20/1993
Angel's Diner	1899370	04/08/1994	06/13/1995
Bakers Square	1394236	04/02/1984	05/20/1986
Bakers Square	1394423	11/28/1983	05/20/1986
Bakers Square (& Design)	1394428	04/26/1984	05/20/1986
Bakers Square Restaurant & Pies (& Design)	2002503	05/08/1995	09/24/1996
Bakers Square Yukon Mountain Ice Cream Pie	2717922	05/14/2001	05/20/2003
Best Pie in America	2239993	03/10/1998	04/13/1999
The Breakfast Experts	1682297	03/14/1991	04/07/1992
Breakfast Like You Like It. Any Time You Want.	1517633	04/11/1988	12/20/1988
Breakfast Like You Like It. Any Time You Want.	Serial No. 77641688	12/30/2008	N/A
Bucky	1307977	02/03/1983	12/04/1984
Candy Cane Pie	1942036	12/23/1993	12/19/1995
Early Dinner Deals on Square Meals	2884288	07/21/2003	09/14/2004
Fruitabulous Pies	3270225	02/03/2006	07/24/2007
Good Food... Good Feelings	1979914	08/21/1995	06/11/1996
Great Food. Unbelievable Pie.	2237698	07/31/1997	04/06/1999
It's All Good Inside!	3166410	02/11/2005	10/31/2006
J. Horner's	2317331	05/29/1997	02/08/2000
J. Horner's Legendary Pies and Desserts (& Design)	2463068	05/29/1997	06/26/2001
J. Horner's Legendary Pies and Desserts (& Design)	2587251	03/15/2000	07/02/2002
Magnificent!	2730131	06/15/2001	06/24/2003
Pantry Perfect	2935005	03/08/2004	03/22/2005
Parmanini	3244354	04/12/2006	05/22/2007
Random Acts of Pie-ness	3297956	07/05/2006	09/25/2007
Sweet Returns	2100736	09/11/1995	09/30/1997
The Skillet Experts	2603514	04/14/2000	08/06/2002
Village Inn (Stylized)	768280	09/24/1962	04/14/1964
Village Inn	1070440	10/20/1976	07/26/1977
Village Inn (& Design)	1118490	10/20/1976	05/15/1979
Village Inn (Stylized)	1197458	03/24/1980	06/08/1982
Village Inn Pancake House	1118489	10/20/1976	05/15/1979
Villaccinos	3300747	10/15/2006	10/02/2007

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RECORDED: 03/30/2009

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