

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	GRANT OF A SECURITY INTEREST - TRADEMARKS		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
OTG MANAGEMENT, INC.		04/30/2010	CORPORATION: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wells Fargo Capital Finance, LLC, as Collateral Agent		
<b>Street Address:</b>	2450 Colorado Avenue		
<b>Internal Address:</b>	Suite 3000W		
<b>City:</b>	Santa Monica		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90404		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 16</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3722104	RE:VIVE	
Registration Number:	3511478	OTG MANAGEMENT	
Serial Number:	77823980	AEROFRESCO	
Serial Number:	77881588	BAR BRACE	
Serial Number:	77914010	BISOUX	
Serial Number:	77881519	COTTO	
Serial Number:	77862857	CROQUE MADAME	
Serial Number:	77904897	HARRY'S DELI	
Serial Number:	77855707	KOMBU	
Serial Number:	77851393	TAGLIARE	
Serial Number:	77862963	TW:EAT	
Serial Number:	77881590	VICTORY GRILL	
Serial Number:	77861115	WIBAR	

**900161415**

**TRADEMARK**  
**REEL: 004199 FRAME: 0577**

**CH \$415.00 3722104**

Serial Number:	77850414	WIMO
Serial Number:	77706024	WORLD BEAN
Serial Number:	77888313	WIDGET SEAT

#### CORRESPONDENCE DATA

Fax Number: (213)627-0705

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

Phone: (213) 683-5627

Email: nancycheng@paulhastings.com

Correspondent Name: Nancy Cheng

Address Line 1: Paul, Hastings, Janofsky & Walker LLP

Address Line 2: 515 S. Flower Street, 25th Floor

Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	WFCF/OTG (45035.00315)
NAME OF SUBMITTER:	Nancy Cheng
Signature:	/Nancy Cheng/
Date:	05/05/2010

#### Total Attachments: 3

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**GRANT OF A SECURITY INTEREST - TRADEMARKS**

(this "Assignment")

WHEREAS, OTG MANAGEMENT, INC., a Pennsylvania corporation (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 Wells Fargo Capital Finance, LLC (formerly known as Wells Fargo Foothill, LLC), a Delaware limited liability company, 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. This Assignment is a Loan Document.

[signature page follows]

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of April 30, 2010.

OTG MANAGEMENT, INC., a Pennsylvania corporation

By:

  
Christopher J. Redd, Vice President

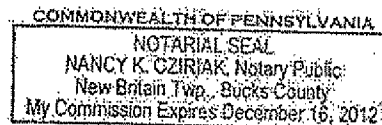
STATE OF PENNSYLVANIA

SSC

COUNTY OF BUCKS

On this 30<sup>th</sup> day of April, 2010, before me personally came Christopher J. Redd, 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 Vice President of OTG MANAGEMENT, INC., a Pennsylvania corporation; and that he executed the foregoing instrument in the firm name of such corporation; and that he had authority to sign the same, and 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]



[SIGNATURE PAGE TO GRANT OF A SECURITY INTEREST -- TRADEMARKS]

SCHEDULE A TO GRANT OF A SECURITY INTEREST

UNITED STATES TRADEMARKS:

Registrations:

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>TRADEMARK</u>
OTG Management, Inc.	3,722,104	RE:VIVE
OTG Management, Inc.	3,511,478	OTG Management (Stylized)

Applications:

<u>OWNER</u>	<u>APPLICATION NUMBER</u>	<u>TRADEMARK</u>
OTG Management, Inc.	77-823980	AEROFRESCO
OTG Management, Inc.	77-881588	BAR BRACE
OTG Management, Inc.	77-914010	BISOUX
OTG Management, Inc.	77-881519	COTTO
OTG Management, Inc.	77-862857	CROQUE MADAME
OTG Management, Inc.	77-904897	HARRY'S DELI
OTG Management, Inc.	77-855707	KOMBU
OTG Management, Inc.	77-851393	TAGLIARE
OTG Management, Inc.	77-862963	TWEAT OR TW:EAT
OTG Management, Inc.	77-881590	VICTORY GRILL
OTG Management, Inc.	77-861115	WIBAR
OTG Management, Inc.	77-888313	WIDGET SEAT
OTG Management, Inc.	77-850414	WIMO
OTG Management, Inc.	77-706024	WORLD BEAN