

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	GRANT OF A SECURITY INTEREST - TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OTG EXPERIENCE, LLC		12/22/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	WELLS FARGO CAPITAL FINANCE, LLC, as Collateral Agent		
Street Address:	2450 Colorado Avenue, Suite 3000W		
City:	Santa Monica		
State/Country:	CALIFORNIA		
Postal Code:	90404		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 58			
Property Type	Number	Word Mark	
Registration Number:	3562380	5IVESTEAK	
Registration Number:	3596509	AERONUOVA	
Registration Number:	3583951	AN OTG EXPERIENCE	
Registration Number:	3670503	AN OTG EXPERIENCE	
Registration Number:	2936668	AWAY CAFE	
Registration Number:	3878075	BISOUX	
Registration Number:	2593285	CIBO EXPRESS	
Registration Number:	2772732	CIBO BISTRO & WINE BAR	
Registration Number:	2790801	CIBO BISTRO & WINE BAR	
Registration Number:	3584432	CIBOSOUNDS	
Registration Number:	3583995	DEEP BLUE ON THE FLY	
Registration Number:	2873836	DEEP BLUE SUSHI	
Registration Number:	3558119	HORIZON BAKERY CAFÉ	
Registration Number:	2317271	JET ROCK BAR & GRILL	

CH \$1465.00 3562380

900181035

TRADEMARK
 REEL: 004450 FRAME: 0797

Registration Number:	3250507	JOEY'S NEW YORK PIZZA
Registration Number:	3547572	LA VIE
Registration Number:	3576989	LUCY'S ASIAN KITCHEN
Registration Number:	3069045	MEX AND THE CITY
Registration Number:	2956056	NEW YORK SPORTS GRILL
Registration Number:	3195101	NYSB NEW YORK SPORTS BAR
Registration Number:	3027350	NYSG NEW YORK SPORTS GRILL
Registration Number:	3498678	OTG
Registration Number:	3737663	OTG INTERACTIVE
Registration Number:	3731825	OTGINTERACTIVE
Registration Number:	2908809	OTG MANAGEMENT
Registration Number:	3511478	OTG MANAGEMENT
Registration Number:	3550971	PIQUILLO
Registration Number:	3722104	RE:VIVE
Registration Number:	3581151	REVOLUCIÓN
Registration Number:	3140373	SANDWICH DIPPERS
Registration Number:	2696522	SKY ASIAN BISTRO
Registration Number:	3402563	SLIP MAHONEY'S BAR & GRILL
Registration Number:	3651885	THET5EXPERIENCE
Registration Number:	3877601	WORLD BEAN
Registration Number:	3881322	TAGLIARE
Serial Number:	77823980	AEROFRESCO
Serial Number:	77881588	BAR BRACE
Serial Number:	77131969	CANDYBAR
Serial Number:	85079429	CIBO EXPRESS BAZAAR
Serial Number:	77881519	COTTO
Serial Number:	77862857	CROQUE MADAME
Serial Number:	85162078	"EMPIRE GRILL"
Serial Number:	77904897	HARRY'S DELI
Serial Number:	85162061	INTERWICH
Serial Number:	77855707	KOMBU
Serial Number:	77085849	LOFT KITCHEN AND BAR
Serial Number:	85079407	NOOBAR
Serial Number:	85054930	AN OTG EXPERIENCE
Serial Number:	85054928	OTG MANAGEMENT

Serial Number:	85054932	OTG DESIRE
Serial Number:	85036576	OTG DESIRE
Serial Number:	85054929	OTG INTERACTIVE
Serial Number:	85054933	OTG
Serial Number:	77862963	TW:EAT
Serial Number:	85042967	VAGABOND BURGER BAR
Serial Number:	77861115	WIBAR
Serial Number:	77888313	WIDGET SEAT
Serial Number:	78894100	BENZINA

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: nancychow@paulhastings.com

Correspondent Name: Nancy Chow

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:	OTG (45035.00315)
NAME OF SUBMITTER:	Nancy Chow
Signature:	/Nancy Chow/
Date:	01/11/2011

Total Attachments: 5

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GRANT OF A SECURITY INTEREST – TRADEMARKS
(this “Assignment”)

WHEREAS, **OTG EXPERIENCE, LLC**, a Delaware limited liability company (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 that certain Supplement No. 2 to Security Agreement, dated as of December 22, 2010 (the “Security Agreement Supplement”), 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”) which Security Agreement Supplement supplements that certain First Lien Pledge and Security Agreement, dated as of June 19, 2008, made by each of the grantors party thereto in favor of Grantee (as so supplemented and as otherwise amended, restated, supplemented, modified or otherwise changed from time to time, the “Security Agreement”; capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Security Agreement); and

WHEREAS, pursuant to the Trademark Assignment, dated as of December 26, 2010 (the “Trademark Assignment”), by and between OTG Management, Inc., a Pennsylvania corporation (the “Assignor”) and the Grantor, the Assignor has assigned to Grantor all right, title and interest of the Assignor 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”).

WHEREAS, pursuant to the Security Agreement Supplement, 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 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 December 22, 2010.

OTG EXPERIENCE, LLC, a Delaware limited liability company

By: 


Name: Christopher J. Redd

Title: Vice President

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

STATE OF PENNSYLVANIA
SS.:
COUNTY OF PHILADELPHIA

On this 22nd day of December, 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 EXPERIENCE, LLC**, a Delaware limited liability company and that s/he executed the foregoing instrument in the firm name of Vice President of OTG Experience, 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.


[NOTARY SEAL]

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Flora Yamall, Notary Public
City of Philadelphia, Philadelphia County
My Commission Expires June 16, 2013
Member, Pennsylvania Association of Notaries

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

TRADEMARK
REEL: 004450 FRAME: 0802

SCHEDULE A

<u>REGISTRATION NUMBER</u>	<u>TRADEMARK</u>
3,562,380	SIVE STEAK
3,596,509	AERONUOVA
3,583,951	AN OTG EXPERIENCE
3,670,503	AN OTG EXPERIENCE
2,936,668	AWAY CAFÉ
3,878,075	BISOUX
2,593,285	CIBO EXPRESS
2,772,732	CIBO BISTRO & WINE BAR
2,790,801	CIBO BISTRO & WINE BAR (and Design)
3,584,432	CIBO SOUNDS
3,583,995	DEEP BLUE ON THE FLY
2,873,836	DEEP BLUE SUSHI
3,558,119	HORIZON BAKERY CAFÉ
2,317,271	JET ROCK BAR AND GRILL
3,250,507	JOEY'S NEW YORK PIZZA (and Design)
3,547,572	LA VIE
3,576,989	LUCY'S ASIAN KITCHEN
3,069,045	MEX AND THE CITY
2,956,056	NEW YORK SPORTS GRILL
3,195,101	NYSB NEW YORK SPORTS BAR (and Design)
3,027,350	NYSG NEW YORK SPORTS GRILL (and Design)
3,498,678	OTG (and Design)
3,737,663	OTG INTERACTIVE (and Design)
3,731,825	OTGINTERACTIVE
2,908,809	OTG MANAGEMENT
3,511,478	OTG Management (Stylized)
3,550,971	PIQUILLO
3,722,104	RE:VIVE
3,581,151	REVOLUCIÓN
3,140,373	SANDWICH DIPPERS
2,696,522	SKY ASIAN BISTRO
3,402,563	SLIP MAHONEY'S BAR & GRILL
3,651,885	THE T5 EXPERIENCE
3,877,601	WORLD BEAN
3,881,322	TAGLIARE

OTG Trademarks Pending & In Process

Applications:

TRADEMARK	APPLICATION NUMBER
AEROFRESCO	77-823980
BAR BRACE	77-881588
CANDYBAR	77-131969
Cibo Express Bazaar	85-079429
COTTO	77-.881519
CROQUE MADAME	77-862857
EMPIRE GRILL	85-162078
HARRY'S DELI	77-904897
INTERWICH	85-162061
KOMBU	77-855707
LOFT KITCHEN AND BAR	77-085849
NOOBAR	85-079407
AN OTG EXPERIENCE	85-054930
OTG MANAGEMENT	85-054928
OTG DESIRE	85-054932
OTG DESIRE (OTGDESIRE.COM)	85-036576
OTG INTERACTIVE	85-054929
OTG (STYLIZED and/ or WITH DESIGN)	85-054933
TWEAT OR TW:EAT	77-862963
VAGABOND BURGER BAR	85-042967
WIBAR	77-861115
WIDGET SEAT	77-888313
BENZINA	78-894,100