

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Allen Brothers, Inc.		12/29/2010	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Harris N.A.
Street Address:	111 West Monroe Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2703418	ALLEN BROTHERS
Registration Number:	3286123	ALLEN BROTHERS
Registration Number:	3297650	ALLEN BROTHERS
Serial Number:	77708966	ALLEN BROTHERS STEAKS
Registration Number:	2733674	ALLEN BROTHERS THE GREAT STEAKHOUSE STEAKS
Serial Number:	77448880	ALLEN BROTHERS THE GREAT STEAKHOUSE STEAKS SINCE 1893
Registration Number:	2711282	GO TO THE SOURCE
Serial Number:	77580311	PET STEAKTOPIA
Serial Number:	77916218	RED MARBLE
Serial Number:	77916170	RED MARBLE
Serial Number:	77916227	REDMARBLE
Serial Number:	77916205	REDMARBLE
Serial Number:	77370085	STEAKTOPIA
Registration Number:	3677839	WE DELIVER CERTAINTY

TRADEMARK

900182465

REEL: 004461 FRAME: 0763

CH \$365.00 2703418

CORRESPONDENCE DATA

Fax Number: (312)803-5299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (312) 845-3430
Email: kalwa@chapman.com
Correspondent Name: Richard Kalwa
Address Line 1: 111 West Monroe Street
Address Line 2: Chapman and Cutler LLP
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	1947233
NAME OF SUBMITTER:	Richard Kalwa
Signature:	/richard kalwa/
Date:	01/27/2011

Total Attachments: 7
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TRADEMARK COLLATERAL AGREEMENT

This 29th day of December, 2010, Allen Brothers, Inc., an Illinois corporation (“*Debtor*”) with its principal place of business and mailing address at 3737 South Halsted Street, Chicago, Illinois 60609, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to Harris N.A., a national banking association, with its mailing address at 111 West Monroe Street, Chicago, Illinois 60603, and its successors and assigns (“*Secured Party*”), and grants to Secured Party a continuing security interest in, the following property:

(i) Each trademark, trademark registration, and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

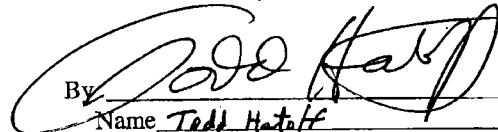
to secure the payment and performance of all Obligations of Debtor as set out in that certain Security Agreement bearing even date herewith between Debtor and Secured Party, as the same may be amended, modified, or restated from time to time (the “*Security Agreement*”).

Notwithstanding anything herein to the contrary, this Trademark Collateral Agreement shall not operate as a sale, transfer, conveyance or other assignment to Secured Party of any applications by Debtor for a trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted (such pending applications which are based on intent to use being hereinafter referred to collectively as “*Intent-To-Use Applications*”), but rather, if and so long as Debtor’s Intent-To-Use Application is pending without a Statement of Use having been filed and accepted, then this Trademark Collateral Agreement shall operate only to create a security interest for collateral purposes in favor of Secured Party on such Intent-To-Use Application as collateral security for the Obligations. When a Statement of Use is filed and accepted by the Trademark Office, then that application shall cease to be partly exempted from this Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

ALLEN BROTHERS, INC.

By 
Name Tedd Hatoff
Title President

Accepted and agreed to as of the date and year last above written.

HARRIS N.A.

By _____
Name _____
Title _____

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

ALLEN BROTHERS, INC.

By _____
Name _____
Title _____

Accepted and agreed to as of the date and year last above written.

HARRIS N.A.

By William J. Kennedy
Name William Kennedy
Title VP

**SCHEDULE A
TO TRADEMARK COLLATERAL AGREEMENT**

**REGISTERED TRADEMARKS
AND TRADEMARK APPLICATIONS**

ALLEN BROTHERS	United States	Registered	75822393	2703418	04/08/03	29	Meats, namely, beef, lamb, veal.	Allen Brothers, Inc.
ALLEN BROTHERS	United States	Registered	78870299	3286123	08/28/07	35	Retail store services featuring foods, online retail store services featuring food, mail order catalog services featuring food, and wholesale stores featuring foods.	Allen Brothers, Inc.
ALLEN BROTHERS	United States	Registered	78870325	3297650	09/25/07	29, 30	29 - Meats, poultry, sausages, hot dogs, fish, seafood, shellfish and cheeses; 30 - prepared foods, namely, roasts, beef, stuffed filets, ham, crab cakes, stuffed shrimp, seafood, braised shanks, ribs, meatloaf, brisket, Shepherd pie, beef bourguignonne, meatballs, chili, burgers, bratwurst, sausages, jerky, poultry, soups, cheese, pate, satay and caviar; Prepared foods, namely, dumplings and desserts namely pies and cakes.	Allen Brothers, Inc.
ALLEN BROTHERS STEAKS (and Design)	United States	Allowed	77708966	N/A		29, 30, 35	029 - Meat roulades; meats, namely, pork, hamburger, buffalo and venison; poultry, namely, chicken, turkey, duck and quail; seafood, namely, lobsters, shrimp, scallops, sea bass, salmon; foie gras; side dishes, namely, creamed spinach, green bean casserole, mashed potatoes, prepared sweet potatoes, scallop potatoes, au gratin potatoes, prepared pork and beans; appetizers, namely, chicken wings, duck salami, lobster stuffed peppers; gorgonzola butter; herb butter; pecan bourbon butter; cheese; pate; beef satay; caviar; prepared foods, namely, roasts, beef, stuffed fish and meat filets, ham, crab cakes, stuffed shrimp, seafood, braised shanks, ribs, meatloaf, brisket, meatballs, chili, beef, bison, veal, lamb, steak, turkey and soy burgers, bratwurst, sausages, jerky, soups; 030 - Desserts, namely, cheesecakes, tiramisu, soufflés, fruit cobblers, tarts, and petits fours; dessert bars, namely, candy bars; fruit roulades; samosas; side dishes, namely, dumplings, macaroni and cheese, and cornbread; sauces in the nature of beef bourguignonne; pot pies; Shepherd's pie; 035 - Retail store services featuring	Allen Brothers, Inc.

							food, online retail store services featuring food, mail and telephone order catalog services featuring food, and wholesale stores featuring foods.	
ALLEN BROTHERS THE GREAT STEAKHOUSE STEAKS	United States	Registered	77708966	2733674	07/08/03	35	Mail and telephone order catalog services featuring steaks and other meats.	Allen Brothers, Inc.
ALLEN BROTHERS THE GREAT STEAKHOUSE STEAKS SINCE 1893 (and Design)	United States	Allowed - First Extension	77448880	N/A		29 , 30 , 35	029 - Meats, namely, beef, beef steaks and beef roasts; appetizers, namely, quail, bacon, duck, salami, sausages, foie gras, seafood, artichoke dip, brie en crouete, crab cakes, crab meat, meat-based mousse, pate, caviar; poultry; lamb; rack of lamb; lamb chops; pork; pork chops; pork roast; seafood and shellfish; game meats, namely, venison meat and buffalo meat; cheeses; side dishes, namely, creamed spinach, potatoes au gratin; green bean casserole, mashed potatoes, pork and beans; pre-cooked sweet potatoes; pre-cooked foods, namely, braised beef brisket, braised beef pot roast, pastrami beef brisket, beef stew, meat loaf, smoked barbecue beef brisket, corned beef hash, beef bourguignonne, beef goulash, beef stroganoff, barbecue beef, soups, smoked meats, Shepherd's pie, braised beef, veal and lamb shanks; ethnic foods, namely, chili, prepared entrees consisting primarily of meat with Sloppy Joe seasoning; 30 - Desserts, namely, cakes, cheesecakes, pies, tiramisu, fruit roulades, soufflés, cobblers, chocolate and dessert mousse, tarts, petits fours, stuffed pastries, samosas, puff pastries; dumplings, cornbread and pot pies; 35 - Online retail store services featuring food; mail order catalog services featuring food.	Allen Brothers, Inc.
GO TO THE SOURCE	United States	Registered	76431928	2711282	04/29/03	35	Retail mail order catalog services featuring meats, prepared meats, poultry and baked goods; computerized on-line retail services in the field of meats, prepared meats, poultry and baked goods.	Allen Brothers, Inc.
PET STEAKTOPIA	United States	Allowed - First Extension	77580311	N/A		31 , 35	31 - Pet foods. 35 - Distributorship services featuring pet foods; catalog mail order services featuring pet foods; and online stores featuring pet foods.	Allen Brothers, Inc.

RED MARBLE	United States	Allowed	77916218	N/A		35	Retail store services featuring food, online retail store services featuring food, mail and telephone order catalog services featuring food, and wholesale stores featuring foods.	Allen Brothers, Inc.
RED MARBLE	United States	Allowed	77916170	N/A		29, 30	29 - Meats, namely, beef, steaks, roasts, prime rib, ribs, liver, pork, ham, hamburger, buffalo and venison; poultry, namely, chicken and duck; seafood, namely, lobsters, shrimp, scallops, sea bass, salmon; foie gras; side dishes, namely, creamed spinach, green bean casserole, mashed potatoes, prepared sweet potatoes, scallop potatoes, au gratin potatoes, prepared pork and beans, duck salami, stuffed peppers; butter; cheese; pate; beef satay; caviar; stuffed fish, fish, shellfish, crab cakes, stuffed shrimp, seafood, braised shanks, meatloaf, brisket, meatballs, chili, veal, lamb, bratwurst, sausages, hot dogs, bacon, jerky, soups; Shepherd's pie; beef bourguignon 30 - Desserts, namely, cheesecakes, tiramisu, soufflés, fruit cobblers, cakes, pies, cupcakes, biscuits, tarts, and petits fours; candy bars; fruit roulades; samosas; dumplings, macaroni and cheese, and cornbread; pot pies; spices; lasagna.	Allen Brothers, Inc.
REDMARBLE	United States	Allowed	77916227	N/A		35	Retail store services featuring food, online retail store services featuring food, mail and telephone order catalog services featuring food, and wholesale stores featuring foods.	Allen Brothers, Inc.
REDMARBLE	United States	Allowed	77916205	N/A		29, 30	29 - Meats, namely, beef, steaks, roasts, prime rib, ribs, liver, pork, ham, hamburger, buffalo and venison; poultry, namely, chicken and duck; seafood, namely, lobsters, shrimp, scallops, sea bass, salmon; foie gras; side dishes, namely, creamed spinach, green bean casserole, mashed potatoes, prepared sweet potatoes, scallop potatoes, au gratin potatoes, prepared pork and beans, duck salami, stuffed peppers; butter; cheese; pate; beef satay; caviar; stuffed fish, fish, shellfish, crab cakes, stuffed shrimp, seafood, braised shanks, meatloaf, brisket, meatballs, chili, veal, lamb, bratwurst, sausages, hot dogs, bacon, jerky, soups; Shepherd's pie; beef bourguignon 30 - Desserts, namely, cheesecakes, tiramisu, soufflés, fruit cobblers, cakes, pies, cupcakes, biscuits, tarts, and petits fours; candy bars; fruit roulades; samosas; dumplings, macaroni and cheese, and cornbread; pot pies; spices; lasagna.	Allen Brothers, Inc.

STEAKTOPIA	United States	Allowed - Fourth Extension	77370085	N/A		29	029 - Meats, poultry, sausages, hot dogs, fish, seafood, shellfish and cheeses; prepared foods, namely, roasts, beef, stuffed filets, ham, crab cakes, stuffed shrimp, seafood, braised shanks, ribs, meatloaf, brisket, Shepherd pie, beef bourguignon, meatballs, chili, hamburger patties, bratwurst, sausages, jerky, poultry, soups, pate, satay, and caviar; 030 - Prepared foods, namely, dumplings and desserts, namely, pies and cakes.	Allen Brothers, Inc.
WE DELIVER CERTAINTY	United States	Registered	78529704	3677839	09/01/09	35	Wholesale stores and ordering services in the field of food.	Allen Brothers, Inc.