

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Assignment		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Bank of America, N.A.		04/22/2011	Bank: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cantor Fitzgerald Securities		
<b>Street Address:</b>	110 East 59th Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10022		
<b>Entity Type:</b>	General Partnership: NEW YORK		
<b>PROPERTY NUMBERS Total: 14</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1826726	CAFE SBARRO	
Registration Number:	3230261	CARMELA'S	
Registration Number:	2173621	LA CUCINA DI CAPRI	
Registration Number:	2622141	MAMA MAKES IT BETTER	
Registration Number:	2622140	MAMA SBARRO	
Registration Number:	2646881	MAMA SBARRO'S PIZZERIA	
Registration Number:	0985647	SBARRO	
Registration Number:	1991581	SBARRO	
Registration Number:	3549590	SBARRO FRESH ITALIAN COOKING	
Registration Number:	1834998	SBARRO THE BEST ITALIAN CHOICE	
Registration Number:	1161472	SBARRO THE ITALIAN EATERY	
Registration Number:	3125530	THE BIG MINI...BIG ON TASTE	
Registration Number:	2511105	TONY & BRUNO'S	
Registration Number:	1763821	WHERE MAMA STILL RUNS THE KITCHEN	

OP \$365.00 1826726

**CORRESPONDENCE DATA**

Fax Number: (800)494-7512  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 202-370-4761  
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ATTORNEY DOCKET NUMBER:	F133340
NAME OF SUBMITTER:	Courtney J. Mitchell
Signature:	/Courtney J. Mitchell/
Date:	04/28/2011

Total Attachments: 4  
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**COLLATERAL AGENT SUCCESSION  
(Trademarks)**

**April 22, 2011**

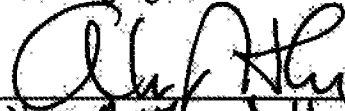
**WHEREAS**, SBARRO, INC., a New York corporation, located at 401 Broadhollow Road, Melville, NY 11747 (the "Pledgor") and certain affiliates of the Pledgor each granted a security interest in all its intellectual property, including the trademarks (the "Marks") listed in the attached Exhibit A to BANK OF AMERICA, N.A., as Collateral Agent (the "Existing Agent"), pursuant to a Security Agreement executed in connection with that certain Credit Agreement dated as of January 31, 2007 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"; terms defined therein being used herein as therein defined) between the Pledgor, Sbarro Holdings, LLC ("Holdings"), the Lenders, Bank of America, N.A., as Administrative Agent and Collateral Agent, and certain other parties thereto, which security interest was recorded in the United States Patent and Trademark Office on February 20, 2007 at Reel/Frame 3484/0367 and on January 26, 2011 at Reel/Frame 4461/0376. The principal place of business of each Loan Party is set forth in the Loan Documents.

**WHEREAS**, the Existing Agent has been succeeded by CANTOR FITZGERALD SECURITIES, whose office is at 110 East 59th Street, New York, NY 10022 (the "Successor Agent"), pursuant to that certain Successor First Lien Agent Agreement (the "Successor Agent Agreement"), dated April 1, 2011, between the Pledgor, Holdings, the Existing Agent, the Successor Agent and certain other parties thereto, (i) as the Administrative Agent under the Credit Agreement and the other Loan Documents as of the Administrative Agency Effective Date (as defined in the Successor Agent Agreement) and (ii) as the Collateral Agent under the Credit Agreement and the other Loan Documents as of the Collateral Agency Effective Date (as defined in the Successor Agent Agreement).

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Existing Agent hereby confirms that Successor Agent as newly appointed Collateral Agent holds all right, title and interest in the security interest in the Collateral granted in connection with the Loan Documents, including, but not limited to, the security interest in the Marks.

**IN WITNESS WHEREOF**, the Existing Agent and the Successor Agent by their duly authorized signatories have duly executed, acknowledged and delivered this Collateral Agent Succession as of the date first above written.

**BANK OF AMERICA, N.A.,**  
as Existing Agent

By:   
Name: Anthony D. Healey  
Title: Senior V.P.

*[Signature Page to Collateral Agent Succession (Trademarks)]*

**CANTOR FITZGERALD SECURITIES,**  
as Successor Agent

By: \_\_\_\_\_

Name:

Title:

**James Bond**  
**Chief Operating Officer**



*[Signature Page to Collateral Agent Succession (Trademarks)] - S\**

**EXHIBIT A**  
**U.S. Trademark Registrations and Application**

**REGISTERED TRADEMARKS**

<b>Trademark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
CAFÉ SBARRO	1826726	3/15/94
CARMELA'S	3230261	4/17/07
LA CUCINA DI CAPRI	2173621	7/14/98
MAMA MAKES IT BETTER	2622141	9/17/02
MAMA SBARRO	2622140	9/17/02
MAMA SBARRO'S PIZZERIA	2646881	11/5/02
SBARRO	985647	6/4/74
SBARRO	1991581	8/6/96
SBARRO FRESH ITALIAN COOKING	3549590	12/23/08
SBARRO THE BEST ITALIAN CHOICE	1834998	5/3/94
SBARRO THE ITALIAN EATERY	1161472	7/14/81
THE BIG MINI... BIG ON TASTE	3125530	8/8/06
TONY & BRUNO'S	2511105	11/20/01
WHERE MAMA STILL RUNS THE KITCHEN	1763821	4/6/93

**TRADEMARK APPLICATIONS**

None.