

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
The Round Table Franchise Corporation		12/21/2011	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	General Electric Capital Corporation, as Agent
Street Address:	201 Merritt 7
City:	Norwalk
State/Country:	CONNECTICUT
Postal Code:	06851
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1258761	GUINEVERE'S GARDEN DELIGHT
Registration Number:	1074693	KING ARTHUR'S SUPREME
Registration Number:	1259573	MONTAGUE'S ALL MEAT MARVEL
Registration Number:	3466411	PIZZA KNIGHT
Registration Number:	3755911	PIZZA WHISPERER
Registration Number:	0974138	ROUND TABLE
Registration Number:	2490356	ROUND TABLE PIZZA
Registration Number:	2490346	ROUND TABLE PIZZA & DESIGN
Registration Number:	2137006	THE LAST HONEST PIZZA
Registration Number:	1273769	THE RT PIZZA SANDWICH

CORRESPONDENCE DATA

Fax Number: (312)993-9767
 Phone: 3129932647

Email: zeynep.gieseke@lw.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Zeynep Gieseke

Address Line 1: 233 S. Wacker Drive, Suite 5800

Address Line 2: Latham & Watkins LLP

Address Line 4: Chicago, ILLINOIS 60606-6401

ATTORNEY DOCKET NUMBER:	025646-0580
NAME OF SUBMITTER:	Zeynep Gieseke
Signature:	/zg/
Date:	12/21/2011

Total Attachments: 18

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Amended and Restated Trademark Security Agreement

THIS AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT, dated as of December 21, 2011 is made by each of the entities listed on the signature pages hereof as Grantor (each a "Grantor" and, collectively, the "Grantors"), in favor of General Electric Capital Corporation ("GE Capital"), as administrative agent and collateral agent (in such capacity, together with its successors and permitted assigns, the "Administrative Agent") for the Lenders and each other Secured Party (as defined in the Credit Agreement referred to below).

WITNESSETH:

WHEREAS, Round Table Development Company, a California corporation (the "Borrower"), Round Table Pizza, Inc., a California corporation, The Round Table Franchise Corporation, a California corporation, Round Table Pizza Nevada LLC, a Nevada limited liability company (each a "Loan Party" and collectively, the "Loan Parties") and the Lenders from time to time party thereto and GE Capital, as Administrative Agent for the Lenders have entered into an Amended and Restated Credit Agreement, dated as of December 21, 2011 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement");

WHEREAS, each Grantor has agreed, pursuant to an Amended and Restated Guaranty and Security Agreement of even date herewith in favor of the Administrative Agent (the "Guaranty and Security Agreement"), to guarantee the Obligations (as defined in the Credit Agreement); and

WHEREAS, pursuant to the Guaranty and Security Agreement, the Grantors have agreed to execute and deliver this Amended and Restated Trademark Security Agreement for recording with the U.S. Patent and Trademark Office and any other Governmental Authority, as applicable, and to amend and restate that certain Trademark Security Agreement dated as of February 28, 2007 between the Administrative Agent and the Grantors (the "Original Trademark Security Agreement").

NOW, THEREFORE, in consideration of the premises and to induce the Lenders and the Administrative Agent to enter into the Credit Agreement, each Grantor hereby agrees with the Administrative Agent as follows:

Section 1. Defined Terms. Capitalized terms used herein without definition are used as defined in the Guaranty and Security Agreement.

Section 2. Grant of Security Interest in Trademark Collateral. Each Grantor hereby confirms that, pursuant to the Original Trademark Security Agreement, as collateral security for the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, the Grantor mortgaged, pledged and hypothecated to the Administrative Agent for the benefit of the Secured Parties, and granted to the Administrative Agent for the benefit of the Secured Parties a Lien on and security interest in, all of its right, title and interest in, to and under the Trademark Collateral (as defined below). Each Grantor hereby ratifies, reaffirms and restates such mortgage, pledge, hypothecation and grant of Lien and each Grantor, as collateral security for the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, hereby mortgages, pledges and hypothecates to the Administrative Agent for the benefit of the Secured Parties, and grants to the

Administrative Agent for the benefit of the Secured Parties a Lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "Trademark Collateral"):

(a) all of its Trademarks and all IP Licenses providing for the grant by or to such Grantor of any right under any Trademark, including, without limitation, those referred to on Schedule 1 hereto;

(b) all renewals and extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and

(d) all income, royalties, proceeds and Liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

Section 3. Guaranty and Security Agreement. The security interest granted pursuant to this Amended and Restated Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Guaranty and Security Agreement and each Grantor hereby acknowledges and agrees that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Guaranty and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Section 4. Grantor Remains Liable. Each Grantor hereby agrees that, anything herein to the contrary notwithstanding, such Grantor shall assume full and complete responsibility for the prosecution, defense, enforcement or any other necessary or desirable actions in connection with their Trademarks and IP Licenses subject to a security interest hereunder.

Section 5. Effect of Amendment and Restatement. This Amended and Restated Trademark Security Agreement amends and restates the Original Trademark Security Agreement in its entirety, and nothing in this Amended and Restated Security Agreement shall be deemed to constitute a novation of such Original Trademark Security Agreement. This Amended and Restated Trademark Security Agreement does not evidence a termination or release of the security interest granted under the Original Trademark Security Agreement, which security interests shall be continuing in all respects.

Section 6. Counterparts. This Amended and Restated Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

Section 7. Governing Law. This Amended and Restated Trademark Security Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, Grantor has caused this Amended and Restated Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

THE ROUND TABLE FRANCHISE
CORPORATION,
as a Grantor

By: Keith Davis
Name: Keith Davis
Title: CFO

[Signature Page to Amended and Restated Trademark Security Agreement]

TRADEMARK
REEL: 004684 FRAME: 0643

ACCEPTED AND AGREED
as of the date first above written:

GENERAL ELECTRIC CAPITAL CORPORATION,
as Administrative Agent

By: Mark Flamm
Name: MARK FLAMM
Title: AUTHORIZED SIGNATORY

[Signature Page to Amended and Restated Trademark Security Agreement]

TRADEMARK
REEL: 004684 FRAME: 0644

Schedule I
to
Amended and Restated Trademark Security Agreement

Trademark Registrations

See attached.

Round Table Pizza Franchise Corporation


Trademark Portfolio Status Chart

(Updated: December 5, 2011)


ACTIVE REGISTRATIONS & PENDING APPLICATIONS

TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
GUINEVERE'S GARDEN DELIGHT	United States	1,258,761	November 22, 1983	Pizza for consumption on or off the premises in Class 30	REGISTERED Renewal due November 22, 2013.
KING ARTHUR'S SUPREME	United States	1,074,693	October 4, 1977	Pizza for consumption on or off the premises in Class 30	REGISTERED Renewal due October 4, 2017.
MONTAGUE'S ALL MEAT MARVEL	United States	1,259,573	November 29, 1983	Pizza for consumption on or off the premises in Class 30	REGISTERED Renewal due November 29, 2013.
PIZZA KNIGHT	United States	3,466,411	July 15, 2008	Pizza for consumption on and off premises in Class 30 Restaurant services; restaurants featuring take out and delivery services in Class 43	REGISTERED Declaration of Use due July 15, 2014.
PIZZA WHISPERER	United States	3,755,911	March 2, 2010	Pizza for consumption on and off premises in Class 30 Restaurant services; restaurants featuring take out and delivery services in Class 43	REGISTERED Declaration of Use due March 2, 2016.

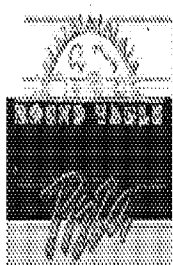
Round Table Pizza Franchise Corporation
Trademark Portfolio Status Chart
(Updated December 5, 2011)

TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
ROUND TABLE	United States	974,138	November 27, 1973	Restaurant services in Class 42	REGISTERED Renewal due November 27, 2013.
ROUND TABLE PIZZA and Design 	United States	2,490,356	September 18, 2001	Chicken; chicken wings; salads, namely, fruit, garden and vegetable salads; pork ribs , cooked vegetables, all for consumption on and off the premises in Class 29 Bread sticks; bread stuffing; pasta; pizza; all for consumption on and off the premises in Class 30 Restaurant services in Class 42	REGISTERED Renewal due September 18, 2021.

Round Table Pizza Franchise Corporation
Trademark Portfolio Status Chart
(Updated December 5, 2011)

TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
ROUND TABLE PIZZA and Design 	United States	2,490,346	September 18, 2001	Chicken; chicken wings; salads, namely, fruit, garden and vegetable salads; pork ribs , cooked vegetables, all for consumption on and off the premises in Class 29 Bread sticks; bread stuffing; pasta; pizza; all for consumption on and off the premises in Class 30 Restaurant services in Class 42	REGISTERED Renewal due September 18, 2021.
THE LAST HONEST PIZZA	United States	2,137,006	February 17, 1998	Pizza for consumption on or off the premises in Class 30	REGISTERED Renewal due February 17, 2018.
THE RT PIZZA SANDWICH	United States	1,273,769	April 10, 1984	Sandwiches for consumption on or off the premises in Class 30	REGISTERED Renewal due April 10, 2014.
THE ROUND TABLE	California	5510	December 10, 1998	Operating pizza parlors and the sale of pizzas, sandwiches, salads, hamburgers and beverages in Class 42	REGISTERED Renewal due December 10, 2013.

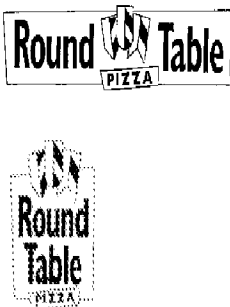

Round Table Pizza Franchise Corporation
Trademark Portfolio Status Chart
(Updated December 5, 2011)

TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
ROUND TABLE	California	15701	December 23, 1998	Pizza parlor food products including pizzas, sandwiches, salads, hamburgers and beverages in Class 29	REGISTERED Renewal due December 23, 2013.
ROUND TABLE	Argentina	2367748	May 14, 2010	All services in Class 43	REGISTERED Renewal due May 14, 2020.
ROUND TABLE	Brazil	830385347	September 21, 2009	Restaurant services in Class 43	PENDING Awaiting examination near end of 2012.
ROUND TABLE	Chile	878791	March 17, 2010	Restaurant services in Class 43	REGISTERED Renewal due March 17, 2020.
ROUND TABLE PIZZA and Design 	China	967769	March 21, 1997	Restaurant services in Class 42	REGISTERED Renewal due March 20, 2017.
ROUND TABLE	Egypt	59241	June 25, 1981	Italian food and particularly pizzas falling in Class 30	REGISTERED Renewal due June 24, 2021.


Round Table Pizza Franchise Corporation
Trademark Portfolio Status Chart
(Updated December 5, 2011)

TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
ROUND TABLE	European Community	192740	April 1, 1996	Pizza, sandwiches and pasta in Class 30 Beverages in Class 32 Restaurant services in Class 42	REGISTERED Renewal due April 1, 2016.
ROUND TABLE	India	1868982	October 1, 2009	Restaurant, café, bar and pub, public house, cafeteria, canteen coffee shop; restaurant services for the provision of fast food; self-service restaurants; takeaway and snack-bar services; cocktail lounge services; catering services for the provision of food and drink; information and reservation services relating to the aforesaid; all included in Class 42.	PENDING Response filed; awaiting further examination.


Round Table Pizza Franchise Corporation
Trademark Portfolio Status Chart
(Updated December 5, 2011)

TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
<p>ROUND TABLE PIZZA and Horizontal and Vertical Designs (series)</p> 	India	1868983	October 1, 2009	Restaurant, café, bar and pub, public house, cafeteria, canteen coffee shop; restaurant services for the provision of fast food; self-service restaurants; takeaway and snack-bar services; cocktail lounge services; catering services for the provision of food and drink; information and reservation services relating to the aforesaid; all included in Class 42.	<p>PENDING</p> <p>Response filed; awaiting further examination.</p>
<p>ROUND TABLE and Flag Design</p> 	Indonesia	<p>257554</p> <p>(Class 29 Renewal No. IDM000009227)</p> <p>(Class 30 Renewal No. IDM000046871)</p>	January 22, 1990	<p>Meat, fish, poultry and game; meat extracts; preserved, dried and cooked fruits and vegetable; jellies, jams, eggs, milk and other dairy products; edible oils and fats; preserves, pickles, meat products in Class 29.</p> <p>Pizza and sandwiches in Class 30.</p>	<p>REGISTERED</p> <p>Renewal in progress.</p>

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Trademark Portfolio Status Chart
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TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
ROUND TABLE	International Registration designating: Bahrain China Oman Turkey Vietnam	1003334	January 29, 2009	Restaurant services in Class 43.	REGISTERED Renewal due January 29, 2019. Registered in: China Turkey Vietnam <i>Approved in Bahrain and Oman; awaiting publication and opposition period.</i>
ROUND TABLE & Horizontal Design 	International Registration designating: China	1006198	January 29, 2009	Chicken; chicken wings; salads, namely, fruit, garden and vegetable salads; pork ribs, cooked vegetables in Class 29. [Bread sticks; bread stuffing;] pasta; pizza in Class 30 [deleted in China]. Restaurant services, including the use of goods mentioned in classes 29 and 30 which can be consumed on or off the premises, in Class 43.	REGISTERED Renewal due January 29, 2019

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Trademark Portfolio Status Chart
(Updated December 5, 2011)

TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
ROUND TABLE & Vertical Design 	International Registration designating: China	994463	January 29, 2009	Chicken; chicken wings; salads, namely, fruit, garden and vegetable salads; pork ribs, cooked vegetables, all for consumption on and off the premises in Class 29. [Bread sticks; bread stuffing;] pasta; pizza in Class 30 [deleted in China]. Restaurant services in Class 43.	REGISTERED Renewal due January 29, 2019 <i>Awaiting registration in China.</i>
ROUND TABLE	Iraq	57460	September 6, 2010	Restaurant services in Class 42.	PENDING Awaiting examination.
ROUND TABLE	Japan	3265727	February 24, 1997	Sandwiches, pizza, meat pies, ravioli in Class 30.	REGISTERED Renewal due February 24, 2017.
ROUND TABLE (in Katakana)	Japan	1487070	November 27, 1981	Meat, eggs, edible aquatic animals, frozen vegetables, frozen fruits in Class 29 Pizza, sandwiches, unroasted coffee in Class 30	REGISTERED Renewal due November 27, 2016.

Round Table Pizza Franchise Corporation
Trademark Portfolio Status Chart
(Updated December 5, 2011)

TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
Three Flags Design (color)	Japan	2357517	December 25, 1991	Tea, coffee, cocoa in Class 30	REGISTERED Renewal due December 25, 2016.
CALIFORNIA ROUND TABLE PIZZA and Design	Jordan	36192	June 23, 1994	Biscuits and chocolate, tapioca; sago; artificial flour and preparations made from cereals, bread, pastry and confectionery, ices; honey; treacle; yeast; baking-powder, salt, mustard; vinegar; sauces (condiments); spices; ice and all goods included in Class 30	REGISTERED Renewal due June 23, 2021.
ROUND TABLE	Jordan	35450	July 24, 1994	Biscuits and chocolate, tapioca; sago; artificial flour and preparations made from cereals, bread, pastry and confectionery, ices; honey; treacle; yeast; baking-powder, salt, mustard; vinegar; sauces (condiments); spices; ice and all goods included in Class 30	REGISTERED Renewal due July 24, 2021.

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Trademark Portfolio Status Chart
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TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
ROUND	Korea	15192	November 29, 2011	Restaurant business; quick lunch room business; snack bar business in Class 42	REGISTERED Renewal due November 29, 2021.
ROUND (in Korean characters)	Korea	15193	November 29, 2011	Restaurant business; quick lunch room business; snack bar business in Class 42	REGISTERED Renewal due November 29, 2021.
ROUND TABLE	Korea	215315	June 18, 1991	Pizza; noodle; instant noodles; cold buckwheat noodle; thin knead paste for bun; food packed in lunch-box; sandwich; toast; hot dog; mung-bean pancakes in Class 30	REGISTERED Renewal due June 18, 2021.
ROUND TABLE (in Korean characters)	Korea	215314	June 18, 1991	Pizza; noodle; instant noodles; cold buckwheat noodle; thin knead paste for bun; food packed in lunch-box; sandwich; toast; hot dog; mung-bean pancakes in Class 30	REGISTERED Renewal due June 18, 2021.
ROUND TABLE	Korea	41-0012425	October 12, 1990	Restaurant services in Class 42	REGISTERED Renewal due October 12, 2020.
ROUND TABLE (in Korean characters)	Korea	41-0012928	November 26, 1990	Restaurant services in Class 42	REGISTERED Renewal due November 26, 2020.


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Trademark Portfolio Status Chart
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TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
ROUND TABLE	Kuwait	111643	May 6, 2010	Restaurant services in Class 43.	PENDING Published; awaiting registration.
ROUND TABLE	Mexico	1,163,351	June 10, 2010	Restaurant services in Class 43.	REGISTERED Use should begin by June 10, 2013. Renewal due June 10, 2020.
ROUND TABLE	Qatar	62402	May 26, 2010	Restaurant services in Class 43.	PENDING Awaiting examination.
ROUND TABLE	Saudi Arabia	251/7	August 8, 1990	Restaurant services in Class 43	REGISTERED Renewal due September 13, 2019.
ROUND TABLE	Taiwan	2761	October 1, 1979	Restaurant services in Taiwan Class 7	REGISTERED Renewal due September 30, 2019.
GUINEVERE'S GARDEN DELIGHT	Taiwan	379269	October 16, 1987	Preserved fruits, candies, biscuits, cookies, bread, pastries, bakery products, pizza and calzone in Taiwan Class 26	REGISTERED Renewal due October 15, 2017.

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TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
KING ARTHUR'S SUPREME	Taiwan	379268	October 16, 1987	Preserved fruits, candies, biscuits, cookies, bread, pastries, bakery products, pizza and calzone in Taiwan Class 26	REGISTERED Renewal due October 15, 2017.
KNIGHTS OF THE ROUND TABLE (in Chinese characters)	Taiwan	26793	October 1, 1987	Restaurant services in Taiwan Class 7	REGISTERED Renewal due September 30, 2017.
ROUND TABLE	Taiwan	382478	November 16, 1987	Preserved fruits, candies, biscuits, cookies, bread, pastries, bakery products, pizza and calzone in Taiwan Class 26	REGISTERED Renewal due November 15, 2017.
ROUND TABLE (in English and Chinese characters)	Taiwan	400784	May 16, 1988	Preserved fruits, candies, biscuits, cookies, bread, pastries, bakery products, pizza and calzone in Taiwan Class 24	REGISTERED Renewal due November 15, 2017.
ROUND TABLE	United Arab Emirates	124783	January 15, 2009	Restaurant services in Class 43.	PENDING Registration fees paid; awaiting registration.

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TRADEMARK	COUNTRY	APPLICATION NO. OR REGISTRATION NO.	FILING DATE OR EFFECTIVE DATE OF REGISTRATION	GOODS/SERVICES	STATUS
ROUND TABLE PIZZA and Design 	United Arab Emirates	124784	January 15, 2009	Restaurant services in Class 43.	PENDING Registration fees paid; awaiting registration.