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TO:PARTRIDGE SNOW & HAHN LLP COMPANY:ATTN: CHRISTOPHER CURRIER, ESQ.

OCT-17-2012 15:32 From:Partridge Snow&Hahn 508 599 3010 To:USPTO P.2/11

Form PTO-1594 (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/2015)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

10/17/2012
RECORD COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

TMA Enterprises of Ferndale, LLC

- Individual(s)
- Partnership
- Corporation- State: _____
- Other Limited Liability Company
- Association
- Limited Partnership

Citizenship (see guidelines) U.S.A.

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) 9/25/12

- Assignment
- Security Agreement
- Other Confirmation of Pledge IP
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: RBS Citizens, National Association

Street Address: 28 State Street 14th floor

City: Boston

State: MA

Country: U.S.A Zip: 02108

- Individual(s) Citizenship _____
- Association Citizenship USA
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

B. Trademark Registration No.(s)

See attached

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See attached

5. Name & address of party to whom correspondence concerning document should be mailed:

Name Partridge Snow & Hahn LLP

Internal Address: Attn: Christopher Currier, Esq.

Suite 200

Street Address: 1700 West Park Drive

City: Westborough

State: MA Zip: 01581

Phone Number: 508-599-3000

Docket Number: 985-1329

Email Address: cc@psh.com

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$340.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 503045

Authorized User Name Lalitha Rao

9. Signature:

10/17/12

Signature

Date

Christopher J. Currier, Esq.

Total number of pages including cover sheet, attachments, and document

9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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Conveying Parties

Flyer Enterprises, Inc.
 Anker, Inc.
 TMA Enterprises of NOVI, Inc.
 AMC Grand Blanc, Inc.
 AMC Petoskey, Inc.
 AMC Troy, Inc.
 AMC Flint, Inc.
 AMC Port Huron, Inc.
 AMC Chesterfield, Inc.
 AMC Marquette, Inc.
 MCA Enterprises Brandon, Inc.
 AMC North Port, Inc.
 AMC Riverview, Inc.
 Berkley Burgers, Inc.
 Troy Burgers, Inc.
 Ann Arbor Burgers, Inc.
 AMC Traverse City, Inc.
 Brighton Burgers, Inc.
 Cascade Burgers Real Estate, Inc.
 Cascade Burgers, Inc.
 East Lansing Burgers, Inc.
 Bearcat Enterprises, Inc.
 Shelby Township Burgers, Inc.
 AMC Detroit, Inc.
 Bloomfield Burgers, Inc.
 Holland Burgers, Inc.
 Grandville Burgers, Inc.
 Chesterfield Township Burgers, Inc.
 Detroit Burgers, Inc.
 Grand Rapids Burgers, Inc.
 AMC Sault Ste. Marie, Inc.
 AMC Lapceer, Inc.
 each, a Michigan corporation

TMA Enterprises of Ferndale, LLC
 Ansley Group, L.L.C.
 AMC Warren, LLC
 Buckeye Group, LLC
 Buckeye Group II, LLC
 each, a Michigan limited liability
 company

AMC Crown Point, Inc.
 AMC Hobart, Inc.
 AMC Schererville, Inc.
 AMC Valparaiso, Inc.
 Indy/Michigan Road Inc.
 Avon Burgers, Inc.
 Westfield Burgers, Inc.
 each, an Indiana corporation

AMC Lakeland, Inc.
 AMC Sarasota, Inc.
 AMC Ft. Myers, Inc.
 AMC Largo, Inc.
 AMC Ybor, Inc.
 each, a Florida corporation

AMC Calumet City, Inc.
 AMC Homewood, Inc.
 AMC Lansing, Inc.
 AMC Lincoln Park, Inc.
 each, an Illinois corporation

TRADEMARK

REEL: 004895 FRAME: 0325

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Schedule 1Trademark Applications and Trademark RegistrationsTrademarks

Description of Mark	Serial Number	Date of Registration	Registration Number	Status of Section 8/15 Filing	Renewal (Subject to Section 8 Declaration)	Goods
	77172792	September 16, 2008	8502492	n/a	September 16, 2018	Restaurant Services, Class 43
Bagger Dave's	77172741	August 5, 2008	8481681	n/a	August 5, 2018	Restaurant Services, Class 43
Bagger Dave's Legendary Burgers & Fries	77172731	September 16, 2008	8481681	n/a	September 16, 2018	Restaurant Services, Class 43
Make A Fresh Start Here	77559181	April 7, 2009	3602146	n/a	April 7, 2019	Restaurant Services, Class 43
Railhouse Burger Sauce	77559787	April 14, 2009	3605612	n/a	April 14, 2019	Sauces, Class 30
The Blues Burger	77559788	April 14, 2009	3605611	n/a	April 14, 2019	Hamburger Sandwiches, Class 30
Train Wreck Burger	77559781	April 14, 2009	3605610	n/a	April 14, 2019	Hamburger Sandwiches, Class 30
Dave's Sloppy BBQ	77559776	April 14, 2009	3605609	n/a	April 14, 2019	Hamburger Sandwiches, Class 30
Dave's Sweet Potato Chips	77764334	January 19, 2010	3733377	n/a	January 19, 2020	Fried Potatoes, Class 29
Sloppy Dave's BBQ	77831421	(anticipated)	(anticipated)	n/a	n/a	Sandwiches, Class 30
Sloppy Dave's Fries	77905498	(anticipated)	(anticipated)	n/a	n/a	French Fried Potatoes, Class 29

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Meaningless Free Toppings	77905468	(anticipated)	(anticipated)	n/a	n/a	Food Seasonings, Class 30
Amazingly Delicious Turkey Black Bean Chili	77956935	(anticipated)	(anticipated)	n/a	n/a	Chili, Class 30

U.S. Copyrights

Description of Copyright/Title	Registration Number	Effective Date of Registration/Renewal Date	Expires
Bagger Dave's Menu	TX 6-909-369	October 27, 2008	October 27, 2013

Trademark Licenses

None

KM: 4638-7425-3318, v. 3

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**Confirmation of Obligations under Security Agreement/Grant of Security Interest in
Copyrights/Trademark Security Agreement**

September 25, 2012

RBS Citizens, National Association
28 State Street, 14th Floor
Boston, MA 02109

Ladies/Gentlemen:

Reference is made to the following documents, together the "Security Documents", pursuant to which the Debtors (defined below) granted security interests in certain collateral, including trademark and copyright collateral described therein (the "Collateral"), to your Bank as security for the payment and performance of all obligations referred to therein:

1. Security Agreement dated May 5, 2010 (as the same may have been amended and confirmed) of AMC Burgers, Inc. ("AMC"), Bagger Dave's Franchising Corporation, Berkley Burgers, Inc., Troy Burgers, Inc. and Ann Arbor Burgers, Inc. and other listed therein, in favor of your Bank;
2. Trademark Security Agreement dated May 5, 2010 (as the same may have been amended and confirmed) of AMC, Bagger Dave's Franchising Corporation, Berkley Burgers, Inc., Troy Burgers, Inc. and Ann Arbor Burgers, Inc., in favor of your Bank; and
3. Grant of Security Interest in Copyrights dated May 5, 2010 (as the same may have been amended and confirmed) of AMC in favor of your Bank.

The parties to the Security Documents (other than the Bank) shall be referred to as the "Debtors".

The undersigned hereby confirm and agree that the Security Documents and the Collateral referred to therein, secures the following obligations to the Bank, including any amendments, modifications, extensions or renewals thereof, together the "Obligations":

(i) a certain Credit Agreement dated the date hereof of the entities listed on the attached Exhibit A hereto (the "Borrowers"), and any and all extensions, renewals and modifications thereof and substitutions therefor (the "Credit Agreement"), (ii) a certain

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term loan promissory note dated the date hereof of the Borrowers in favor of the Bank in the original principal amount of \$37,000,000.00, and any and all extensions, renewals and modifications thereof and substitutions therefor ("Note 1"), (iii) a certain development line of credit note dated the date hereof of the Borrowers in favor of the Bank in the original principal amount of \$10,000,000.00, and any and all extensions, renewals and modifications thereof and substitutions therefor ("Note 2"), (iv) a certain revolving line of credit note dated the date hereof of the Borrowers in favor of the Bank in the original principal amount of \$1,000,000.00, and any and all extensions, renewals and modifications thereof and substitutions therefor ("Note 3"), (v) the payment, performance and observance of all terms, conditions, covenants, and agreements on the part of the Borrowers, and each of them, to be paid, performed or observed pursuant to the Term Out Notes (as such term is defined in the Credit Agreement) and any extensions, renewals and modifications thereof and any substitutions therefor (the Credit Agreement, Note 1, Note 2, Note 3, and the Term Out Notes, being referred to herein as the "Credit Documents"); (vi) the Unlimited Guaranty dated the date hereof of AMC in favor of the Bank of the obligations of the Borrowers to the Bank under the Credit Documents; and (viii) the Unlimited Guaranty dated the date hereof of Bagger Dave's Franchising Corporation in favor of the Bank of the obligations of the Borrowers to the Bank under the Credit Documents.

The undersigned hereby further confirms and agrees that the Collateral secures the payment of all Obligations to your Bank.

As confirmed hereby, all terms and conditions of the Security Agreement shall remain in full force and effect.

(Signature Page Follows)

TO:PARTRIDGE SNOW & HAHN LLP COMPANY:ATTN: CHRISTOPHER CURRIER, ESQ.

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~ Signature page to Confirmation of Pledge IP ~

Executed by each of the parties below as a document under seal as of the date first written above:

TMA Enterprises of Ferndale, LLC
Ansley Group, L.L.C.
AMC Warren, LLC
Buckeye Group, LLC
Buckeye Group II, LLC,
Each a Michigan Limited Liability Company

By: AMC Wings, Inc., sole member of each of the above listed entities

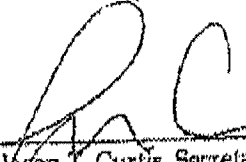
By: 
Jason T. Curtis, Secretary

AMC Crown Point, Inc.
AMC Hobart, Inc.
AMC Schererville, Inc.
AMC Valparaiso, Inc.
Indy/Michigan Road Inc.
Avon Burgers, Inc.
Westfield Burgers, Inc.
each, an Indiana corporation

AMC Lakeland, Inc.
AMC Sarasota, Inc.
AMC Ft. Myers, Inc.
AMC Largo, Inc.
AMC Ybor, Inc.
each, a Florida corporation

AMC Calumet City, Inc.
AMC Homewood, Inc.
AMC Lansing, Inc.
AMC Lincoln Park, Inc.
each, an Illinois corporation

Flyer Enterprises, Inc.
Anker, Inc.
TMA Enterprises of NOVI, Inc.
AMC Grand Blanc, Inc.
AMC Petoskey, Inc.
AMC Troy, Inc.
AMC Flint, Inc.
AMC Port Huron, Inc.
AMC Chesterfield, Inc.
AMC Marquette, Inc.
MCA Enterprises Brandon, Inc.
AMC North Port, Inc.
AMC Riverview, Inc.
Berkley Burgers, Inc.
Troy Burgers, Inc.
Ann Arbor Burgers, Inc.
AMC Traverse City, Inc.
Brighton Burgers, Inc.
Cascade Burgers Real Estate, Inc.
Cascade Burgers, Inc.
East Lansing Burgers, Inc.
Bearcat Enterprises, Inc.
Shelby Township Burgers, Inc.
AMC Detroit, Inc.
Bloomfield Burgers, Inc.
Holland Burgers, Inc.
Grandville Burgers, Inc.
Chesterfield Township Burgers, Inc.
Detroit Burgers, Inc.
Grand Rapids Burgers, Inc.
AMC Sault Ste. Marie, Inc.
AMC Lapeer, Inc.
each, a Michigan corporation

By: 
Jason T. Curtis, Secretary
of each of the above listed entities

TO:PARTRIDGE SNOW & HAHN LLP COMPANY:ATTN: CHRISTOPHER CURRIER, ESQ.

-- Signature page to Confirmation of IP Pledge --

STATE OF MICHIGAN
COUNTY OF Oakland

On this 25th day of September, 2012, before me, the undersigned notary public, personally appeared Jason T. Curtis, as Secretary of AMC Wings, Inc., the sole member of each of TMA Enterprises of Ferndale, LLC, Ansley Group, L.L.C., AMC Warran, LLC, Buckeye Group, LLC and Buckeye Group II, LLC, proved to me through satisfactory evidence of identification, which was State of Michigan driver's license, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it as such Secretary, voluntarily for its stated purpose.

Kathleen Marie Hahn
Print Name:
Notary Public, Wayne County, MI
Acting in Oakland County
My commission expires: 5-22-2017

STATE OF MICHIGAN
COUNTY OF Oakland

On this 25th day of September, 2012, before me, the undersigned notary public, personally appeared Jason T. Curtis, as Secretary of each of Flyer Enterprises, Inc., Anker, Inc., TMA Enterprises of Novi, Inc., AMC Grand Blanc, Inc., AMC Petoskey, Inc., AMC Troy, Inc., AMC Flint, Inc., AMC Port Huron, Inc., AMC Chesterfield, Inc., AMC Marquette, Inc., MCA Enterprises Brandon, Inc., AMC North Port, Inc., AMC Riverview, Inc., Berkley Burgers, Inc., Troy Burgers, Inc., Ann Arbor Burgers, Inc., AMC Traverse City, Inc., Brighton Burgers, Inc., Cascade Burgers Real Estate, Inc., Cascade Burgers, Inc., East Lansing Burgers, Inc., Bearcat Enterprises, Inc., Chesterfield Township Burgers, Inc., Detroit Burgers, Inc., Grand Rapids Burgers, Inc., AMC Sault Ste. Marie, Inc., AMC Lapeer, Inc., AMC Lakeland, Inc., AMC Sarasota, Inc., AMC Ft. Myers, Inc., AMC Ybor, Inc., Shelby Township Burgers, Inc., AMC Detroit, Inc., AMC Largo, Inc., Bloomfield Burgers, Inc., Holland Burgers, Inc., Grandville Burgers, Inc., Indy/Michigan Road Inc., Avon Burgers, Inc., Westfield Burgers, Inc., AMC Calumet City, Inc., AMC Homewood, Inc., AMC Lansing, Inc., AMC Lincoln Park, Inc., AMC Crown Point, Inc., AMC Hobart, Inc., AMC Schererville, Inc., and AMC Valparaiso, Inc., proved to me through satisfactory evidence of identification, which was State of Michigan driver's license, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it as such Secretary, voluntarily for its stated purpose.

Kathleen Marie Hahn
Print Name: Kathleen Marie Hahn
Notary Public, Wayne County, MI
Acting in Oakland County
My commission expires: 5-22-2017

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Signature page to Confirmation of IP Pledge ~

RBS CITIZENS, NATIONAL ASSOCIATION

By: 
Christopher J. Wickles,
Senior Vice President

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EXHIBIT A

Flyer Enterprises, Inc.
 Anker, Inc.
 TMA Enterprises of NOVI, Inc.
 AMC Grand Blanc, Inc.
 AMC Petoskey, Inc.
 AMC Troy, Inc.
 AMC Flint, Inc.
 AMC Port Huron, Inc.
 AMC Chesterfield, Inc.
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 Cascade Burgers Real Estate, Inc.
 Cascade Burgers, Inc.
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 Detroit Burgers, Inc.
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 AMC Sault Ste. Marie, Inc.
 AMC Lapeer, Inc.
 each, a Michigan corporation

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 AMC Valparaiso, Inc.
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 each, an Indiana corporation

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 AMC Ft. Myers, Inc.
 AMC Largo, Inc.
 AMC Ybor, Inc.
 each, a Florida corporation

AMC Calumet City, Inc.
 AMC Homewood, Inc.
 AMC Lansing, Inc.
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 each, an Illinois corporation