TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST - TRADEMARKS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
OTG Experience, LLC		12/11/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Highbridge Principal Strategies, LLC
Street Address:	40 West 57th Street
Internal Address:	33rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 87

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:	4130969	BAR BRACE
Registration Number:	3878075	BISOUX
Registration Number:	4009731	CANDYBAR
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:	3946406	CROQUE MADAME

CH $2190.00 3562380

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
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
Registration Number:	4003676	AN OTG EXPERIENCE
Registration Number:	4003677	OTG
Registration Number:	4161420	AN OTG EXPERIENCE
Registration Number:	4173013	BISOUX
Serial Number:	77881519	COTTO
Serial Number:	85162078	"EMPIRE GRILL"
Serial Number:	77904897	HARRY'S DELI
Serial Number:	85162061	INTERWICH
Serial Number:	85383435	KOMBU
Serial Number:	85079407	NOOBAR

	85054928	OTG MANAGEMENT
Serial Number:	85054932	OTG DESIRE
Serial Number:	85036576	OTG DESIRE
Serial Number:	85381670	OTG FILLING STATION
Serial Number:	85054929	OTG INTERACTIVE
Serial Number:	85042967	VAGABOND BURGER BAR
Serial Number:	77861115	WIBAR
Serial Number:	85752981	WIBAR
Serial Number:	78894100	BENZINA
Serial Number:	85217112	BUILD A BAGEL
Serial Number:	85221847	INDEPENDENCE HALL
Serial Number:	85230198	SO MANY WINES, SO LITTLE TIME
Serial Number:	85282070	VOLANTE
Serial Number:	85276183	WIGENIUS
Serial Number:	85327431	SHOYU
Serial Number:	85314585	TWINBURGER
Serial Number:	85327429	VERO
Serial Number:	85342045	800°
Serial Number:	85327427	MBH MINNESOTA BEER HALL
Serial Number:	85368335	LIBERTY PRIME
Serial Number:	85500167	CIBO EXPRESS GOURMET MARKETS
Serial Number:	85500049	CIBO EXPRESS GOURMET MARKETS
Serial Number:	85500127	CIBO EXPRESS GOURMET MARKETS
Serial Number:	85498570	CIBO EXPRESS GOURMET MARKETS
Serial Number:	85445299	EMPIRE TAVERN
Serial Number:	85570622	IOTG
Serial Number:	85529767	ISKY
Serial Number:	85529991	NOLIB TAVERN
Serial Number:	85460460	OTGMEDIABAR
Serial Number:	85460635	OTGMEDIABAR
Serial Number:	85394154	WORLD NECTAR
Serial Number:	85445295	XUN SU
Serial Number:	85698042	BABA BAR
Serial Number:	85695910	BOULE CAFÉ
Serial Number:	85698047	GERMANTOWN BIERGARTEN

	85711308	LOVE GRILLE
Serial Number:	85695896	PASSYUNK STEAKS
Serial Number:	85667121	SGR
Serial Number:	85750604	FLYBAR

CORRESPONDENCE DATA

Fax Number: 2125935955

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

Phone: 212-756-2132

Email: scott.kareff@srz.com

Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP

Address Line 1: 919 Third Avenue

Address Line 2: 22nd Floor

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	041598-0012
NAME OF SUBMITTER:	Scott Kareff (041598/0012)
Signature:	/kc for sk/
Date:	02/19/2013

Total Attachments: 4

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EXECUTION VERSION

GRANT OF A SECURITY INTEREST --TRADEMARKS

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 a Security Agreement, dated December 11, 2012 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Highbridge Principal Strategies, LLC, a Delaware limited liability company, as the Collateral Agent for itself and the Secured Parties (as defined in the Security Agreement) (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, 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 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"), 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.

(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 11, 2012.

OTG EXPERIENCE, LLC

By: _____

Name: Christopher J. Redd

Title: Secretary, Vice President & General Counsel

SCHEDULE A TO GRANT OF A SECURITY INTEREST

TRADEMARKS:

Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
OTG Experience, LLC	3,562,380	5IVE STEAK
OTG Experience, LLC	3,596,509	AERONUOVA
OTG Experience, LLC	3,583,951	AN OTG EXPERIENCE
OTG Experience, LLC	3,670,503	AN OTG EXPERIENCE
OTG Experience, LLC	2,936,668	AWAY CAFÉ
OTG Experience, LLC	4,130,969	BAR BRACE
OTG Experience, LLC	3,878,075	BISOUX
OTG Experience, LLC	4,009,731	CANDYBAR
OTG Experience, LLC	2,593,285	CIBO EXPRESS
OTG Experience, LLC	2,772,732	CIBO BISTRO & WINE BAR
OTG Experience, LLC	2,790,801	CIBO BISTRO & WINE BAR (and Design)
OTG Experience, LLC	3,584,432	CIBOSOUNDS
OTG Experience, LLC	3,946,406	CROQUE MADAME
OTG Experience, LLC	3,583,995	DEEP BLUE ON THE FLY
OTG Experience, LLC	2,873,836	DEEP BLUE SUSHI
OTG Experience, LLC	3,558,119	HORIZON BAKERY CAFÉ
OTG Experience, LLC	2,317,271	JET ROCK BAR AND GRILL
OTG Experience, LLC	3,250,507	JOEY'S NEW YORK PIZZA (and Design)
OTG Experience, LLC	3,547,572	LA VIE
OTG Experience, LLC	3,576,989	LUCY'S ASIAN KITCHEN
OTG Experience, LLC	3,069,045	MEX AND THE CITY
OTG Experience, LLC	2,956,056	NEW YORK SPORTS GRILL
OTG Experience, LLC	3,195,101	NYSB NEW YORK SPORTS BAR (and Design)
OTG Experience, LLC	3,027,350	NYSG NEW YORK SPORTS GRILL (and Design)
OTG Experience, LLC	3,498,678	OTG (and Design)
OTG Experience, LLC	3,737,663	OTG INTERACTIVE (and Design)
OTG Experience, LLC	3,731,825	OTGINTERACTIVE
OTG Experience, LLC	2,908,809	OTG MANAGEMENT
OTG Experience, LLC	3,511,478	OTG Management (Stylized)
OTG Experience, LLC	3,550,971	PIQUILLO
OTG Experience, LLC	3,722,104	RE:VIVE
OTG Experience, LLC	3,581,151	REVOLUCIÓN
OTG Experience, LLC	3,140,373	SANDWICH DIPPERS
OTG Experience, LLC	2,696,522	SKY ASIAN BISTRO
OTG Experience, LLC	3,402,563	SLIP MAHONEY'S BAR & GRILL
OTG Experience, LLC	3,651,885	THET5EXPERIENCE
OTG Experience, LLC	3,877,601	WORLD BEAN
OTG Experience, LLC	3,881,322	TAGLIARE
OTG Experience, LLC	4,003,676	AN OTG EXPERIENCE
OTG Experience, LLC	4,003,677	OTG (STYLIZED and/ or WITH DESIGN)
OTG Experience, LLC	4,161,420	AN OTG EXPERIENCE
OTG Experience, LLC	4,173,013	BISOUX

Applications:

OWNER	APPLICATION NUMBER	TRADEMARK
OTG Experience, LLC	77-881519	COTTO
OTG Experience, LLC	85-162078	EMPIRE GRILL
OTG Experience, LLC	77-904897	HARRY'S DELI
OTG Experience, LLC	85-162061	INTERWICH
OTG Experience, LLC	85-383435	KOMBU
OTG Experience, LLC	85-079407	NOOBAR
OTG Experience, LLC	85-054928	OTG MANAGEMENT
OTG Experience, LLC	85-054932	OTG DESIRE
OTG Experience, LLC	85-036576	OTG DESIRE (OTGDESIRE.COM)
OTG Experience, LLC	85-381670	OTG Filling Station
OTG Experience, LLC	85-054929	OTG INTERACTIVE
OTG Experience, LLC	85-042967	VAGABOND BURGER BAR
OTG Experience, LLC	77-861115	WIBAR
OTG Experience, LLC	85-752981	WIBAR
OTG Experience, LLC	78-894,100	BENZINA
OTG Experience, LLC	85-217112	BUILD A BAGEL
OTG Experience, LLC	85-221847	INDEPENDENCE HALL
OTG Experience, LLC	85-230198	SO MANY WINES, SO LITTLE TIME
OTG Experience, LLC	85-282070	VOLANTE
OTG Experience, LLC	85-276183	WIGENIUS
OTG Experience, LLC	85-327431	SHOYU (and Design)
OTG Experience, LLC	85-314585	TWINBURGER
OTG Experience, LLC	85-327429	VERO (and Design)
OTG Experience, LLC	85-342045	800°
OTG Experience, LLC	85-327427	MINNESOTA BAR HALL
OTG Experience, LLC	85-368335	LIBERTY PRIME
OTG Experience, LLC	85-500167	CIBO EXPRESS GOURMET MARKETS (and Design)
OTG Experience, LLC	85-500049	CIBO EXPRESS GOURMET MARKETS (and Design)
OTG Experience, LLC	85-500127	CIBO EXPRESS GOURMET MARKETS
OTG Experience, LLC	85-498570	CIBO EXPRESS GOURMET MARKETS
OTG Experience, LLC	85-445299	EMPIRE TAVERN
OTG Experience, LLC	85-570622	iOTG
OTG Experience, LLC	85-529767	iSKY
OTG Experience, LLC	85-529991	NOLIB TAVERN
OTG Experience, LLC	85-460460	OTGMEDIABAR
OTG Experience, LLC	85-460635	OTGMEDIABAR (and Design)
OTG Experience, LLC	85-394154	WORLD NECTAR
OTG Experience, LLC	85-445295	XUN SU
OTG Experience, LLC	85-698042	BABA BAR
OTG Experience, LLC	85-695910	BOULE CAFÉ
OTG Experience, LLC	85-698047	GERMANTOWN BIERGARTEN
OTG Experience, LLC	85-711308	LOVE GRILLE
OTG Experience, LLC	85-695896	PASSYUNK STEAKS
OTG Experience, LLC	85-667121	SGR
OTG Experience, LLC	85-750604	FLYBAR