

900252710 04/17/2013

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Confirmation of Pledge of Intellectual Property		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TMA Enterprises of Ferndale, LLC		04/15/2013	LIMITED LIABILITY COMPANY; UNITED STATES
RECEIVING PARTY DATA			
Name:	RBS Citizens, National Association		
Street Address:	28 State Street		
Internal Address:	14th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02109		
Entity Type:	National Association; UNITED STATES		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Serial Number:	77831421	SLOPPY DAVE'S BBQ	
Serial Number:	77905498	SLOPPY DAVE'S FRIES	
Serial Number:	77905468	MEANINGLESS FREE TOPPINGS	
Serial Number:	77956935	AMAZINGLY DELICIOUS TURKEY BLACK BEAN CH	
Registration Number:	3502492	BAGGER DAVE'S LEGENDARY BURGERS & FRIES	
Registration Number:	3481681	BAGGER DAVE'S	
Registration Number:	3602146	MAKE A FRESH START HERE.	
Registration Number:	3605612	RAILHOUSE BURGER SAUCE	
Registration Number:	3605611	THE BLUES BURGER	
Registration Number:	3605610	TRAIN WRECK BURGER	
Registration Number:	3605609	DAVE'S SLOPPY BBQ	
Registration Number:	3739877	DAVE'S SWEET POTATO CHIPS	
Registration Number:	3502491	BAGGER DAVE'S LEGENDARY BURGERS & FRIES	

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TRADEMARK
 REEL: 005017 FRAME: 0221

CORRESPONDENCE DATA

Fax Number: 5085993010

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

Phone: (508) 599-3018

Email: keb@psh.com

Correspondent Name: Kerri E. Burke, Esq.

Address Line 1: 1700 West Park Drive

Address Line 2: Suite 200

Address Line 4: Westborough, MASSACHUSETTS 01581

ATTORNEY DOCKET NUMBER:

965-1329

NAME OF SUBMITTER:

Kerri E. Burke

Signature:

/keb/

Date:

04/17/2013

Total Attachments: 6

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~ Signature Page to Security Agreement ~

conveying parties

4115113

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

AMC Crown Point, Inc.
 AMC Hobart, Inc.
 AMC Schererville, Inc.
 AMC Valparaiso, Inc.
 Indy/Michigan Road Inc.
 Avon Burgers, Inc.
 Westfield Burgers, Inc.
 Avon Burgers Real Estate, Inc.
 AMC Hammond 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..
 AMC Chicago, Inc.
 * each, an Illinois corporation

Flyer Enterprises, Inc.
 Anker, Inc.
 TMA Enterprises of NOVI, Inc.
 AMC Grand Blanc, Inc.
 AMC Pctoskey, 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: Ioana Ben-Ezra
 Ioana Ben-Ezra, Secretary
 of each of the above listed entities

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

April 15, 2013

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. Trademark 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., in favor of your Bank; and
2. 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 as administrative agent (in such capacity, the "Administrative Agent") for the Lenders and the Swingline Lender as defined in the Credit Agreement (defined below), including any amendments, modifications, extensions or renewals thereof, together the "Obligations". All capitalized terms used herein shall, unless otherwise defined herein, have the same meanings given to such terms in the Credit Agreement (defined below):

(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) two (2) term notes each dated as of April 15, 2013, made by the Borrowers in favor of RBS Citizens and Wells Fargo Bank, N.A. in the original principal amounts of \$31,396,825.00

and \$14,603,175.00, respectively, and any extensions, renewals, amendments, modifications, replacements, or restatements thereof, and substitutions therefor (collectively the "Term Notes"), (iii) two (2) promissory notes each dated as of April 15, 2013, made by the Borrowers in favor of RBS Citizens and Wells Fargo Bank, N.A. in the original principal amounts of \$10,238,095.00 and \$4,761,905.00, respectively, and any extensions, renewals, amendments, modifications, replacements, or restatements thereof, and substitutions therefor (collectively, the "Development Line of Credit Notes"), (iv) two (2) promissory notes each dated as of April 15, 2013, made by the Borrowers in favor of RBS Citizens and Wells Fargo Bank, N.A. in the original principal amounts of \$1,365,079.00 and \$634,921.00, respectively, and any extensions, renewals, amendments, modifications, replacements, or restatements thereof, and substitutions therefor (collectively, the "Revolving Line of Credit Notes"), (v) the \$1,000,000.00 Swingline Loan note (as such term is defined in the Credit Agreement) and any extensions, renewals, amendments, modifications, replacements, or restatements thereof, and substitutions therefor (the "Swingline Note", and together with the Term Notes, the Development Line of Credit Notes, and the Revolving Line of Credit Notes, hereinafter collectively the "Notes"), (the Credit Agreement and the Notes being referred to herein as the "Credit Documents"); (vii) 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)

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

AMC Crown Point, Inc.
AMC Hobart, Inc.
AMC Schererville, Inc.
AMC Valparaiso, Inc.
Indy/Michigan Road Inc.
Avon Burgers, Inc.
Westfield Burgers, Inc.
Avon Burgers Real Estate, Inc.
AMC Hammond 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.
AMC Chicago, 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.
AMC Burgers, Inc.
Bagger Dave's Franchise Corporation
each, a Michigan corporation

By: Ioana Ben-Ezra
Ioana Ben-Ezra, Secretary
of each of the above listed entities

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	3502492	n/a	September 16, 2018	Restaurant Services, Class 43
Bagger Dave's	77172741	August 5, 2008	3481881	n/a	August 5, 2018	Restaurant Services, Class 43
Bagger Dave's Legendary Burgers & Fries	77172731	September 16, 2008	3481681	n/a	September 16, 2018	Restaurant Services, Class 43
Make A Fresh Start Here	77589181	April 7, 2009	3602148	n/a	April 7, 2019	Restaurant Services, Class 43
Railhouse Burger Sauce	77589787	April 14, 2009	3605612	n/a	April 14, 2019	Sauces, Class 30
The Muns Burger	77589788	April 14, 2009	3605611	n/a	April 14, 2019	Hamburger Sandwiches, Class 30
Train Wreck Burger	77589781	April 14, 2009	3605610	n/a	April 14, 2019	Hamburger Sandwiches, Class 30
Dave's Sloppy BBQ	77589776	April 14, 2009	3605609	n/a	April 14, 2019	Hamburger Sandwiches, Class 30
Dave's Sweet Potato Chips	77764334	January 19, 2010	3739877	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

Meaningless Free Toppings	77905462	(anticipated)	(anticipated)	n/a	n/a	Food Seasonings, Class 30
Amazingly Delicious Turkey Black Bean Chili	77955935	(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
Beggar Dawg's Menu	TX 6-909-369	October 27, 2008	October 27, 2013

Trademark Licenses

None

KM: 4838-7425-3318, v. 3