

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM326622

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AMC Burgers, Inc.		12/16/2014	CORPORATION: MICHIGAN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Citizens Bank, National Association		
<b>Street Address:</b>	28 State Street		
<b>Internal Address:</b>	14th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02109		
<b>Entity Type:</b>	National Bank: UNITED STATES		
<b>PROPERTY NUMBERS Total: 24</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3502491	BAGGER DAVE'S LEGENDARY BURGERS & FRIES	
<b>Registration Number:</b>	3784317	SLOPPY DAVE'S BBQ	
<b>Registration Number:</b>	3828208	MEANINGLESS FREE TOPPINGS	
<b>Registration Number:</b>	3828209	SLOPPY DAVE'S FRIES	
<b>Registration Number:</b>	3863828	AMAZINGLY DELICIOUS TURKEY BLACK BEAN CH	
<b>Registration Number:</b>	4121224	GET YOUR GLASS IN HERE!	
<b>Registration Number:</b>	4121225	WHAT THE ALE!	
<b>Registration Number:</b>	4421540	TWISTED MAC "N" CHEESE	
<b>Registration Number:</b>	4197389	NO JOKE ARTICHOKE BURGER	
<b>Registration Number:</b>	4279468	SAUCY SICILIAN PIZZA BURGER	
<b>Registration Number:</b>	4308126	BAGGER DAVE'S LEGENDARY CRAFT BREWS	
<b>Registration Number:</b>	4405977	BAGGER DAVE'S LEGENDARY CRAFT SODA EST.	
<b>Serial Number:</b>	86038462	INSPIRED BURGERS AND BREWS	
<b>Registration Number:</b>	4529497	BAGGER DAVE'S CRAFT BREWS	
<b>Registration Number:</b>	4529498	BAGGER DAVE'S FRESHLY-CRAFTED BURGER TAV	
<b>Registration Number:</b>	4529645	BAGGER DAVE'S CRAFT SODA	
<b>Registration Number:</b>	4547072	FIERY BLEU BUFFALO BURGER	
<b>Registration Number:</b>	4556015	BAGGER DAVE'S FRESH REWARDS	
<b>Registration Number:</b>	4592685	RAILHOUSE THOUSAND ISLAND	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4592975	BAGGER DAVE'S BURGER TAVERN
Registration Number:	4592978	BAGGER DAVE'S BURGER TAVERN
Serial Number:	86421618	B'LUNCH
Serial Number:	86421627	B'LUNCH
Serial Number:	86469734	BAGGER BOWLS

#### CORRESPONDENCE DATA

Fax Number: 4018618210

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 401-861-8200

Email: trademark@psh.com

Correspondent Name: John E. Ottaviani, Esq.

Address Line 1: 40 Westminster Street

Address Line 2: Suite 1100

Address Line 4: Providence, RHODE ISLAND 02903

ATTORNEY DOCKET NUMBER:	965-1329
NAME OF SUBMITTER:	John E. Ottaviani, Esq.
SIGNATURE:	/jeo/
DATE SIGNED:	12/18/2014

#### Total Attachments: 8

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

December 16, 2014

Citizens Bank, National Association  
(formerly known as RBS Citizens, N.A.)  
28 State Street, 14<sup>th</sup> 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 has 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 has 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 Amended and Restated 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) three promissory notes dated the date hereof, made by the Borrowers

in favor of Citizens, Flagstar Bank, FSB, and The Huntington National Bank in the original principal amounts of \$34,181,818.00, \$110,909,091.00, and \$10,909,091.00, respectively, and any extensions, renewals, refinancings, amendments, modifications, replacements, or restatements thereof, and substitutions therefor (collectively the "Term Notes"), (iii) three promissory notes dated the date hereof, made by the Borrowers in favor of Citizens, Flagstar Bank, FSB, and The Huntington National Bank in the original principal amounts of \$12,207,792.00, \$3,896,104.00, and \$3,896,104.00, respectively, and any extensions, renewals, refinancings, amendments, modifications, replacements, or restatements thereof, and substitutions therefor (collectively, the "Development Line of Credit Notes"), (iv) three promissory notes dated the date hereof, made by the Borrowers in favor of Citizens, Flagstar Bank, FSB, and The Huntington National Bank in the original principal amounts of \$610,390.00, \$194,805.00, and \$194,805.00, respectively, and any extensions, renewals, refinancings, 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"); (vi) the Unlimited Guaranty AMC in favor of the Bank, as amended and confirmed, of the obligations of the Borrowers to the Bank under the Credit Documents; and (vii) the Unlimited Guaranty of Bagger Dave's Franchising Corporation, as amended and confirmed, in favor of the Bank of the obligations of the Borrowers to the Bank under the Credit Documents.

The undersigned confirms and agrees that the "Collateral" includes, in addition to the other collateral referred to in the Security Documents, all right, title and interest of the Debtors in the marks listed on the attached Exhibit B.

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 Documents 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:

AMC Adrian, Inc.  
AMC Bagley, Inc.  
AMC Bagley Real Estate, Inc.  
AMC Birch Run, Inc.  
AMC Calumet City, Inc.  
AMC Canton Real Estate, Inc.  
AMC Chesterfield, Inc.  
AMC Chicago, Inc.  
AMC Clearwater, Inc.  
AMC Crown Point, Inc.  
AMC Detroit, Inc.  
AMC Flint, Inc.  
AMC Ft. Myers, Inc.  
AMC Grand Blanc, Inc.  
AMC Hammond Inc.  
AMC Hammond Real Estate, Inc.  
AMC Hobart, Inc.  
AMC Homewood, Inc.  
AMC Lakeland, Inc.  
AMC Lansing, Inc.  
AMC Lapeer, Inc.  
AMC Largo, Inc.  
AMC Marquette, Inc.  
AMC North Port, Inc.  
AMC Oldsmar, Inc.  
AMC Petoskey, Inc.  
AMC Pinellas Park, Inc.  
AMC Port Huron, Inc.  
AMC Riverview, Inc.  
AMC Royal Oak, Inc.  
AMC Sarasota, Inc.  
AMC Sault Ste. Marie, Inc.  
AMC Schererville, Inc.  
AMC Traverse City, Inc.  
AMC Trinity, Inc.  
AMC Troy, Inc.  
AMC Valparaiso, Inc.  
AMC Warren, LLC  
AMC Wesley Chapel, Inc.  
AMC Wesley Chapel Real Estate, Inc.  
AMC Ybor, Inc.

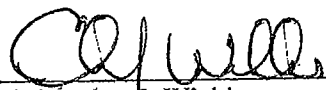
Anker, Inc.  
Ann Arbor Burgers, Inc.  
Ansley Group, L.L.C.  
Avon Burgers, Inc.  
Bearcat Enterprises, Inc.  
Berkley Burgers, Inc.  
Birch Run Burgers, Inc.  
Bloomfield Burgers, Inc.  
Brighton Burgers, Inc.  
Buckeye Group, LLC  
Buckeye Group II, LLC,  
Canton Burgers, Inc.  
Cascade Burgers, Inc.  
Cascade Burgers Real Estate, Inc.  
Chesterfield Burgers Real Estate, Inc.  
Chesterfield Township Burgers, Inc.  
Crown Point Burgers Inc.  
Detroit Burgers, Inc.  
DMM Group, LLC  
East Lansing Burgers, Inc.  
Fishers Burgers, Inc.  
Fort Wayne North Burgers, Inc.  
Flyer Enterprises, Inc.  
Grand Blanc Burgers, Inc.  
Grand Rapids Burgers, Inc.  
Grandville Burgers, Inc.  
Greenwood Burgers, Inc.  
Holland Burgers, Inc.  
Indy/Michigan Road Inc.  
MCA Enterprises Brandon, Inc.  
Schererville Burgers, Inc.  
Shelby Township Burgers, Inc.  
Terre Haute Burgers, Inc.  
TMA Enterprises of Ferndale, LLC  
TMA Enterprises of NOVI, Inc.  
Traverse City Burgers, Inc.  
Troy Burgers, Inc.  
Westfield Burgers, Inc.  
Woodhaven Burgers, Inc.

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

David G. Burke, Treasurer  
of each of the above listed entities

*~ Signature page to Confirmation of Pledge IP ~*

**CITIZENS BANK, NATIONAL ASSOCIATION**

By:   
Christopher J. Wickles,  
Senior Vice President

## EXHIBIT A

AMC Adrian, Inc.  
AMC Bagley, Inc.  
AMC Bagley Real Estate, Inc.  
AMC Birch Run, Inc.  
AMC Calumet City, Inc.  
AMC Canton Real Estate, Inc.  
AMC Chesterfield, Inc.  
AMC Chicago, Inc.  
AMC Clearwater, Inc.  
AMC Crown Point, Inc.  
AMC Detroit, Inc.  
AMC Flint, Inc.  
AMC Ft. Myers, Inc.  
AMC Grand Blanc, Inc.  
AMC Hammond Inc.  
AMC Hammond Real Estate, Inc.  
AMC Hobart, Inc.  
AMC Homewood, Inc.  
AMC Lakeland, Inc.  
AMC Lansing, Inc.  
AMC Lapeer, Inc.  
AMC Largo, Inc.  
AMC Marquette, Inc.  
AMC North Port, Inc.  
AMC Oldsmar, Inc.  
AMC Petoskey, Inc.  
AMC Pinellas Park, Inc.  
AMC Port Huron, Inc.  
AMC Riverview, Inc.  
AMC Royal Oak, Inc.  
AMC Sarasota, Inc.  
AMC Sault Ste. Marie, Inc.  
AMC Schererville, Inc.  
AMC Traverse City, Inc.  
AMC Trinity, Inc.  
AMC Troy, Inc.  
AMC Valparaiso, Inc.  
AMC Warren, LLC  
AMC Wesley Chapel, Inc.  
AMC Wesley Chapel Real Estate, Inc.  
AMC Ybor, Inc.



Anker, Inc.  
Ann Arbor Burgers, Inc.  
Ansley Group, L.L.C.  
Avon Burgers, Inc.  
Bearcat Enterprises, Inc.  
Berkley Burgers, Inc.  
Birch Run Burgers, Inc.  
Bloomfield Burgers, Inc.  
Brighton Burgers, Inc.  
Buckeye Group, LLC  
Buckeye Group II, LLC,  
Canton Burgers, Inc.  
Cascade Burgers, Inc.  
Cascade Burgers Real Estate, Inc.  
Chesterfield Township Burgers, Inc.  
Crown Point Burgers Inc.  
Detroit Burgers, Inc.  
DMM Group, LLC  
East Lansing Burgers, Inc.  
Fishers Burgers, Inc.  
Fort Wayne North Burgers, Inc.  
Flyer Enterprises, Inc.  
Grand Blanc Burgers, Inc.  
Grand Rapids Burgers, Inc.  
Grandville Burgers, Inc.  
Greenwood Burgers, Inc.  
Holland Burgers, Inc.  
Indy/Michigan Road Inc.  
MCA Enterprises Brandon, Inc.  
Schererville Burgers, Inc.  
Shelby Township Burgers, Inc.  
Terre Haute Burgers, Inc.  
TMA Enterprises of Ferndale, LLC  
TMA Enterprises of NOVI, Inc.  
Traverse City Burgers, Inc.  
Troy Burgers, Inc.  
Westfield Burgers, Inc.  
Woodhaven Burgers, Inc.


# EXHIBIT B

## Schedule of Collateral

Mark	Registration Number	Serial Number	Application Date	Registration Date	
BAGGER DAVE'S LEGENDARY BURGERS & FRIES® (standard word mark)	3,502,491			September 16, 2008	
SLOPPY DAVE'S BBQ® (standard word mark)	3784317			May 4, 2010	
MEANINGLESS FREE TOPPINGS® (standard word mark)	3828208			August 3, 2010	
SLOPPY DAVE'S FRIES® (standard word mark)	3828209			August 3, 2010	
AMAZINGLY DELICIOUS TURKEY BLACK BEAN CHILI® (standard word mark)	3863828			October 19, 2010	
GET YOUR GLASS IN HERE! ® (standard word mark)	4121224			April 3, 2012	
WHAT THE ALE! ® (standard word mark)	4121225			April 3, 2012	
TWISTED MAC "N" CHEESE® (Standard word mark)	4421540			October 22, 2013	
NO JOKE ARTICHOKE BURGER ® (standard word mark)	4197389			August 28, 2012	
SAUCY SICILIAN PIZZA BURGER® (standard word mark)	4279468			January 22, 2013	
	4308126			March 26, 2013	



Mark	Registration Number	Serial Number	Application Date	Registration Date	
 BAGGER DAVE'S LEGENDARY CRAFT BREWS® (design plus words, letters, and/or numbers)					
 BAGGER DAVE'S LEGENDARY CRAFT SODA® (design plus words, letters, and/or numbers)	4405977			September 24, 2013	
INSPIRED BURGERS AND BREWS (standard word mark)		86038462	August 15, 2013		
BAGGER DAVE'S CRAFT BREWS® (design plus words, letters, and/or numbers)	4529497			May 13, 2014	
BAGGER DAVE'S FRESHLY CRAFTED BURGER TAVERN EST. 2006® (design plus words, letters and/or numbers)	4529498			May 13, 2014	
BAGGER DAVE'S CRAFT SODA® (design plus words, letters, and/or numbers)	4529645			May 13, 2014	

Mark	Registration Number	Serial Number	Application Date	Registration Date	
FIERY BLEU BUFFALO BURGER® (standard word mark)	4547072			June 10, 2014	
BAGGER DAVE'S FRESH REWARDS® (standard word mark)	4556015			June 24, 2014	
RAILHOUSE THOUSAND ISLAND® (standard word mark)	4592685			August 26, 2014	
BAGGER DAVE'S BURGER TAVERN® (standard word mark)	4592975			August 26, 2014	
 (design plus words, letters, and/or numbers)	4592978			August 26, 2014	
B'Lunch (design plus words, letters, and/or numbers)		86421618	October 13, 2014		
B'Lunch (standard word mark)		86421627	October 13, 2014		
BAGGER BOWLS (standard word mark)		86469734	December 3, 2014		