TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM351106

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
OTG Experience, LLC		08/07/2015	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Highbridge Principal Strategies, LLC, as collateral agent
Street Address:	40 W. 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: 85

Property Type	Number	Word Mark
Registration Number:	4657874	BRKLYN BEER GARDEN
Registration Number:	4466511	CIBO EXPRESS GOURMET MARKETS
Registration Number:	4608161	CIBO EXPRESS GOURMET MARKETS
Registration Number:	4612196	CIBO EXPRESS GOURMET MARKETS
Registration Number:	4728392	COTTO
Registration Number:	4607011	CTY
Registration Number:	4728354	HARRY'S DELI
Registration Number:	4732084	LOFT. KITCHEN & BAR
Registration Number:	4749068	SGR
Registration Number:	4749074	SGR
Serial Number:	86094453	ARAGON
Serial Number:	86146907	AZZURRI PANINI BAR
Serial Number:	86616936	BORN AND RAISED IN RESTAURANTS
Serial Number:	86341756	BUILD A BAGEL
Serial Number:	86437443	CAPS BEER GARDEN
Serial Number:	86420970	CASCIANO ITALIAN SPECIALTIES
Serial Number:	86000959	CB CUSTOM BURGERS
Serial Number:	86001629	CB CUSTOM BURGERS

CH $2140.00 4657874

Property Type	Number	Word Mark
Serial Number:	86001607	CB CUSTOM BURGERS
Serial Number:	86420905	CLASSIFIED
Serial Number:	86437517	CREPERIE JULIETE
Serial Number:	85974560	DUTY FREE CONCIERGE
Serial Number:	86410601	DUTY FREE ON DEMAND
Serial Number:	86341767	FLO
Serial Number:	86434257	FLO
Serial Number:	86976280	FLO
Serial Number:	86616877	FLO 20/20
Serial Number:	86616942	FLO CHECK
Serial Number:	86437415	FLORA CAFÉ
Serial Number:	86281029	FOR ALL THE REASONS YOU TRAVEL
Serial Number:	86147532	FORNO MAGICO
Serial Number:	86448290	FUNCINO
Serial Number:	86104589	GET SUM DIM SUM
Serial Number:	86168489	GLOBAL BAZAAR
Serial Number:	86341751	INDEPENDENCE HALL
Serial Number:	86437569	JRZ CLAM BAR
Serial Number:	86437544	KAEDAMA
Serial Number:	86093190	LE VOLTIGEUR
Serial Number:	86616669	LIBERTY PRIME
Serial Number:	86420964	LITTLE PURSE
Serial Number:	86437550	MÉLANGE BAKERY
Serial Number:	85829821	MINNOW
Serial Number:	86616677	NOLIB TAVERN
Serial Number:	86437602	NONNA'S MEATBALL KITCHEN
Serial Number:	86084270	NORTH TABLE
Serial Number:	86420982	NOTORIOUS P.I.G
Serial Number:	86437528	NOVELLA
Serial Number:	86438028	OENO
Serial Number:	86437610	ORIGAMI
Serial Number:	85963135	OTGI
Serial Number:	85957833	PAGE
Serial Number:	85974623	PAUSE
Serial Number:	86593999	PETER PIPER
Serial Number:	86594003	PETER PIPER SMARTRUCK
Serial Number:	86019996	PIE
Serial Number:	86437618	PROOF

Property Type	Number	Word Mark
Serial Number:	86093185	RHYTHM & SEOUL
Serial Number:	86437385	RIVIERA
Serial Number:	86150096	ROOM SERVICE
Serial Number:	86437580	SAISON
Serial Number:	85806373	SGR KIDDOS
Serial Number:	86159538	SIX BLOCKS BAKERY CAFÉ
Serial Number:	86595799	SMARTRUCK
Serial Number:	86151297	SORRENTINE PANINI BAR
Serial Number:	86134673	SPARK BAR
Serial Number:	86181150	SRF
Serial Number:	86139916	TACQUILA
Serial Number:	86420916	TAQA TAQUERIA
Serial Number:	86437592	TESORI ITALIAN STEAKHOUSE
Serial Number:	86420995	THE LOBSTER POD
Serial Number:	86437475	THYME
Serial Number:	86585261	TRINGO
Serial Number:	86104133	TWISTED CHEESESTEAK
Serial Number:	86616838	UPTOP
Serial Number:	86420940	VANGUARD KITCHEN
Serial Number:	86437614	VESPER TAVERN
Serial Number:	86420951	VO
Serial Number:	86438005	WABI SABI
Serial Number:	86437557	WANDERLUST BURGER BAR
Serial Number:	85824627	WORLD BEAN
Serial Number:	86439411	YOGOBAR
Serial Number:	86418924	WIGENIUS
Serial Number:	86292244	NOOBAR
Serial Number:	86702134	FARAGLIONI
Serial Number:	86702111	GAMEAIR

CORRESPONDENCE DATA

Fax Number: 2125935955

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: 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 SIGNED:	08/10/2015

Total Attachments: 8
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GRANT OF A SECURITY INTEREST – TRADEMARKS

August 7, 2015

WHEREAS, OTG Experience, LLC (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 or the Canadian Intellectual Property Office, as applicable (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.

IN WITNESS WHEREOF, the Grantor has caused this Grant of a Security Interest - Trademarks to be duly executed by its officer thereunto duly authorized as of the date first written above.

OTG EXPERIENCE, LLC

By: _____

Name: Christopher J. Redd

Title: Vice President

Signature Page to Grant of a Security Interest - Trademarks

SCHEDULE A TO GRANT OF A SECURITY INTEREST

US TRADEMARK REGISTRATIONS

OWNER	SERIAL NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	TRADEMARK	STATUS
OTG Experience, LLC	86006194	7/10/2013	4,657,874	12/16/2014	BRKLYN BEER GARDEN	Registered
OTG Experience, LLC	85979896	12/20/2011	4,466,511	1/14/2014	CIBO EXPRESS GOURMET MARKETS	Registered
OTG Experience, LLC	85979908	12/19/2011	4,608,161	9/23/2014	CIBO EXPRESS GOURMET MARKETS	Registered
OTG Experience, LLC	85979895	12/20/2011	4,612,196	9/30/2014	CIBO EXPRESS GOURMET MARKETS & Design	Registered
OTG Experience, LLC	86031528	8/7/2013	4,728,392	4/28/2015	COTTO	Registered
OTG Experience, LLC	86041623	8/19/2013	4,607,011	9/16/2014	CTY	Registered
OTG Experience, LLC	86016023	7/22/2013	4,728,354	4/28/2015	HARRY'S DELI	Registered
OTG Experience, LLC	85902323	4/12/2013	4,732,084	5/5/2015	LOFT. KITCHEN & BAR	Registered
OTG Experience, LLC	86200071	2/21/2014	4749068	6/2/2015	SGR (and design)	Registered
OTG Experience, LLC	86200634	2/21/2014	4749074	6/2/2015	SGR (and design)	Registered

US TRADEMARK APPLICATIONS

OWNER	APPLICATION NUMBER	FILING DATE	TRADEMARK	STATUS
OTG Experience, LLC	86-094453	10/17/2013	ARAGON	Pending
OTG Experience, LLC	86-146907	12/18/2013	AZZURRI PANINI BAR	Pending
OTG Experience, LLC	86-616936	5/1/2015	BORN AND RAISED IN RESTAURANTS	Filed
OTG Experience, LLC	86-341756	7/18/2014	BUILD A BAGEL	Pending
OTG Experience, LLC	86-437443	10/28/2014	CAPS BEER GARDEN	Pending
OTG Experience, LLC	86-420970	10/10/2014	CASCIANO ITALIAN SPECIALTIES	Pending
OTG Experience, LLC	86-000959	7/2/2013	CB CUSTOM BURGERS	Pending
OTG Experience, LLC	86-001629	7/3/2013	CB CUSTOM BURGERS & Design	Pending
OTG Experience, LLC	86-001607	7/3/2013	CB CUSTOM BURGERS & Design	Pending
OTG Experience, LLC	86-420905	10/10/2014	CLASSIFIED	Pending
OTG Experience, LLC	86-437517	10/28/2014	CREPERIE JULIETE	Pending
OTG Experience, LLC	85-974560	7/1/2013	DUTY FREE CONCIERGE	Pending
OTG Experience, LLC	86-410601	9/30/2014	DUTY FREE ON DEMAND	Pending
OTG Experience, LLC	86-341767	7/18/2014	FLO	Pending
OTG Experience, LLC	86-434257	10/24/2014	FLO	Pending
OTG Experience, LLC	86-976280	10/24/2014	FLO	Pending
OTG Experience, LLC	86-616877	5/1/2015	FLO 20/20	Filed
OTG Experience, LLC	86-616942	5/1/2015	FLO CHECK	Filed
OTG Experience, LLC	86-437415	10/28/2014	FLORA CAFE	Pending

OWNER	APPLICATION NUMBER	FILING DATE	TRADEMARK	STATUS
OTG Experience, LLC	86-281029	5/14/2014	FOR ALL THE REASONS YOU TRAVEL	Pending
OTG Experience, LLC	86-147532	12/18/2013	FORNO MAGICO	Pending
OTG Experience, LLC	86-448290	11/7/2014	FUNCINO	Pending
OTG Experience, LLC	86-104589	10/29/2013	GET SUM DIM SUM	Pending
OTG Experience, LLC	86-168489	1/17/2014	GLOBAL BAZAAR	Suspended
OTG Experience, LLC	86-341751	7/18/2014	INDEPENDENCE HALL	Pending
OTG Experience, LLC	86-437569	10/28/2014	JRZ CLAM BAR	Pending
OTG Experience, LLC	86-437544	10/28/2014	KAEDAMA	Pending
OTG Experience, LLC	86-093190	10/16/2013	LE VOLTIGEUR	Pending
OTG Experience, LLC	86-616669	5/1/2015	LIBERTY PRIME	Filed
OTG Experience, LLC	86-420964	10/10/2014	LITTLE PURSE	Pending
OTG Experience, LLC	86-437550	10/28/2014	MELANGE BAKERY	Pending
OTG Experience, LLC	85-829821	1/23/2013	MINNOW	Pending
OTG Experience, LLC	86-616677	5/1/2015	NOLIB TAVERN	Filed
OTG Experience, LLC	86-437602	10/28/2014	NONNA'S MEATBALL KITCHEN	Pending
OTG Experience, LLC	86-084270	10/7/2013	NORTH TABLE	Pending
OTG Experience, LLC	86-420982	10/10/2014	NOTORIOUS P.I.G	Pending
OTG Experience, LLC	86-437528	10/28/2014	NOVELLA	Suspended
OTG Experience, LLC	86-438028	10/29/2014	OENO	Pending
OTG Experience, LLC	86-437610	10/28/2014	ORIGAMI	Suspended
OTG Experience, LLC	85-963135	6/18/2013	OTGI	Pending
OTG Experience, LLC	85-957833	6/12/2013	PAGE	Pending

OWNER	APPLICATION NUMBER	FILING DATE	TRADEMARK	STATUS
OTG Experience, LLC	85-974623	7/1/2013	PAUSE	Pending
OTG Experience, LLC	86-593999	4/10/2015	PETER PIPER	Filed
OTG Experience, LLC	86-594003	4/10/2015	PETER PIPER SMARTRUCK	Filed
OTG Experience, LLC	86-019996	7/25/2013	PIE	Pending
OTG Experience, LLC	86-437618	10/28/2014	PROOF	Pending
OTG Experience, LLC	86-093185	10/16/2013	RHYTHM & SEOUL	Pending
OTG Experience, LLC	86-437385	10/28/2014	RIVIERA	Pending
OTG Experience, LLC	86-150096	12/20/2013	ROOM SERVICE	Pending
OTG Experience, LLC	86-437580	10/28/2014	SAISON	Pending
OTG Experience, LLC	85-806373	12/19/2012	SGR KIDDOS	Pending
OTG Experience, LLC	86-159538	1/7/2014	SIX BLOCKS BAKERY CAFE	Pending
OTG Experience, LLC	86-595799	4/13/2015	SMARTRUCK	Filed
OTG Experience, LLC	86-151297	12/23/2013	SORRENTINE PANINI BAR	Pending
OTG Experience, LLC	86-134673	12/4/2013	SPARK BAR	Pending
OTG Experience, LLC	86-181150	1/31/2014	SRF	Pending
OTG Experience, LLC	86-139916	12/10/2013	TACQUILA	Suspended
OTG Experience, LLC	86-420916	10/10/2014	TAQA TAQUERIA	Pending
OTG Experience, LLC	86-437592	10/28/2014	TESORI ITALIAN STEAKHOUSE	Pending
OTG Experience, LLC	86-420995	10/10/2014	THE LOBSTER POD	Pending
OTG Experience, LLC	86-437475	10/28/2014	THYME	Pending
OTG Experience, LLC	86-585261	4/2/2015	TRINGO	Filed
OTG Experience, LLC	86-104133	10/29/2013	TWISTED CHEESESTEAK	Pending

OWNER	APPLICATION NUMBER	FILING DATE	TRADEMARK	STATUS
OTG Experience, LLC	86-616838	5/1/2015	UPTOP	Filed
OTG Experience, LLC	86-420940	10/10/2014	VANGUARD KITCHEN	Pending
OTG Experience, LLC	86-437614	10/28/2014	VESPER TAVERN	Pending
OTG Experience, LLC	86-420951	10/10/2014	VO	Pending
OTG Experience, LLC	86-438005	10/29/2014	WABI SABI	Suspended
OTG Experience, LLC	86-437557	10/28/2014	WANDERLUST BURGER BAR	Pending
OTG Experience, LLC	85-824627	1/16/2013	WORLD BEAN	Pending
OTG Experience, LLC	86-439411	10/30/2014	YOGOBAR	Pending
OTG Experience, LLC	86-418924	10/9/2014	WIGENIUS	Pending
OTG Experience, LLC	86-292244	5/27/2014	NOOBAR	Pending
OTG Experience, LLC	86-702134	7/23/2015	FARAGLIONI	Filed
OTG Experience, LLC	86-702111	7/23/2015	GAMEAIR	Filed

CANADA TRADEMARK APPLICATIONS

OWNER	APPLICATION NUMBER	FILING DATE	TRADEMARK	STATUS
OTG Experience, LLC	1699811	10/27/2014	FLO	Pending
OTG Experience, LLC	1676747	5/13/2014	FOR ALL THE REASONS YOU TRAVEL	Pending