

Form PTO-1594 (Rev. 03-11)
OMB Collection 0651-0027 (exp. 03/31/2012)

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

RECORDATION FORM 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):

NFIP, LLC

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: Pennsylvania, LLC
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: DNB First, N.A.

Internal Address: _____

Street Address: 4 Brandywine Avenue

City: Downingtown

State: PA

Country: USA Zip: 19335

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other National Bank 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)

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

Execution Date(s) March 30, 2012

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

3325074; 3924409

Additional sheet(s) attached? Yes No

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

Various Trademarks used by NFIP, LLC d/b/a "Nifty Fifty's". See attachments to Security Agreement.

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

Name: Anthony M. Brichta

Internal Address: Buckley Brion LLP

Street Address: 118 West Market St., Suite 300

City: West Chester

State: PA Zip: 19382

Phone Number: 610-436-4400

Fax Number: 610-436-6179

Email Address: abrichta@buckleyllp.com

6. Total number of applications and registrations involved:

Two (2)

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$65.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

/anthony m brichta/

4/2/2012

Signature

Date

Anthony M. Brichta

Name of Person Signing

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

18

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

TRADEMARK

OP \$65.00 332507

TRADEMARK SECURITY AGREEMENT

This **TRADEMARK SECURITY AGREEMENT** is made as of March 30, 2012, by and between **NFIP, LLC** a Pennsylvania limited liability company and **The Hamburger Museum, Inc.**, a Pennsylvania Corporation (collectively with their successors and permitted assigns, the "Assignors"), and among **DNB First, N.A.** (together with its successors and assigns the "Assignee") and is made pursuant to the Loan and Security Agreement dated as of the date hereof.

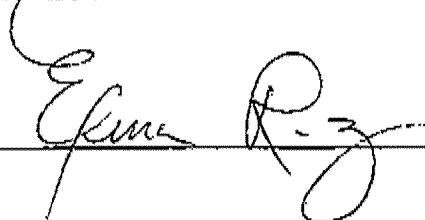
WHEREAS, Assignors are the owner of certain trademarks, together with the goodwill of the business connected with the use of and symbolized thereby, including those listed on Exhibit A hereto (the "Marks"); and

WHEREAS, Assignors, as borrowers, together with other affiliates, and Assignee, as creditor entered into that certain Loan and Security Agreement dated as of the date hereof pursuant to which the Assignee agreed to extend credit to the Assignor on the terms and conditions described therein; and


WHEREAS, one of the conditions to the extension of credit under the Loan Agreement is that payment of the obligations under the Amended and Restated Note (as defined in the Loan Agreement) shall be secured by, among other things, a security interest in favor of the Assignee in the Marks and all Proceeds and Assignor is willing to grant to the Assignee a security interest in the Marks.

NOW, THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the obligations under Loan and Security Agreement, Assignor hereby pledges and grants to Assignee a security interest and lien in and to the Marks and gives notice of such security interest and the existence of the Security Agreement providing therefor.

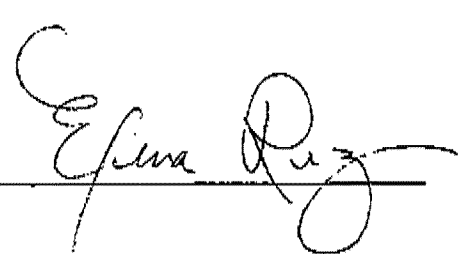
ATTEST:



THE HAMBURGER MUSEUM, INC.,
a Pennsylvania Corporation

BY: 
_____ DONNA M. McGLYNN, President

ATTEST:



NFIP, LLC,
a Pennsylvania Limited Liability Company


BY: 
_____ DONNA M. McGLYNN, Managing Member

EXHIBIT A

**"Nifty Fifty's" Reg. No. 1,487,979
Trademark Reg. No. 1,554,238
"Taste the Memories" Reg. No. 1,552,362
"Blue Ribbon Milk Shakes" Reg. No. 1,967,702
"Exotic Milk Shakes" Reg. No. 1,894,230
"Royal Filet Mignon" Reg. No. 1,885,127
"World's Largest Soda Fountain" Reg. No. 1,945,117
Trademark Reg. No. 3,009,862
"Watch Us Do It Fresh" Reg. No. 2,617,162
"Shakeman" Reg. No. 2,488,301
Trademark Reg. No. 3,924,409
"Readers Are Leaders" Reg. No. 3,325,074.**

Copies of the above reference Marks are attached hereto.



Int. CL: 42

Prior U.S. CL: 100

Reg. No. 1,487,979

United States Patent and Trademark Office Registered May 10, 1988

**SERVICE MARK
PRINCIPAL REGISTER**

Nifty Fifty's

HAMBURGER MUSEUM, INC., THE (PENN-
SYLVANIA CORPORATION)
ROUTE NO. 430
1900 MAC DADE BLVD.
FOLSOM, PA 19003

FIRST USE 7-3-1987; IN COMMERCE
7-3-1987.

SER. NO. 683,146, FILED 9-8-1987.

FOR: RESTAURANT AND CARRY OUT
FOOD SERVICES. IN CLASS 42 (U.S. CL. 100).

STEVEN R. POSTER, EXAMINING ATTORNEY



Int. Cl.: 42

Prior U.S. Cls.: 100 and 101

United States Patent and Trademark Office

Reg. No. 1,554,238

Registered Aug. 29, 1989

**SERVICE MARK
PRINCIPAL REGISTER**



HAMBURGER MUSEUM, INC., THE (PENN-
SYLVANIA CORPORATION)
1909 MAC DADE BLVD., ROUTE NO. 420
FOLSOM, PA 19033

FIRST USE 3-17-1988; IN COMMERCE
3-17-1988.

FOR: RESTAURANT, CARRY OUT AND
RETAIL FOOD STORE SERVICES, IN CLASS
42 (U.S. CLS. 100 AND 101).

SER. NO. 766,936, FILED 12-2-1988.

MARTIN MARKS, EXAMINING ATTORNEY



Int. Cl.: 42

Prior U.S. Cls.: 100 and 101

Reg. No. 1,552,362

United States Patent and Trademark Office Registered Aug. 15, 1989

**SERVICE MARK
PRINCIPAL REGISTER**

TASTE THE MEMORIES

HAMBURGER MUSEUM, INC., THE (PENN-
SYLVANIA CORPORATION)
1909 MAC DADE BLVD. AT ROUTE NO. 420
FOLSOM, PA 19035

FIRST USE 3-17-1988; IN COMMERCE
3-17-1988.

SER. NO. 766,935, FILED 12-2-1988.

FOR: RESTAURANT, CARRY OUT AND
RETAIL FOOD STORE SERVICES, IN CLASS
42 (U.S. CLS. 100 AND 101).

MARTIN MARKS, EXAMINING ATTORNEY

Int. Cls.: 35 and 41

Prior U.S. Cls.: 100, 101, 102, and 107

United States Patent and Trademark Office

Reg. No. 3,325,074

Registered Oct. 30, 2007

**SERVICE MARK
PRINCIPAL REGISTER**

READERS ARE LEADERS

NEIP, LLC (PENNSYLVANIA LTD LIAB CO)
220 KEORON AVENUE
FOLSOM, PA 19033

FOR: CONDUCTING INCENTIVE AWARD PROGRAMS, NAMELY, PROVIDING MERCHANDISE REWARDS TO SCHOOL STUDENTS FOR THE PURPOSE OF PROMOTING THE SALE OF PRODUCTS AND SERVICES OF OTHERS, IN CLASS 35 (U.S. CLS. 100, 101 AND 102).

FIRST USE 11-1-2001; IN COMMERCE 11-1-2004.

FOR: EDUCATIONAL SERVICES, NAMELY, PROVIDING INCENTIVES TO STUDENTS TO DEMONSTRATE EXCELLENCE IN THE FIELD OF SCHOLASTIC ACHIEVEMENT THROUGH THE ISSUANCE OF AWARDS, IN CLASS 41 (U.S. CLS. 100, 101 AND 107).

FIRST USE 11-1-2001; IN COMMERCE 11-1-2004.

SN 76-457,237, FILED 10-9-2002.

JOHN SCHUYLER YARD, EXAMINING ATTORNEY

United States of America

United States Patent and Trademark Office



Reg. No. 3,924,409

Registered Mar. 1, 2011

Int. CL: 43

SERVICE MARK

PRINCIPAL REGISTER

NFIP, LLC (PENNSYLVANIA LLC)
220 KEDRON AVENUE
FOLSOM, PA 19033

FOR: RESTAURANT SERVICES, INCLUDING SIT-DOWN SERVICE OF FOOD AND TAKE-OUT RESTAURANT SERVICES, IN CLASS 43 (U.S. CLS. 100 AND 101).

FIRST USE 6-1-2010; IN COMMERCE 6-1-2010.

THE MARK IS A STYLIZED BABY CARRIAGE INSIDE OF WHICH IS A DRAWING OF A HAMBURGER. THE BABY CARRIAGE HAS STARS SPANGLED THROUGHOUT ITS EXTERIOR AND STARS IN THE BACKGROUND OF THE CARRIAGE. BELOW THE DESIGN IS THE WORDING "WE BABY OUR BURGERS!".

SER. NO. 76-703,838, FILED 7-19-2010.

REBECCA POVARCHUK, EXAMINING ATTORNEY



David S. Kaynes

Director of the United States Patent and Trademark Office

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Stephen P. McGuire, Esquire
Buckley Brion LLP
118 West Market Street, Suite 300
West Chester, PA 19382

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME The Hamburger Museum, Inc.						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 1900 MacDade Boulevard		CITY Folsom		STATE PA	POSTAL CODE 19033	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Pennsylvania	1g. ORGANIZATIONAL ID #, if any 884532 <input type="checkbox"/> NONE		

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS		CITY		STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE		

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR, SIF) - Insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME DNB First, N.A.						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 4 Brandywine Avenue		CITY Downingtown		STATE PA	POSTAL CODE 19335	COUNTRY

4. THIS FINANCING STATEMENT covers the following collateral:

All of Debtor's assets, including but not limited to, all now owned or hereafter acquired, created, or arising accounts, goodwill, equipment, accessions, chattel paper, electronic chattel paper, fixtures, goods, records, documents, instruments, inventory, goods, machinery, furniture, fixtures, equipment, general intangibles, all intellectual property (including but not limited to all trademarks, tradenames, and service marks) contract rights, deposit accounts and investment property, commercial tort claims, property in Secured Party's possession and all cash and non-cash proceeds thereof (including, without limitation, insurance proceeds) and proceeds of proceeds.

The intellectual property of the Debtor includes but is not limited to the following trademarks and service marks: "Nifty Fifty's" Reg. No. 1,487,979; Reg. No. 1,554,238; "Taste the Memories" Reg. No. 1,552,362; "Blue Ribbon Milk Shakes" Reg. No. 1,967,702; "Exotic Milk Shakes" Reg. No. 1,894,230; "Royal Filet Mignon" Reg. No. 1,885,127; "World's Largest Soda Fountain" Reg. No. 1,945,117; Reg. No. 3,009,862; "Watch Us Do It Fresh" Reg. No. 2,617,162; "Shakeman" Reg. No. 2,488,301.

5. ALTERNATIVE DESIGNATION (if applicable):		LESSOR/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOB	SELLER/BUYER	AG. UEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS, <i>Artsch, Artendatum</i>		7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE)		All Debtors		Debtor 1	Debtor 2

8. OPTIONAL FILER REFERENCE DATA

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Stephen P. McGuire, Esquire
 Buckley Brion LLP
 118 West Market Street, Suite 300
 West Chester, PA 19382

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
NFIP, LLC

OR

1b. INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

1c. MAILING ADDRESS
220 Kedron Avenue

CITY Folsom	STATE PA	POSTAL CODE 19033	COUNTRY

1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Pennsylvania	1g. ORGANIZATIONAL ID #, if any 3268895	<input type="checkbox"/> NONE
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2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

2c. MAILING ADDRESS

CITY	STATE	POSTAL CODE	COUNTRY

2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE
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3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE or ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
DNB First, N.A.

OR

3b. INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

3c. MAILING ADDRESS

CITY Downingtown	STATE PA	POSTAL CODE 19335	COUNTRY

4. This FINANCING STATEMENT covers the following collateral:

All of Debtor's assets, including but not limited to, all now owned or hereafter acquired, created, or arising accounts, goodwill, equipment, accessions, chattel paper, electronic chattel paper, fixtures, goods, records, documents, instruments, inventory, goods, machinery, furniture, fixtures, equipment, general intangibles, all intellectual property (including but not limited to all trademarks, tradenames, and service marks) contract rights, deposit accounts and investment property, commercial tort claims, property in Secured Party's possession and all cash and non-cash proceeds thereof (including, without limitation, insurance proceeds) and proceeds of proceeds.

The intellectual property of the Debtor includes, but is not limited to, the following trademarks and service marks: Reg. No. 3,924,409, "Readers Are Leaders" Reg. No. 3,325,074.

5. ALTERNATIVE DESIGNATION (if applicable):	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AS LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input type="checkbox"/> THIS FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS - Attach Addendum.	<input type="checkbox"/> 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (if applicable) (ADDITIONAL FEE)	<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2		

8. OPTIONAL FILER REFERENCE DATA