

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE RESTAURANT COMPANY OF MINNESOTA		09/21/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	WACHOVIA BANK, NATIONAL ASSOCIATION
Street Address:	201 SOUTH COLLEGE STREET
Internal Address:	AS ADMINISTRATIVE AGENT
City:	CHARLOTTE
State/Country:	NORTH CAROLINA
Postal Code:	28288-0680
Entity Type:	ASSOCIATION:

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	1475417	PERKINS FAMILY RESTAURANT
Serial Number:	78452797	BOBBY BROWNIE
Registration Number:	1465719	BOTTOMLESS CUP OF COFFEE
Registration Number:	1243032	BOTTOMLESS POT OF COFFEE
Registration Number:	1843806	FOXTAIL FOODS
Serial Number:	78452767	JEFF THE CHEF & HIS BAKERY BUDDIES
Serial Number:	78452816	KELLY COOKIE
Registration Number:	2286891	KID PERKS
Registration Number:	1663533	MAGNIFICENT SEVEN
Registration Number:	1751454	MAMMOTH MUFFIN
Serial Number:	78452810	MARTY MUFFIN
Registration Number:	2187924	MORNING SUNRISE
Serial Number:	78452786	PATTY PIE

CH \$640.00 1475417

Registration Number:	809680	PERKINS
Registration Number:	1464960	PERKINS FAMILY RESTAURANT BAKERY
Registration Number:	1403560	PERKINS FAMILY RESTAURANT BAKERY
Registration Number:	1403558	PERKINS FAMILY RESTAURANT
Registration Number:	1203149	PERKINS
Registration Number:	1679722	PERKINS PROMISE
Registration Number:	2490366	PERKINS RESTAURANT & BAKERY
Registration Number:	2492247	PERKINS RESTAURANT & BAKERY
Registration Number:	2755671	SCOOP. BAKE. SELL. REPEAT.
Registration Number:	2724058	SIMPLY SCOOP
Registration Number:	1897634	TREMENDOUS TWELVE
Registration Number:	1231484	PERKINS

CORRESPONDENCE DATA

Fax Number: (202)728-0744
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-721-6405
Email: ingrid.arbuckle@thomson.com
Correspondent Name: Corporate Services Corporation
Address Line 1: 1133 AVENUE OF THE AMERICAS
Address Line 2: SUITE 3100
Address Line 4: NEW YORK, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	651515-5 CM 92010.019
NAME OF SUBMITTER:	INGRID ARBUCKLE
Signature:	/INGRID ARBUCKLE/
Date:	10/14/2005

Total Attachments: 6
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Trademark Security Agreement

Trademark Security Agreement, dated as of September 21, 2005, by and among The Restaurant Company of Minnesota (the "Pledgor"), in favor of WACHOVIA BANK, NATIONAL ASSOCIATION, in its capacity as administrative agent pursuant to the Credit Agreement (in such capacity, the "Administrative Agent").

WITNESSETH:

WHEREAS, the Pledgor is party to a Collateral Agreement of even date herewith (the "Collateral Agreement") in favor of the Administrative Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgor hereby agrees with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Collateral Agreement and used herein have the meaning given to them in the Collateral Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Pledgor hereby pledges and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral of the Pledgor:

- (a) Trademarks of the Pledgor listed on Schedule I attached hereto;
- (b) all goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing.

SECTION 3. Collateral Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Collateral Agreement and Pledgor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Collateral Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall control unless the Administrative Agent shall otherwise determine.

SECTION 4. Termination. Upon the payment in full of the Obligations and termination of the Collateral Agreement, the Administrative Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral pledge,

grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

Accepted and Agreed:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: Ronald F. Bentien, Jr.
Name: Ronald F. Bentien, Jr.
Title: Vice President

IP Security Agreement

TRADEMARK
REEL: 003175 FRAME: 0325

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

OWNER	REGISTRATION / APPLICATION NUMBER	TRADEMARK
The Restaurant Company of Minnesota	1,475,417	PERKINS FAMILY RESTAURANT & Design
The Restaurant Company of Minnesota	78452797	Bobby Brownie
The Restaurant Company of Minnesota	1,465,719	Bottomless Cup of Coffee
The Restaurant Company of Minnesota	1,243,032	Bottomless Pot of Coffee
The Restaurant Company of Minnesota	1,843,806	Foxtail Foods and Design
The Restaurant Company of Minnesota	78452767	Jeff the Chef and his Bakery Buddies
The Restaurant Company of Minnesota	78452816	Kelly Cookie
The Restaurant Company of Minnesota	2,286,891	Kid Perks
The Restaurant Company of Minnesota	1,663,533	Magnificent Seven
The Restaurant Company of Minnesota	1,751,454	Mammoth Muffin
The Restaurant Company of Minnesota	78452810	Marty Muffin
The Restaurant Company of Minnesota	2,187,924	Morning Sunrise
The Restaurant Company of Minnesota	78452786	Patty Pie
The Restaurant Company of Minnesota	809,680	Perkins
The Restaurant Company of Minnesota	1,464,960	Perkins Family Restaurant Bakery in double oval
The Restaurant Company of Minnesota	1,403,560	Perkins Family Restaurant & Bakery in oval
The Restaurant Company of Minnesota	1,403,558	Perkins Family Restaurant and design
The Restaurant Company of Minnesota	1,203,149	Perkins in oval
The Restaurant Company of Minnesota	1,231,484	Perkins in script
The Restaurant Company of Minnesota	1,679,722	Perkins Promise
The Restaurant Company of Minnesota	2,490,366	Perkins Restaurant & Bakery
The Restaurant Company of Minnesota	2,492,247	Perkins Restaurant & Bakery in double oval
The Restaurant Company of Minnesota	2,755,671	Scoop. Bake. Sell. Repeat

OWNER	REGISTRATION/ APPLICATION NUMBER	TRADEMARK
The Restaurant Company of Minnesota	2,724,058	Simply Scoop
The Restaurant Company of Minnesota	1,897,634	Tremendous Twelve