

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------|----------|----------------|-------------------------------------|
| OTG Experience, LLC | | 08/09/2011 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|---|
| Name: | Highbridge Principal Strategies, LLC, as collateral agent |
| Street Address: | 40 West 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: 75

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------|
| Registration Number: | 3562380 | 5IVESTEAK |
| Registration Number: | 3596509 | AERONUOVA |
| Registration Number: | 3583951 | AN OTG EXPERIENCE |
| Registration Number: | 3670503 | AN OTG EXPERIENCE |
| Registration Number: | 2936668 | AWAY CAFE |
| Registration Number: | 3878075 | BISOUX |
| Registration Number: | 2593285 | CIBO EXPRESS |
| Registration Number: | 2772732 | CIBO BISTRO & WINE BAR |
| Registration Number: | 2790801 | CIBO BISTRO & WINE BAR |
| Registration Number: | 3584432 | CIBOSOUNDS |
| Registration Number: | 3946406 | CROQUE MADAME |
| Registration Number: | 3583995 | DEEP BLUE ON THE FLY |
| Registration Number: | 2873836 | DEEP BLUE SUSHI |

CH \$1890.00 3562380

| | | |
|----------------------|----------|----------------------------|
| Registration Number: | 3558119 | HORIZON BAKERY CAFÉ |
| Registration Number: | 2317271 | JET ROCK BAR & GRILL |
| Registration Number: | 3250507 | JOEY'S NEW YORK PIZZA |
| Registration Number: | 3547572 | LA VIE |
| Registration Number: | 3576989 | LUCY'S ASIAN KITCHEN |
| Registration Number: | 3069045 | MEX AND THE CITY |
| Registration Number: | 2956056 | NEW YORK SPORTS GRILL |
| Registration Number: | 3195101 | NYSB NEW YORK SPORTS BAR |
| Registration Number: | 3027350 | NYSG NEW YORK SPORTS GRILL |
| Registration Number: | 3498678 | OTG |
| Registration Number: | 3737663 | OTG INTERACTIVE |
| Registration Number: | 3731825 | OTGINTERACTIVE |
| Registration Number: | 2908809 | OTG MANAGEMENT |
| Registration Number: | 3511478 | OTG MANAGEMENT |
| Registration Number: | 3550971 | PIQUILLO |
| Registration Number: | 3722104 | RE:VIVE |
| Registration Number: | 3581151 | REVOLUCIÓN |
| Registration Number: | 3140373 | SANDWICH DIPPERS |
| Registration Number: | 2696522 | SKY ASIAN BISTRO |
| Registration Number: | 3402563 | SLIP MAHONEY'S BAR & GRILL |
| Registration Number: | 3651885 | THET5EXPERIENCE |
| Registration Number: | 3877601 | WORLD BEAN |
| Registration Number: | 3881322 | TAGLIARE |
| Serial Number: | 85054930 | AN OTG EXPERIENCE |
| Serial Number: | 85054933 | OTG |
| Serial Number: | 77131969 | CANDYBAR |
| Serial Number: | 85079429 | CIBO EXPRESS BAZAAR |
| Serial Number: | 77881519 | COTTO |
| Serial Number: | 85162078 | "EMPIRE GRILL" |
| Serial Number: | 77904897 | HARRY'S DELI |
| Serial Number: | 85162061 | INTERWICH |
| Serial Number: | 85383435 | KOMBU |
| Serial Number: | 77085849 | LOFT KITCHEN AND BAR |
| Serial Number: | 85079407 | NOOBAR |
| Serial Number: | 85054928 | OTG MANAGEMENT |

| | | |
|----------------|----------|-------------------------------|
| | 85054932 | OTG DESIRE |
| Serial Number: | 85036576 | OTG DESIRE |
| Serial Number: | 85381670 | OTG FILLING STATION |
| Serial Number: | 85054929 | OTG INTERACTIVE |
| Serial Number: | 77862963 | TW:EAT |
| Serial Number: | 85042967 | VAGABOND BURGER BAR |
| Serial Number: | 77861115 | WIBAR |
| Serial Number: | 78894100 | BENZINA |
| Serial Number: | 85217112 | BUILD A BAGEL |
| Serial Number: | 85282073 | CABRILLO BURGER |
| Serial Number: | 85221847 | INDEPENDENCE HALL |
| Serial Number: | 85230198 | SO MANY WINES, SO LITTLE TIME |
| Serial Number: | 85231045 | THE SAN DIEGO EXPERIENCE |
| Serial Number: | 85282070 | VOLANTE |
| Serial Number: | 85276183 | WIGENIUS |
| Serial Number: | 85292962 | OTG MEDIA BAR |
| Serial Number: | 85327431 | SHOYU |
| Serial Number: | 85314585 | TWINBURGER |
| Serial Number: | 85327429 | VERO |
| Serial Number: | 85353145 | VUELO TAQUERIA |
| Serial Number: | 85352994 | SOUTHERN SOW |
| Serial Number: | 85342045 | 800° |
| Serial Number: | 85335128 | SUBAR |
| Serial Number: | 85327421 | KRYPTONITE |
| Serial Number: | 85327427 | MBH MINNESOTA BEER HALL |
| Serial Number: | 85358168 | BAR BRACE |
| Serial Number: | 85368335 | LIBERTY PRIME |

CORRESPONDENCE DATA

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-756-2477
Email: david.cummings@srz.com
Correspondent Name: D. Cummings 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

TRADEMARK

REEL: 004601 FRAME: 0629

| | |
|---|------------------------------|
| | 014598-0012 |
| NAME OF SUBMITTER: | David Cummings (014598-0012) |
| Signature: | /kc for dc/ |
| Date: | 08/10/2011 |
| Total Attachments: 4 source=Trademark First Lien Grant of Security Interest for OTG Experience, LLC#page1.tif source=Trademark First Lien Grant of Security Interest for OTG Experience, LLC#page2.tif source=Trademark First Lien Grant of Security Interest for OTG Experience, LLC#page3.tif source=Trademark First Lien Grant of Security Interest for OTG Experience, LLC#page4.tif | |

GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, OTG Experience, LLC, a Delaware limited liability company (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 (the "Trademarks");

WHEREAS, the Grantor has entered into a Security Agreement, dated August 9, 2011 (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).

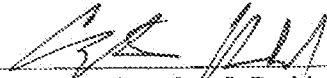
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, 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.

(Signature page follows)

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of August 9, 2011.

OTG EXPERIENCE, LLC

By: 
Name: Christopher J. Redd
Title: Vice President

COMMONWEALTH OF PENNSYLVANIA

ss.:

COUNTY OF Bucks

On this 9 day of August, 2011, before me personally came Christopher J. Redd, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Vice President OTG EXPERIENCE, LLC, a Delaware limited liability company, and that he executed the foregoing instrument in the name of OTG EXPERIENCE, LLC, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.


[Notary Seal]

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
NANCY K. CZIRIAK, Notary Public
New Britain Twp., Bucks County
My Commission Expires December 16, 2012

[SIGNATURE PAGE TO FIRST LIEN GRANT OF SECURITY INTEREST - TRADEMARKS]

TRADEMARK
REEL: 004601 FRAME: 0632

SCHEDULE A TO GRANT OF A SECURITY INTEREST

TRADEMARKS:

Registrations:

| <u>OWNER</u> | <u>REGISTRATION NUMBER</u> | <u>TRADEMARK</u> |
|---------------------|--------------------------------|---|
| OTG Experience, LLC | 3,562,380 | SIVE STEAK |
| OTG Experience, LLC | 3,596,509 | AERONUOVA |
| OTG Experience, LLC | 3,583,951 | AN OTG EXPERIENCE |
| OTG Experience, LLC | 3,670,503 | AN OTG EXPERIENCE |
| OTG Experience, LLC | 2,936,668 | AWAY CAFÉ |
| OTG Experience, LLC | 3,878,075 | BISOUX |
| OTG Experience, LLC | 2,593,285 | CIBO EXPRESS |
| OTG Experience, LLC | 2,772,732 | CIBO BISTRO & WINE BAR |
| OTG Experience, LLC | 2,790,801 | CIBO BISTRO & WINE BAR (and Design) |
| OTG Experience, LLC | 3,584,432 | CIBOSOUNDS |
| OTG Experience, LLC | 3,946,406 | CROQUE MADAME |
| OTG Experience, LLC | 3,583,995 | DEEP BLUE ON THE FLY |
| OTG Experience, LLC | 2,873,836 | DEEP BLUE SUSHI |
| OTG Experience, LLC | 3,558,119 | HORIZON BAKERY CAFÉ |
| OTG Experience, LLC | 2,317,271 | JET ROCK BAR AND GRILL |
| OTG Experience, LLC | 3,250,507 | JOEY'S NEW YORK PIZZA (and Design) |
| OTG Experience, LLC | 3,547,572 | LA VIE |
| OTG Experience, LLC | 3,576,989 | LUCY'S ASIAN KITCHEN |
| OTG Experience, LLC | 3,069,045 | MEX AND THE CITY |
| OTG Experience, LLC | 2,956,056 | NEW YORK SPORTS GRILL |
| OTG Experience, LLC | 3,195,101 | NYSB NEW YORK SPORTS BAR (and Design) |
| OTG Experience, LLC | 3,027,350 | NYSG NEW YORK SPORTS GRILL (and Design) |
| OTG Experience, LLC | 3,498,678 | OTG (and Design) |
| OTG Experience, LLC | 3,737,663 | OTG INTERACTIVE (and Design) |
| OTG Experience, LLC | 3,731,825 | OTGINTERACTIVE |
| OTG Experience, LLC | 2,908,809 | OTG MANAGEMENT |
| OTG Experience, LLC | 3,511,478 | OTG Management (Stylized) |
| OTG Experience, LLC | 3,550,971 | PIQUILLO |
| OTG Experience, LLC | 3,722,104 | RE:VIVE |
| OTG Experience, LLC | 3,581,151 | REVOLUCIÓN |
| OTG Experience, LLC | 3,140,373 | SANDWICH DIPPERS |
| OTG Experience, LLC | 2,696,522 | SKY ASIAN BISTRO |
| OTG Experience, LLC | 3,402,563 | SLIP MAHONEY'S BAR & GRILL |
| OTG Experience, LLC | 3,651,885 | THET5EXPERIENCE |
| OTG Experience, LLC | 3,877,601 | WORLD BEAN |
| OTG Experience, LLC | 3,881,322 | TAGLIARE |
| OTG Experience, LLC | 4,003,676 | AN OTG EXPERIENCE |
| OTG Experience, LLC | 4,003,677 | OTG (STYLIZED and/ or WITH DESIGN) |

Applications:

| <u>OWNER</u> | <u>APPLICATION NUMBER</u> | <u>TRADEMARK</u> |
|----------------------|---------------------------|-------------------------------|
| OTG Experience, LLC. | 77-131969 | CANDYBAR |
| OTG Experience, LLC | 85-079429 | Cibo Express Bazaar |
| OTG Experience, LLC | 77-.881519 | COTTO |
| OTG Experience, LLC | 85-162078 | EMPIRE GRILL |
| OTG Experience, LLC | 77-904897 | HARRY'S DELI |
| OTG Experience, LLC | 85-162061 | INTERWICH |
| OTG Experience, LLC | 85-383435 | KOMBU |
| OTG Experience, LLC | 77-085849 | LOFT KITCHEN AND BAR |
| OTG Experience, LLC | 85-079407 | NOOBAR |
| OTG Experience, LLC | 85-054928 | OTG MANAGEMENT |
| OTG Experience, LLC | 85-054932 | OTG DESIRE |
| OTG Experience, LLC | 85-036576 | OTG DESIRE (OTGDESIRE.COM) |
| OTG Experience, LLC | 85-381670 | OTG Filling Station |
| OTG Experience, LLC | 85-054929 | OTG INTERACTIVE |
| OTG Experience, LLC | 77-862963 | TWEAT OR TW:EAT |
| OTG Experience, LLC | 85-042967 | VAGABOND BURGER BAR |
| OTG Experience, LLC | 77-861115 | WIBAR |
| OTG Experience, LLC | 78-894,100 | BENZINA |
| OTG Experience, LLC | 85-217112 | BUILD A BAGEL |
| OTG Experience, LLC | 85-282073 | CABRILLO BURGER |
| OTG Experience, LLC | 85-221847 | INDEPENDENCE HALL |
| OTG Experience, LLC | 85-230198 | SO MANY WINES, SO LITTLE TIME |
| OTG Experience, LLC | 85-231045 | THE SAN DIEGO EXPERIENCE |
| OTG Experience, LLC | 85-282070 | VOLANTE |
| OTG Experience, LLC | 85-276183 | WIGENIUS |
| OTG Experience, LLC | 85-292962 | OTG MEDIA BAR |
| OTG Experience, LLC | 85-327431 | SHOYU |
| OTG Experience, LLC | 85-314585 | TWINBURGER |
| OTG Experience, LLC | 85-327429 | VERO |
| OTG Experience, LLC | 85-353145 | VUELO TAQUERIA |
| OTG Experience, LLC | 85-352994 | SOUTHERN SOW |
| OTG Experience, LLC | 85-342045 | 800° |
| OTG Experience, LLC | 85-335128 | SUBAR |
| OTG Experience, LLC | 85-327421 | KRYPTONITE |
| OTG Experience, LLC | 85-327427 | MINNESOTA BAR HALL |
| OTG Experience, LLC | 85-358168 | BAR BRACE |
| OTG Experience, LLC | 85-368335 | LIBERTY PRIME |