

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of a Security Interest – Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
OTG Management, Inc.		04/30/2010	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Ares Capital Corporation, as Collateral Agent
Street Address:	280 Park Avenue, 22nd Floor East
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 53

Property Type	Number	Word Mark
Registration Number:	3562380	5IVESTEAK
Registration Number:	2780488	AKOYA
Registration Number:	3596509	AERONUOVA
Registration Number:	3583951	AN OTG EXPERIENCE
Registration Number:	3670503	AN OTG EXPERIENCE
Registration Number:	2936668	AWAY CAFE
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:	3583995	DEEP BLUE ON THE FLY
Registration Number:	2873836	DEEP BLUE SUSHI
Registration Number:	3558119	HORIZON BAKERY CAFÉ
Registration Number:	2317271	JET ROCK BAR & GRILL

OP \$1340.00 3562380

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:	2835145	NEWS BREAK
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:	2837044	SHADES OF BLUE LOUNGE
Registration Number:	2696522	SKY ASIAN BISTRO
Registration Number:	3402563	SLIP MAHONEY'S BAR & GRILL
Registration Number:	3651885	THET5EXPERIENCE
Serial Number:	77823980	AEROFRESCO
Serial Number:	77881588	BAR BRACE
Serial Number:	78894100	BENZINA
Serial Number:	77914010	BISOUX
Serial Number:	77131969	CANDYBAR
Serial Number:	77132950	COCOBAR
Serial Number:	77881519	COTTO
Serial Number:	77862857	CROQUE MADAME
Serial Number:	77904897	HARRY'S DELI
Serial Number:	77855707	KOMBU
Serial Number:	77085849	LOFT KITCHEN AND BAR
Serial Number:	77851393	TAGLIARE
Serial Number:	77862963	TW:EAT
Serial Number:	77881590	VICTORY GRILL

Serial Number:	77861115	WIBAR
Serial Number:	77850414	WIMO
Serial Number:	77706024	WORLD BEAN
Serial Number:	77888313	WIDGET SEAT

CORRESPONDENCE DATA

Fax Number: (617)951-8736
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617-951-8075
Email: shannon.mcguire@bingham.com
Correspondent Name: Shannon L. McGuire
Address Line 1: One Federal Street
Address Line 2: Bingham McCutchen LLP
Address Line 4: Boston, MASSACHUSETTS 02127

NAME OF SUBMITTER:	Shannon L. McGuire
Signature:	/SLM/
Date:	05/05/2010

Total Attachments: 4
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GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, OTG Management, Inc., a Pennsylvania corporation (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 Pledge and Security Agreement, dated April 30, 2010 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Ares Capital Corporation, a Maryland corporation, as the collateral agent for itself and certain lenders (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.

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IN WITNESS WHEREOF, the Grantor has caused this assignment to be duly executed by its officer thereunto duly authorized as of April 30, 2010.

OTG MANAGEMENT, INC.

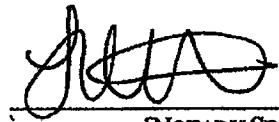
By: 

Name: Eric J. Blatstein

Title: President and Chief Executive Officer

STATE OF New York
ss.:
COUNTY OF New York

On this 30th day of April 2010, before me personally came Eric J. Blatstein, 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 President and Chief Executive Officer of OTG Management, Inc., a Pennsylvania corporation, and that he executed the foregoing instrument in the firm name of OTG Management, Inc., 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]

LAQUANA S. JEANPIERRE
NOTARY PUBLIC - STATE OF NEW YORK
NO. 01JEB200089
QUALIFIED IN QUEENS COUNTY
COMMISSION EXPIRES JANUARY 28, 2013

SIGNATURE PAGE TO GRANT OF A SECURITY INTEREST - TRADEMARKS

TRADEMARK
REEL: 004198 FRAME: 0960

SCHEDULE A TO GRANT OF A SECURITY INTEREST

UNITED STATES TRADEMARKS:

Registrations:

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>TRADEMARK</u>
OTG Management, Inc.	3,562,380	SIVE STEAK
OTG Management, Inc.	2,780,488	AKOYA
OTG Management, Inc.	3,596,509	AERONUOVA
OTG Management, Inc.	3,583,951	AN OTG EXPERIENCE
OTG Management, Inc.	3,670,503	AN OTG EXPERIENCE
OTG Management, Inc.	2,936,668	AWAY CAFE
OTG Management, Inc.	2,593,285	CIBO EXPRESS
OTG Management, Inc.	2,772,732	CIBO BISTRO & WINE BAR
OTG Management, Inc.	2,790,801	CIBO BISTRO & WINE BAR (and Design)
OTG Management, Inc.	3,584,432	CIBO SOUNDS
OTG Management, Inc.	3,583,995	DEEP BLUE ON THE FLY
OTG Management, Inc.	2,873,836	DEEP BLUE SUSHI
OTG Management, Inc.	3,558,119	HORIZON BAKERY CAFÉ
OTG Management, Inc.	2,317,271	JET ROCK BAR AND GRILL
OTG Management, Inc.	3,250,507	JOEY'S NEW YORK PIZZA (and Design)
OTG Management, Inc.	3,547,572	LA VIE
OTG Management, Inc.	3,576,989	LUCY'S ASIAN KITCHEN
OTG Management, Inc.	3,069,045	MEX AND THE CITY
OTG Management, Inc.	2,956,056	NEW YORK SPORTS GRILL
OTG Management, Inc.	2,835,145	NEWS BREAK
OTG Management, Inc.	3,195,101	NYSB NEW YORK SPORTS BAR (and Design)
OTG Management, Inc.	3,027,350	NYSB NEW YORK SPORTS GRILL (and Design)
OTG Management, Inc.	3,498,678	OTG (and Design)
OTG Management, Inc.	3,737,663	OTG INTERACTIVE (and Design)
OTG Management, Inc.	3,731,825	OTGINTERACTIVE
OTG Management, Inc.	2,908,809	OTG MANAGEMENT
OTG Management, Inc.	3,511,478	OTG Management (Stylized)
OTG Management, Inc.	3,550,971	PIQUILLO
OTG Management, Inc.	3,722,104	RE:VIVE
OTG Management, Inc.	3,581,151	REVOLUCIÓN
OTG Management, Inc.	3,140,373	SANDWICH DIPPERS
OTG Management, Inc.	2,837,044	SHADES OF BLUE
OTG Management, Inc.	2,696,522	SKY ASIAN BISTRO
OTG Management, Inc.	3,402,563	SLIP MAHONEY'S BAR & GRILL
OTG Management, Inc.	3,651,885	THE T5 EXPERIENCE

Applications:

<u>OWNER</u>	<u>APPLICATION NUMBER</u>	<u>TRADEMARK</u>
OTG Management, Inc.	77-823980	AEROFRESCO
OTG Management, Inc.	77-881588	BAR BRACE
OTG Management, Inc.	78-894100	BENZINA
OTG Management, Inc.	77-914010	BISOUX
OTG Management, Inc.	77-131969	CANDYBAR
OTG Management, Inc.	77-132950	COCOBAR
OTG Management, Inc.	77-881519	COTTO
OTG Management, Inc.	77-862857	CROQUE MADAME
OTG Management, Inc.	77-904897	HARRY'S DELI
OTG Management, Inc.	77-855707	KOMBU
OTG Management, Inc.	77-085849	LOFT KITCHEN AND BAR
OTG Management, Inc.	77-851393	TAGLIARE
OTG Management, Inc.	77-862963	TWEAT OR TW:EAT
OTG Management, Inc.	77-881590	VICTORY GRILL
OTG Management, Inc.	77-861115	WIBAR
OTG Management, Inc.	77-888313	WIDGET SEAT
OTG Management, Inc.	77-850414	WIMO
OTG Management, Inc.	77-706024	WORLD BEAN