

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		04/22/2011	Bank: UNITED STATES

RECEIVING PARTY DATA

Name:	Cantor Fitzgerald Securities
Street Address:	110 East 59th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	General Partnership: NEW YORK

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1826726	CAFE SBARRO
Registration Number:	3230261	CARMELA'S
Registration Number:	2173621	LA CUCINA DI CAPRI
Registration Number:	2622141	MAMA MAKES IT BETTER
Registration Number:	2622140	MAMA SBARRO
Registration Number:	2646881	MAMA SBARRO'S PIZZERIA
Registration Number:	0985647	SBARRO
Registration Number:	1991581	SBARRO
Registration Number:	3549590	SBARRO FRESH ITALIAN COOKING
Registration Number:	1834998	SBARRO THE BEST ITALIAN CHOICE
Registration Number:	1161472	SBARRO THE ITALIAN EATERY
Registration Number:	3125530	THE BIG MINI...BIG ON TASTE
Registration Number:	2511105	TONY & BRUNO'S
Registration Number:	1763821	WHERE MAMA STILL RUNS THE KITCHEN

OP \$365.00 1826726

CORRESPONDENCE DATA

Fax Number: (800)494-7512
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-370-4761
Email: ecallahan@nationalcorp.com
Correspondent Name: Elspeth Callahan
Address Line 1: 1100 G St NW Suite 420
Address Line 2: National Corporate Research
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F133340
NAME OF SUBMITTER:	Courtney J. Mitchell
Signature:	/Courtney J. Mitchell/
Date:	04/28/2011

Total Attachments: 4
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**COLLATERAL AGENT SUCCESSION
(Trademarks)**

April 22, 2011

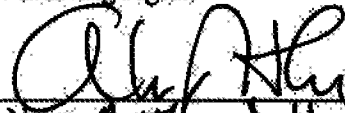
WHEREAS, SBARRO, INC., a New York corporation, located at 401 Broadhollow Road, Melville, NY 11747 (the “Pledgor”) and certain affiliates of the Pledgor each granted a security interest in all its intellectual property, including the trademarks (the “Marks”) listed in the attached Exhibit A to BANK OF AMERICA, N.A., as Collateral Agent (the “Existing Agent”), pursuant to a Security Agreement executed in connection with that certain Credit Agreement dated as of January 31, 2007 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”; terms defined therein being used herein as therein defined) between the Pledgor, Sbarro Holdings, LLC (“Holdings”), the Lenders, Bank of America, N.A., as Administrative Agent and Collateral Agent, and certain other parties thereto, which security interest was recorded in the United States Patent and Trademark Office on February 20, 2007 at Reel/Frame 3484/0367 and on January 26, 2011 at Reel/Frame 4461/0376. The principal place of business of each Loan Party is set forth in the Loan Documents.

WHEREAS, the Existing Agent has been succeeded by CANTOR FITZGERALD SECURITIES, whose office is at 110 East 59th Street, New York, NY 10022 (the “Successor Agent”), pursuant to that certain Successor First Lien Agent Agreement (the “Successor Agent Agreement”), dated April 1, 2011, between the Pledgor, Holdings, the Existing Agent, the Successor Agent and certain other parties thereto, (i) as the Administrative Agent under the Credit Agreement and the other Loan Documents as of the Administrative Agency Effective Date (as defined in the Successor Agent Agreement) and (ii) as the Collateral Agent under the Credit Agreement and the other Loan Documents as of the Collateral Agency Effective Date (as defined in the Successor Agent Agreement).

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Existing Agent hereby confirms that Successor Agent as newly appointed Collateral Agent holds all right, title and interest in the security interest in the Collateral granted in connection with the Loan Documents, including, but not limited to, the security interest in the Marks.

IN WITNESS WHEREOF, the Existing Agent and the Successor Agent by their duly authorized signatories have duly executed, acknowledged and delivered this Collateral Agent Succession as of the date first above written.

BANK OF AMERICA, N.A.,
as Existing Agent

By: 
Name: Anthony D. Healey
Title: Senior V.P.

[Signature Page to Collateral Agent Succession (Trademarks)]

CANTOR FITZGERALD SECURITIES,
as Successor Agent

By: _____

Name:

Title:

James Bond
Chief Operating Officer



*[Signature Page to Collateral Agent Succession (Trademarks)] - S**

EXHIBIT A
U.S. Trademark Registrations and Application

REGISTERED TRADEMARKS

Trademark	Reg. No.	Reg. Date
CAFÉ SBARRO	1826726	3/15/94
CARMELA'S	3230261	4/17/07
LA CUCINA DI CAPRI	2173621	7/14/98
MAMA MAKES IT BETTER	2622141	9/17/02
MAMA SBARRO	2622140	9/17/02
MAMA SBARRO'S PIZZERIA	2646881	11/5/02
SBARRO	985647	6/4/74
SBARRO	1991581	8/6/96
SBARRO FRESH ITALIAN COOKING	3549590	12/23/08
SBARRO THE BEST ITALIAN CHOICE	1834998	5/3/94
SBARRO THE ITALIAN EATERY	1161472	7/14/81
THE BIG MINI... BIG ON TASTE	3125530	8/8/06
TONY & BRUNO'S	2511105	11/20/01
WHERE MAMA STILL RUNS THE KITCHEN	1763821	4/6/93

TRADEMARK APPLICATIONS

None.