

1. Name of Party(ies) conveying an interest:

East Side Mario s Restaurants, Inc.

MKO
12-21-00

Entity:

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other

01-03-2001



101569853

Additional name(s) of conveying party(ies) attached:

- Yes
- No

2. Name and Address of Party(ies) receiving an interest:

Prime Restaurant ESM Licensing Inc.
10 Kingsbridge Garden Circle, Suite 600
Mississauga, Ontario
Canada L5R 3K6

Entity:

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Ontario
- Other

Citizenship: Canada

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached?

- Yes
- No

3. Interest Conveyed:

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

Execution Date: August 30, 2000

4. Application number(s) or registration number(s). Additional numbers attached?

- Yes
- No

A. Trademark Application No(s).

See Attached

B. Trademark Registration No(s).

See Attached

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

Pattishall, McAuliffe, Newbury,
Hilliard & Geraldson
320 Watergate Six Hundred
Washington, D.C. 20037



12-21-2000

U.S. Patent & TMO/TM Mail Rept. Dt. #40

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41)

\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-0650

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Colette A. Durst-Barkey
Name of Person Signing

Colette A. Durst-Barkey
Signature

12-20-00
Date

Total number of pages comprising cover sheet: 2

12/29/2000 GTDM11 00000302 73712172 40.00 CP
01 FC:481
02 FC:482 150.00 CP



12-21-2000

U.S. Patent & TMOfo/TM Mail Rept. Dt. #40

**SCHEDULE
TO ASSIGNMENT OF
US FEDERAL REGISTRATIONS AND APPLICATION**

TRADEMARK	SERIAL NO.	REGISTRATION NO.
EAST SIDE MARIO'S	73/712,172	1,534,777
EAST SIDE'S	74/090,950	1,812,485
EAST SIDE MARIO'S & STATUE DESIGN	74/278,416	1,802,958
LIFE, LIBERTY AND THE PURSUIT OF PASTA	74/677,576	1,968,508
PIZZALAD	75/128,586	2,075,581
JUST THIS SIDE OF LITTLE ITALY	75/183,275	2,091,415
EAST SIDE MARIO'S NEW YORK ITALIAN RESTAURANT & DESIGN	75/557,535	



ASSIGNMENT OF U.S. FEDERAL TRADEMARKS

WHEREAS, EAST SIDE MARIO'S RESTAURANTS, INC., a Delaware corporation, whose address is 1100 Town & Country, Suite 1350, Orange, California 92868 U.S.A. (hereinafter "Assignor"), is the registered owner of the trade-marks set out in the attached Schedule and registered or applied for, with the U.S. Patent and Trademark Office;


WHEREAS, PRIME RESTAURANT ESM LICENSING INC., a company incorporated under the laws of the Province of Ontario, Canada, whose address is Suite 600, 10 Kingsbridge Garden Circle, Mississauga, Ontario, Canada L5R 3K6 (hereinafter "Assignee"), is desirous of acquiring said marks and the registrations thereof.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign, sell and transfer unto said Assignee, all right, title and interest in and to said marks together with all other rights including the right to bring action and collect compensation for past infringement and the goodwill of the business symbolized by said marks and the registrations thereof.

FURTHERMORE Assignor hereby undertakes to execute such further documents or take such further steps as requested by Assignee in order to transfer all rights to the marks set out in this document.

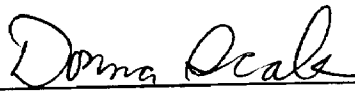
IN WITNESS WHEREOF, Assignor has signed this Assignment as of the 1st day of September, 2000.

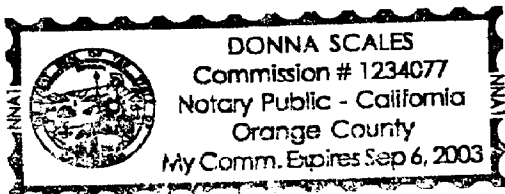
EAST SIDE MARIO'S RESTAURANTS, INC.

By: 
Name: Stephen D. Jennings
Title: Vice President of Finance

STATE OF CALIFORNIA)
)ss
County of Orange)

On this 01 day of August, 2000, before me appeared Stephen D. Jennings, of East Side Mario's Restaurants, Inc., the person who signed this instrument, who acknowledges that it was signed as a free act on behalf of the corporation.


Notary Public



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