

Form PTO-1594  
(Rev. 03/01)

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy hereof.

1. Name of conveying party(ies):

TOSCORP INC.

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

Additional name(s) of conveying party(ies) attached  Yes  No

2. Name and address of receiving party(ies):

Name: FIFTH AVENUE RESTAURANT  
ACQUISITION CORP

Address: 16 West 51<sup>st</sup> Street  
New York, New York 10020

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State New York  
 Other

If assignee is 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) & addresses attached?  Yes  No

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other

Execution Date: April 15, 2004

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,168,073

Additional Numbers attached?  Yes  No

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

Name: Patrick Boisson

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

Tel: (212) 813-5900 • Fax: (212) 813-5901

6. Total number of applications and registration involved:.....1

7. Total fee (37 CFR 3.41) ..... \$ 40.00

Enclosed  
 Authorized to be charged to deposit account  
(Only if total fee is not sufficient)

8. Deposit account number:

23-0825 - Docket No. PINO-0010541

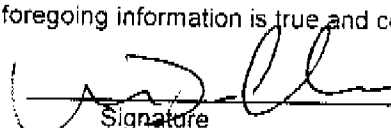
(Attach duplicate copy of this page if paying by deposit account)

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.

Mark D. Engelmann  
Name of Person Signing



Signature

4/16/04  
Date

Total number of pages comprising cover sheet: \_\_\_\_\_

CH \$40.00 230626 2168073

**ASSIGNMENT**

WHEREAS, Toscorp Inc., a corporation organized and existing under the laws of Delaware located at 124 East 40<sup>th</sup> Street, Suite 903, New York, New York 10016 ("Assignor"), is the owner of the following service mark for restaurant services and trade name (hereinafter, the "Service Mark");

| SERVICE MARK  | REGISTRATION NO. |
|---------------|------------------|
| TUSCAN SQUARE | 2,168,073        |

and WHEREAS, Fifth Avenue Restaurant Acquisition Corp., a corporation organized and existing under the laws of New York, located at 16 West 51<sup>st</sup> Street, New York, New York 10020 ("Assignee"), is desirous of acquiring the Service Mark.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Service Mark, together with the goodwill of the business symbolized by the Service Mark and the identified registration thereof, and with all claims arising out of or relating to the use or ownership of the Service Mark.

TOSCORP INC.

By: 

Name: GIUSEPPE LUONGO

Title: President

Date of Signature: 4/15/04

(mccgibson/pino)040406-041714-assign-ak.doc

#7616 P.002/002

TOSCORP PAYROLL

APR 15 2004 00:49 2126919435