

TRADEMARKS ONLY

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

1. Name of Conveying party(ies):

GREEN CACTUS GRILL OF PLAINVIEW, INC.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation- NEW YORK
- Other

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

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

Name: GREEN CACTUS HOLDING CORP.

Street Address: C/O STEVEN G. LEVENTHAL, ESQ.
15 REMSEN AVENUE

City: Roslyn State: NY ZIP 11576

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

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: 6/26/02

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
GREEN CACTUS FRESH MEXICAN GRILL
Reg. No. 2,424,535

Additional numbers attached? Yes No

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

Name: Collard & Roe, P.C.
Internal Address: _____

Street Address: 1077 Northern Boulevard

City: Roslyn State: NY ZIP: 11576

6. Total number of applications and registrations involved: 1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 03-2468

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.

Stewart J. Bellus
Name of Person Signing

[Signature]
Signature

9-24-04
Date

Total number of pages comprising cover sheet: _____

CH \$40.00 032468 2424636

TRADEMARK ASSIGNMENT

This Trademark Assignment is made by Green Cactus Grill of Plainview, Inc., a New York corporation having a principal business address at 397B South Oyster Bay Road, Plainview, NY 11803 (hereinafter "Assignor"), in favor of Green Cactus Holding Corp. having an address care of Steven G. Leventhal, Esq., 15 Remsen Avenue, Roslyn, New York 11576 (hereinafter "Assignee").

WHEREAS, assignor is the owner of the U.S. trademark registration for the mark Green Cactus Fresh Mexican Grill, Registration No. 2,424,535 (hereinafter "the Mark") and the goodwill of the business symbolized thereby;

WHEREAS, Assignee is desirous of acquiring all rights to the Mark and the registration therefore.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, the entire right, title, interest in and to the Mark and the registration therefore and the goodwill of the business connected with the Mark, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives.

Signed this ___ day of _____, 2002

June 26, 2002

Green Cactus Grill of Plainview, Inc.

By: *Denis J. Richardson*
Name: Denis Richardson
Title: Pres.

June 25, 2002

By: *Thomas E. Richardson*
Name: Thomas E. Richardson
Title: Pres.

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