

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Alarmex Holdings, L.L.C.		02/07/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	AHG Licensing, Inc.
Street Address:	1411 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	78336621	CARIBBEAN JOE
Serial Number:	76374006	CJ BLUES
Serial Number:	78336590	HAVANA JACK'S CAFE
Serial Number:	78336779	LA CABANA
Registration Number:	2936196	PERISCOPE
Registration Number:	2845660	HAVANA JACK'S CAFE
Registration Number:	2860812	LA CABANA
Registration Number:	2845458	CARIBBEAN JOE

CORRESPONDENCE DATA

Fax Number: (212)704-5987
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2127046125
 Email: trademarks@troutmansanders.com
 Correspondent Name: Karl M. Zielaznicki, Esq.

OP \$215.00 78336621

Address Line 1: 600 Peachtree Street, NE, Suite 5200
Address Line 2: c/o Trademark Docket Clerk
Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:	365744.000002
NAME OF SUBMITTER:	Karl M. Zielazncki, Esq.
Signature:	/kmz/
Date:	02/07/2006

Total Attachments: 4
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ASSIGNMENT OF TRADEMARKS

This Agreement (hereinafter, "Agreement") is made and entered into effective February 7, 2006 (hereinafter, "Effective Date"), by and between, ALARMEX HOLDINGS, L.L.C., a limited liability company organized under the laws of the State of Delaware, with an office at 1411 Broadway, New York, NY 10018 (hereinafter, "ASSIGNOR") on the one hand, and AHG LICENSING, INC., a corporation organized under the laws of the State of Delaware, with an office at 1411 Broadway, New York, NY 10018 (hereinafter, "ASSIGNEE"), on the other hand;

WHEREAS, ASSIGNOR owns the trademarks, trademark applications and trademarks registrations set forth below on Schedule A hereto (hereinafter the "Marks");

WHEREAS, ASSIGNEE wishes to acquire from ASSIGNOR all of its right, title and interest in, to and under such Marks;

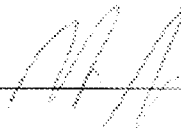
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR hereby assigns, transfers and conveys to ASSIGNEE, its successors, assigns and legal representatives forever, ASSIGNOR's entire right, title and interest in and to such Marks, together with that part of the goodwill of ASSIGNOR's business connected with the use thereof and symbolized thereby along with that portion of ASSIGNOR's business in connection with which ASSIGNOR had a *bona fide* intention to use any of the Marks and any and all of ASSIGNOR's other rights, privileges and priorities provided under the United States, state or foreign law with respect to the Marks including, without limitation,

ASSIGNOR's common law rights and rights under the laws of unfair competition and any and all of ASSIGNOR's rights to obtain renewals, reissues, and extensions for such Marks upon registration of such Marks or other legal protections pertaining to the Marks.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall together constitute one instrument.

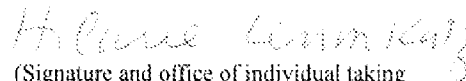
This Agreement (including Schedule A attached hereto and incorporated herein by reference) is a complete statement of all of the terms of the agreements between ASSIGNOR and ASSIGNEE with respect to the subject matter hereof and supersedes any and all prior agreements, commitments, understandings, discussions, negotiations or arrangements of any nature relating thereto whether written or oral.

ALARMEX HOLDINGS, L.L.C.

By: 

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 7th day of February in the year 2006 before me, the undersigned, a Notary Public in and for said State, personally appeared Jacobus Spier, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity as Member of Alarmex Holdings, L.L.C. and that by his/her signature on the instrument, the Person upon behalf of which the individual acted (i.e., Alarmex Holdings, L.L.C.) executed the instrument.


(Signature and office of individual taking acknowledgment.)

HILARIE LEVION KATZ
Notary Public, State of New York
No. 01KA493594
Qualified in New York County
Commission Expires July 8, 2006

(continued on next page)

AHG LICENSING, INC.

By: *[Signature]*

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 7th day of February in the year 2006 before me, the undersigned, a Notary Public in and for said State, personally appeared Jonathan Spier, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity as CEO of AHG Licensing, Inc. and that by his/her signature on the instrument, the Person upon behalf of which the individual acted (i.e., AHG Licensing, Inc.) executed the instrument.

Hilarie Levion Katz
(Signature and office of individual taking acknowledgment.)

HILARIE LEVION KATZ
Notary Public, State of New York
No. 01170433094
Qualified in New York County
Commission Expires July 5, 2006

SCHEDULE A

<u>US Trademark Applications</u>		
<u>Mark</u>	<u>Filing Date</u>	<u>Application No.</u>
CARIBBEAN JOE	12/04/2003	78/336,621
CJ BLUES	02/21/2002	76/374,006
HAVANA JACK'S CAFÉ	12/04/2003	78/336,590
LA CABANA (stylized)	12/05/2003	78/336,779
<u>US Trademark Registrations</u>		
<u>Mark</u>	<u>Registration Date</u>	<u>Registration No.</u>
PERISCOPE	03/29/2005	2,936,196
HAVANA JACK'S CAFÉ	05/25/2004	2,845,660
LA CABANA (stylized)	07/06/2004	2,860,812
CARIBBEAN JOE	05/25/2004	2,845,458

<u>Canadian Trademark Applications</u>		
<u>Mark</u>	<u>Filing Date</u>	<u>Registration No.</u>
ALL NIGHT LONG	10/11/2002	1,155,578
CARIBBEAN JOE	04/10/2002	1,136,840
CARIBBEAN JOE logo	10/11/2002	1,155,568
HAVANA JACK'S CAFÉ	10/11/2002	1,155,571
LET GO	10/11/2002	1,155,569