

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Assignment of Trademarks and Service Marks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
New York New York Franchising, Inc.		03/14/2006	CORPORATION: COLORADO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	New York NY Fresh Deli Franchise, Inc.		
<b>Street Address:</b>	5950 Hazeltine National Drive		
<b>Internal Address:</b>	Suite 290		
<b>City:</b>	Orlando		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	32822		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3024308	NEW YORK SUBS FRESH DELI	
Registration Number:	3021879	NEW YORK NY FRESH DELI	
Registration Number:	2995966	NEW YORK NEW YORK FRESH DELI	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)728-0744		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2027216405		
<b>Email:</b>	christine.wilson@thomson.com		
<b>Correspondent Name:</b>	Greenberg & Bass LLP		
<b>Address Line 1:</b>	16000 Ventura Blvd		
<b>Address Line 2:</b>	Suite 1000		
<b>Address Line 4:</b>	Encino, CALIFORNIA 91436		
<b>NAME OF SUBMITTER:</b>	Christine Wilson		

CH \$90.00 3024308

Signature:

/CHRISTINE WILSON/

Date:

03/17/2006

**Total Attachments: 3**

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ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

WHEREAS, NEW YORK NEW YORK FRANCHISING, INC., a Colorado corporation, whose address is 100 West Hoover Avenue, Suite 12-14, Mesa, Arizona 85210 ("ASSIGNOR"), does hereby sell, assign and set over absolutely unto NEW YORK NY FRESH DELI FRANCHISE, INC., a Delaware corporation, whose address is 5950 Hazeltine National Drive, Suite 290, Orlando, Florida 32822, and its successors and assigns ("ASSIGNEE"), all its right, title and interest, and the goodwill associated therewith, in and to the trademarks and service marks described on Exhibit A attached to this Assignment and incorporated into this Assignment by reference; and

WHEREAS, for the purpose of registration and by way of further assurance, ASSIGNEE has requested ASSIGNOR to execute and deliver this Assignment.

NOW, THEREFORE, for good and valuable consideration received, ASSIGNOR hereby confirms that ASSIGNOR does hereby sell, assign and set over unto ASSIGNEE, all its right, title and interest in and to the trademarks and service marks described on Exhibit A attached hereto and incorporated into this Assignment by reference, together with the goodwill in the said trademarks and service marks, with the intent that such trademarks and service marks and registrations and applications shall be fully vested in the name of ASSIGNEE, its successors and assigns, from and after MARCH 14, 2006.

IN WITNESS WHEREOF, the undersigned has executed this Assignment in Mesa, Arizona, on this 14<sup>th</sup> day of MARCH, 2006.

NEW YORK NEW YORK FRANCHISING, INC.,  
A Colorado corporation

By:   
ROBERT D. PALMER, JR., PRESIDENT

**EXHIBIT A**  
**LIST OF TRADEMARKS AND SERVICE MARKS**

The Design Mark "New York Subs Fresh Deli". The service mark is listed on the Principal Register of the USPTO on December 6, 2005 and bears the Registration No. 3024308.

The Design Mark "New York NY Fresh Deli". The service mark was listed on the Principal Register of the USPTO on November 29, 2005 and bears the Registration No. 3021879.

The Design Mark "New York New York Fresh Deli" as shown on the attached. The service mark was listed on the Principal Register of the USPTO. The service mark was listed on the Principal Register of the USPTO on September 13, 2005 and bears the Registration No. 2995966.