

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Stock Exchange between Uptown Resteraunt Group, Inc.(Owner of NYB Foods, Inc.) and Ultimate Franchise Systems, Inc.

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
NYB Foods, Inc.		07/25/2002	CORPORATION: COLORADO
Uptown Restaurant Group, Inc.		07/25/2002	CORPORATION: COLORADO

**RECEIVING PARTY DATA**

<b>Name:</b>	Ultimate Franchise Systems, Inc.
<b>Street Address:</b>	1515 International Parkway, Suite 2013
<b>City:</b>	Heathrow
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	32746
<b>Entity Type:</b>	CORPORATION: NEVADA

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	1993286	NEW YORK BURRITO
Registration Number:	2534795	NEW YORK BURRITO GOURMET WRAPS
Registration Number:	3012756	NEW YORK BURRITO

**CORRESPONDENCE DATA**

Fax Number: (801)566-0750  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 8015666633  
 Email: jackson@tnw.com  
 Correspondent Name: Peter M. de Jonge  
 Address Line 1: P.O. Box 1219  
 Address Line 4: Sandy, UTAH 84091

<b>ATTORNEY DOCKET NUMBER:</b>	2405-001 NEW YORK BURRITO
<b>NAME OF SUBMITTER:</b>	Peter M. de Jonge

OP \$90.00 1993286

Signature:

/petermdejonge/

Date:

08/11/2006

Total Attachments: 2

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**STOCK EXCHANGE AGREEMENT**

**25<sup>TH</sup>** THIS STOCK EXCHANGE AGREEMENT ("Agreement") is made this day of July, 2002, by and between UPTOWN RESTAURANT GROUP, INC., a Colorado corporation ("UPTW") and ULTIMATE FRANCHISE SYSTEMS, INC., a Nevada corporation ("UFSY").

Background

The total authorized capital stock of UPTW consists of 50,000,000 shares of common stock, no par value per share ("UPTW Common Stock"), of which 5,116,578.25 shares are issued and outstanding.

The total authorized capital stock of UFSY consists of 100,000,000 shares of common stock, par value \$.0001 per share ("UFSY Common Stock"), of which approximately 9,700,000 shares are issued and outstanding.

The parties desire to enter into a stock exchange agreement whereby UFSY will acquire 2,100,000 of the authorized but unissued shares of UPTW Common Stock ("UPTW Shares") in exchange for 375,000 of the authorized but unissued shares of UFSY Common Stock ("UFSY Shares"), on the terms and conditions set forth herein.

Terms of Agreement

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

**ARTICLE I**  
**EXCHANGE OF SHARES**

1.1 Stock Exchange. In reliance on and subject to the terms, conditions, representations, warranties, covenants and agreements herein contained, UFSY shall issue, assign, transfer and convey unto UPTW the UFSY Shares in exchange for the UPTW Shares, and UPTW shall issue, assign, transfer and convey unto UFSY the UPTW Shares in exchange for the UFSY Shares (the "Stock Exchange").

1.2 Closing. The closing of the Stock Exchange contemplated in this Agreement (the "Closing") shall take place at such date, time and place as shall be mutually acceptable to the parties (the "Closing Date").

1.3 Transactions and Documents Delivered at Closing.

1.3.1 Delivery of UPTW Shares. At the Closing, UPTW shall deliver to UFSY a certificate representing the UPTW Shares bearing an appropriate legend restricting transfer except as permitted under Rule 144 of the Securities Act of 1933, as amended (the "Act").

IN WITNESS WHEREOF, the undersigned have executed this Stock Exchange Agreement as of the date first indicated above.

ULTIMATE FRANCHISE SYSTEMS, INC.

By: Michael F. Cronin

MICHAEL F. CRONIN  
Name Printed

Its CHIEF FINANCIAL OFFICER

UPTOWN RESTAURANT GROUP, INC.

By: Robert Palmer

ROBERT PALMER  
Name Printed

Its PRESIDENT

UPS/UPW STOCK EXCHANGE AGREEMENT