

TO: KIMBERLY B. MALERBA COMPANY: 1425 RXR PLAZA

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

**06/17/2010**  
**900164893**

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Mr. David Alcalay		07/25/2007	INDIVIDUAL: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	TRUFOODS, LLC		
<b>Street Address:</b>	14 Penn Plaza		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10122		
<b>Entity Type:</b>	CORPORATION: <i>New Jersey, LLC</i>		
<b>PROPERTY NUMBERS Total: 3</b>			
Property Type	Number	Word Mark	
Registration Number:	1630487	WALL STREET DELI	
Registration Number:	2266901	WALL STREET DELI	
Registration Number:	2242126	WALL STREET DELI STREET WRAPS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(516)663-6879		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
<b>Phone:</b>	516-663-6679		
<b>Email:</b>	spersaud@rmfpc.com		
<b>Correspondent Name:</b>	Kimberly B. Malerba		
<b>Address Line 1:</b>	1425 RXR Plaza		
<b>Address Line 4:</b>	Uniondale, NEW YORK 11558		
<b>NAME OF SUBMITTER:</b>	Kimberly B. Malerba		
<b>Signature:</b>	/Kimberly B. Malerba/		
<b>Date:</b>	06/17/2010		

OP \$90.00 1630487

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**Total Attachments: 4**

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TO:KIMBERLY B. MALERBA COMPANY:1425 RXR PLAZA

ASSIGNMENT

WHEREAS, on June 30, 2006 (the "Petition Date"), WSDS, Inc. f/k/a Wall Street Deli Systems, Inc. (the "Debtor") filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, et seq., as amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), bearing case number 06-11501 (SMB); and

WHEREAS, the Debtor was a franchisor/licensor of twenty-six (26) New York Deli Restaurants throughout the country and was the owner/operator of the Wall Street Deli Restaurant located at 7900 Westpark Drive, McLean Virginia (the "Business"); and

WHEREAS, David Alcalay ("Assignor") was a senior secured creditor of the Debtor as assignee of judgment creditor AmSouth Bank; and

WHEREAS, by order of the Bankruptcy Court dated July 23, 2007 (the "Order"), a copy of which is annexed hereto and made a part hereof, Assignor purchased from the Debtor and the Debtor sold to Assignor substantially all of the Debtor's assets referenced in the Order (the "Assets") via a credit bid of Assignor's secured claim against the Debtor, free and clear of all Claims and interests (as defined in the Order), which sale closed on July 24, 2007; and

WHEREAS, pursuant to the Order, Assignor is entitled to assign the Assets to one or more designees; and

WHEREAS, Assignor is the sole member of WSD Reston, LLC, WSD Allen, LLC and WSD Mclean, LLC (collectively, the "Designees"); and

WHEREAS, at Assignor's request, the Debtor conveyed and assigned certain of the Assets to the Designees;

WHEREAS, Assignor and the Designees are the owners of the entire right, title and interest in and to the Assets; and

WHEREAS, TruFoods LLC, a New Jersey limited liability company, (hereinafter "Assignee") is desirous of acquiring the entire right, title and interest in and to the Assets;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for the sum of U.S. Six Hundred Thousand Dollars (\$600,000.00) payable \$150,000 in cash as of the date of this Assignment and the balance under that certain Installment Promissory Note dated as of the date of this Assignment, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by said Assignor, Assignor, by these presents, does sell, assign, and transfer unto the Assignee, the entire right, title and interest in and to (a) said Assets referred to herein, and (b) his membership interest in and to the Designees (collectively, the "Assigned Assets"), to have and to hold for the sole and exclusive use and benefit of the said Assignee, its successors and assigns, together with all claims, rights of action and causes of action for past, present or future infringement or unauthorized use of said Assigned Assets, if any, including, but not limited to, the right to recover all damages, income, royalties, profits, payments due or payable as of the date hereof or thereafter, and all other available relief for such

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HR LLP

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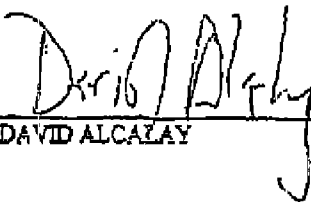
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infringement, and the right to sue for, and collect the same for its own use and enjoyment, and the use and enjoyment of its successors, assigns or other legal representatives.

And the Assignor does hereby covenant and agree, for himself and his legal representatives, that they will assist said Assignee in the prosecution of any applications to reissue or reexamine said Assigned Assets referred to herein and any continuations, continuations-in-part, divisions and extensions thereof, in vesting in the said Assignee exclusive title in and to said Assigned Assets referred to herein and in any reissues, reexaminations, continuations, continuations-in-part, divisions and extensions thereof, and in the prosecution of any interference or infringement action which may arise involving said Assigned Assets herein referred to herein; and Assignor will execute and deliver to the said Assignee any and all additional papers which may be requested by said Assignee to vest title in said Assignee in said Assigned Assets referred to herein, and will otherwise fully carry out the terms of this agreement.

IN TESTIMONY WHEREOF, the said Assignor has hereto set his hand and affixed his seal.

Date: July 25, 2007

By:   
DAVID ALCAZAR

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STATE OF ~~NEW YORK~~ )  
*Florida* ) SS  
COUNTY OF ~~NEW YORK~~ )  
*Palm Beach*

I, *Stefanie Caponi*, a Notary Public in and for the county and state aforesaid, do hereby certify that DAVID ALCALAY, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 25 day of July, 2007

*Stefanie Caponi*  
Notary Public

My Commission Expires: 9/15/09

SEAL

NOTARY PUBLIC-STATE OF FLORIDA  
*Stefanie N. Caponi*  
Commission # 01492452  
Expire: SEP 15 2009  
Sealed: The Florida Notary Public, Inc.

TO:KIMBERLY B. MALERBA COMPANY:1425 RXR PLAZA

WSDS, Inc.		
Trademark Schedule		
Mark	Registration No.	Registration Date
Wall Street Deli	1,630,487	1/1/1991
Wall Street Deli Plus Design	2,265,901	6/3/1999
Wall Street Deli Wraps Plus Design	2,242,126	4/27/1999