

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
Umami Cafe, Inc.		06/30/2011	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Umami Burger Licensing Group USA, LLC		
Street Address:	7966 Beverly Boulevard		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90048		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3490459	UMAMI CAFÉ	
Registration Number:	2785525	UMAMI CAFE	
Registration Number:	2639532	UMAMI CAFE	
CORRESPONDENCE DATA			
Fax Number:	(424)239-1795		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	424-239-2850		
Email:	lee@weinberg-gonser.com		
Correspondent Name:	Weinberg Gonser LLP		
Address Line 1:	1801 Century Park East, Suite 520		
Address Line 4:	Los Angeles, CALIFORNIA 90067		
NAME OF SUBMITTER:	Lee Weinberg		
Signature:	/Lee Weinberg/		
Date:	07/13/2011		
Total Attachments: 2 source=Umami Trademark Assignment#page1.tif source=Umami Trademark Assignment#page2.tif			

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is effective as of June 30, 2011 (the "Effective Date"), by and between Umami Burger Licensing USA, LLC, a limited liability company organized under the laws of Delaware and having a place of business at 1652 Harvard Avenue, Los Angeles, California 90027 ("Assignee"), and Umami Café, Inc., a corporation organized under the laws of New York and having a place of business at 325 South Riverside Avenue, Croton-on-Hudson, New York 10520 ("Assignor").

RECITALS

WHEREAS, Assignor is the owner of all right, title and interest in the trademarks identified on Exhibit A attached hereto, including all applications and registrations therefor, all common law rights therein in any jurisdiction, and all goodwill associated with and symbolized thereby (collectively, the "Trademarks"); and

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Trademarks including without limitation all common law rights therein in any jurisdiction, and all goodwill associated therewith and symbolized thereby;

NOW, THEREFORE, in consideration of the foregoing, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor has sold, assigned, transferred and conveyed, and does hereby sell, assign, transfer and convey to Assignee, its successors, legal representatives and assigns, all right, title and interest in, to, and under the Trademarks, including without limitation: (i) all common law rights therein in any jurisdiction; (ii) all goodwill associated therewith and symbolized thereby; (iii) the right to further assign and/or to license any and all right, title and interest in and to the Trademarks; and (iv) the right to sue and collect damages for past infringement of the Trademark by any third party. This assignment is being made in compliance with Section 10 of the U.S. Trademark Act, 15 U.S.C. §1060. Assignor hereby authorizes and requests the Commissioner of Trademarks to record Assignee as the owner of the Trademarks and to issue all registrations for said Trademarks to Assignee, for the sole use and enjoyment of Assignee, its successors, legal representatives and assigns.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Trademark Assignment as of the Effective Date.

ASSIGNOR:

UMAMI CAFÉ, INC.

By: [Signature]

Name: Craig M Purdy

Title: President

Date: 6/30/11

ASSIGNEE:

UMAMI BURGER LICENSING USA, LLC

By: [Signature]

Name: Adam D. Fleckman

Title: Authorized member

Date: 6/30/11

EXHIBIT A

The Trademarks

<u>Trademark</u>	<u>Status</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
UMAMI CAFE	Registered	78/829,002	3/3/2006	3,490,459	8/19/2008
UMAMI CAFE	Registered	76/379,074	3/6/2002	2,785,525	11/25/2003
UMAMI CAFE	Registered	76/379,050	3/6/2002	2,639,532	10/22/2002