

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
Kahala Franchise Corp		01/01/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Kahala Franchising, L.L.C.
Street Address:	9311 E. Via de Ventura
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85258
Entity Type:	LIMITED LIABILITY COMPANY: ARIZONA

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Registration Number:	3258492	JOHNNIE'S NEW YORK PIZZERIA
Registration Number:	3085137	JOHNNIE'S NEW YORK A NEIGHBORHOOD ITALIAN RESTAURANT
Registration Number:	2111171	L.A. EATS N.Y.
Registration Number:	3157668	SURF CITY SQUEEZE
Registration Number:	3141952	SURF CITY SQUEEZE
Registration Number:	3192296	SURF CITY SQUEEZE
Registration Number:	2666238	SURF CITY SQUEEZE
Registration Number:	1978232	SURF CITY SQUEEZE
Registration Number:	2666237	SURF CITY SQUEEZE
Registration Number:	3076622	FRULLATI CAFE & BAKERY
Registration Number:	3079414	FRULLATI CAFE & BAKERY
Registration Number:	3001849	FRULLATI CAFE
Registration Number:	2255749	FRULLATI CAFE & BAKERY
Registration Number:	1731865	FRULLATI

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Registration Number:	1989162	FRULLATI CAFE
Registration Number:	1731867	FRULLATI ALL NATURAL
Registration Number:	3258496	ROLLERZ ROLLED SANDWICHES
Registration Number:	3258495	ROLLERZ
Registration Number:	2620151	ROLLERZ
Registration Number:	3270203	NRGIZE LIFESTYLE CAFE
Registration Number:	3277793	NRGIZE LIFESTYLE CAFE
Registration Number:	3724788	NRGIZE LIFESTYLE CAFE
Registration Number:	3756820	NRGIZE LIFESTYLE CAFE
Registration Number:	3491598	NRGIZE
Registration Number:	3448361	NRGIZE
Registration Number:	3745943	KAHALA COFFEE TRADERS
Registration Number:	3512463	KAHALA
Registration Number:	3610873	TANGO PREMIUM YOGURT
Registration Number:	3717261	TANGO PREMIUM YOGURT
Registration Number:	3434468	TANGO
Registration Number:	3720495	TANGO
Registration Number:	2707230	1
Registration Number:	2711500	RANCH 1 GRILLED CHICKEN
Registration Number:	2711499	RANCH 1
Registration Number:	2244006	THE BEST GRILLED CHICKEN SANDWICH ON EARTH
Registration Number:	1675512	RANCH 1

CORRESPONDENCE DATA

Fax Number: 4803624816
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Email: rlmitchell@kahalamgmt.com
 Correspondent Name: Renee Mitchell
 Address Line 1: 9311 E. Via de Ventura
 Address Line 4: Scottsdale, ARIZONA 85258

NAME OF SUBMITTER:	Renee Mitchell
Signature:	/Renee Mitchell/
Date:	02/28/2013

Total Attachments: 3

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ASSIGNMENT AGREEMENT

This Assignment Agreement ("Assignment") is made effective as of January 1, 2011 ("Effective Date"), by and between KAHALA FRANCHISE CORP., a Delaware corporation ("ASSIGNOR"), and KAHALA FRANCHISING, L.L.C., an Arizona limited liability company ("ASSIGNEE").

WHEREAS, ASSIGNOR is the owner of the trademarks listed in "Exhibit A", attached hereto and incorporated by reference herein (individually and collectively, "Marks"), together with the goodwill of the business symbolized thereby in connection with the goods and services on which the Marks are used.

WHEREAS, ASSIGNOR desires to convey, transfer, assign, deliver, and contribute to ASSIGNEE all of its right, title, and interest in and to the Marks; and

WHEREAS, ASSIGNEE desires to acquire all of ASSIGNOR's rights, title, and interest in and to the Marks and the goodwill symbolized thereby.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR hereby irrevocably sells, assigns, transfers, and conveys to ASSIGNEE all of its right, title, and interest in and to the Marks, as well as ASSIGNOR's right, title, and interest of every kind and character throughout the world, including, without limitation, all federal, state, foreign, statutory and common law and other rights and all domestic and foreign trademark applications and registrations therefor (and all extensions and renewals of such applications and registrations, and the right to apply for any of the foregoing), together with the goodwill of the business associated with the Marks, the same to be held and enjoyed by ASSIGNEE, its successors, assigns, and other legal representatives.

ASSIGNOR further assigns to ASSIGNEE all rights to sue for and receive all damages accruing from past, present, and future infringements or misappropriations of the Marks herein assigned.

This Assignment shall be binding upon the parties, their successors and/or assigns, and all others acting by, through, with, or under their direction, and all those in privity therewith.

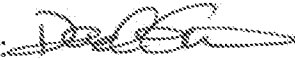
ASSIGNOR further covenants that it will execute all documents, papers, forms and authorizations and take all other actions that may be necessary for securing, completing, or vesting in ASSIGNEE full right, title, and interest in and to the Marks.

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IN WITNESS WHEREOF the parties have duly executed and delivered this Assignment Agreement as of the day and year first above written.

ASSIGNOR:

KAHALA FRANCHISE CORP., a Delaware corporation

By: 
Name: David Guarino
Its: President, Secretary and Treasurer

ASSIGNEE:

KAHALA FRANCHISING, L.L.C., an Arizona limited liability company

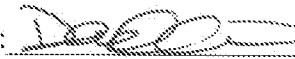
By: 
Name: David Guarino
Its: President, Secretary and Treasurer

EXHIBIT A

Schedule of Trademarks and Intellectual Property

<u>TRADEMARK/ SERVICEMARK</u>	<u>SERIAL No./ REG. No.</u>	<u>STATUS</u>	<u>FILING DATE/ REGISTRATION DATE</u>
JOHNNIE'S NEW YORK PIZZERIA	3258492	Registered	July 3, 2007
JOHNNIE'S NEW YORK A NEIGHBORHOOD ITALIAN RESTAURANT	3085137	Registered	April 25, 2006
L.A. EATS N.Y.	2111171	Registered	November 4, 1997
SURF CITY SQUEEZE	3157668	Registered	October 17, 2006
SURF CITY SQUEEZE	3141952	Registered	September 12, 2006
SURF CITY SQUEEZE	3192296	Registered	January 2, 2007
SURF CITY SQUEEZE	2666238	Registered	December 24, 2002
SURF CITY SQUEEZE	1978232	Registered	June 4, 1996
SURF CITY SQUEEZE	2666237	Registered	December 24, 2002
FRULLATI CAFE & BAKERY	3076622	Registered	April 4, 2006
FRULLATI CAFE & BAKERY	3079414	Registered	April 11, 2006
FRULLATI CAFE	3001849	Registered	September 27, 2005
FRULLATI CAFE & BAKERY	2255749	Registered	June 22, 1999
FRULLATI	1731865	Registered	November 10, 1992
FRULLATI CAFE	1989162	Registered	July 23, 1996
FRULLATI ALL NATURAL	1731867	Registered	November 10, 1992
ROLLERZ ROLLED SANDWICHES	3258496	Registered	July 3, 2007
ROLLERZ	3258495	Registered	July 3, 2007
ROLLERZ	2620151	Registered	September 17, 2002
NRGIZE LIFESTYLE CAFE	3270203	Registered	July 24, 2007
NRGIZE LIFESTYLE CAFE	3277793	Registered	August 7, 2007
NRGIZE LIFESTYLE CAFE	3724788	Registered	December 15, 2009
NRGIZE LIFESTYLE CAFE	3756820	Registered	March 9, 2010
NRGIZE	3491598	Registered	August 26, 2008
NRGIZE	3448361	Registered	June 17, 2008
KAHALA COFFEE TRADERS	3745943	Registered	February 9, 2010
KAHALA	3512463	Registered	October 7, 2008
TANGO PREMIUM YOGURT	3610873	Registered	April 28, 2009
TANGO PREMIUM YOGURT	3717261	Registered	December 1, 2009
TANGO	3434468	Registered	May 27, 2008
TANGO	3720495	Registered	December 8, 2009
1	2707230	Registered	April 15, 2003
RANCH 1 GRILLED CHICKEN	2711500	Registered	April 29, 2003
RANCH 1	2711499	Registered	April 29, 2003
THE BEST GRILLED CHICKEN SANDWICH ON EARTH	2244006	Registered	May 4, 1999
RANCH 1	1675512	Registered	February 11, 1992