

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
E S Foods Inc.	FORMERLY East Side Entrees Inc.	04/08/2013	CORPORATION:

RECEIVING PARTY DATA

Name:	GemCap Lending I, LLC
Street Address:	24955 Pacific Coast Highway
Internal Address:	Suite A202
City:	Malibu
State/Country:	CALIFORNIA
Postal Code:	90265
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	85884262	LUNCH BREAKS
Registration Number:	2268448	EAST SIDE ENTREES
Registration Number:	3208021	GOT BREAKFAST?
Registration Number:	3269925	MEAL BREAKS
Registration Number:	3330942	BREAKFAST BREAKS
Registration Number:	3414172	BREAKFAST GRABBER
Registration Number:	3962860	E-S FOODS NOURISHING OUR FUTURE

CORRESPONDENCE DATA

Fax Number: 2125865095
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 212 381 8748
 Email: astein@ctswlaw.com

OP \$190.00 85884262

Correspondent Name: Adam Stein
Address Line 1: 420 Lexington Avenue
Address Line 2: Suite 2400
Address Line 4: New York, NEW YORK 10170

NAME OF SUBMITTER:	Adam Stein
Signature:	/as/
Date:	04/17/2013

Total Attachments: 4

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**TRADEMARK COLLATERAL ASSIGNMENT
AND SECURITY AGREEMENT**

This **TRADEMARK COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT** (this "Agreement"), dated as of April 8, 2013, made by **E S FOODS INC.** (f/k/a **EAST SIDE ENTREES INC.**), a New York corporation with its principal place of business located at 20 Crossways Park North, Woodbury, NY 11797 ("Grantor"), in favor of **GEMCAP LENDING I, LLC**, a Delaware limited liability company with offices at 24955 Pacific Coast Highway Suite A202 Malibu, California 90265 ("Lender"). Capitalized terms not otherwise defined herein have the meaning set forth in the Patent and Trademark Security Agreement, of even date herewith, between Grantor and Lender (the "Patent and Trademark Security Agreement").

WITNESSETH:

WHEREAS, the Grantor has acquired an interest in certain trademarks identified in **Exhibit 1** hereto (the "Trademarks");

WHEREAS, the Grantor and the Lender are parties to that certain Loan and Security Agreement, dated as of April 8, 2013 (as from time to time amended or supplemented, the "Loan Agreement");

WHEREAS, it is a condition precedent to the Lender's entry into the Loan Agreement that the Grantor shall have executed and deliver the Patent and Trademark Security Agreement to the Lender;

WHEREAS, the Grantor wishes to grant to Lender a security interest in certain of its property and assets to secure the performance of its obligations under the Loan Agreement and the other Loan Documents; and

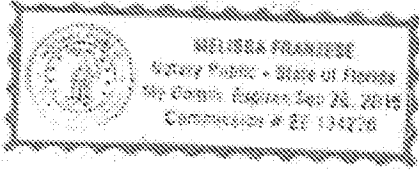
WHEREAS, the Grantor and the Lender by this instrument seek to confirm and make a record of the collateral assignment of and grant of a security interest in the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Grantor does hereby acknowledge and confirm that it has made a collateral assignment to the Lender of, and has granted to the Lender a Lien on and security interest in, all of the Grantor's right, title and interest in, to, and under the Trademarks and the goodwill associated therewith. The Grantor also acknowledges and confirms that the rights and remedies of Lender with respect to the collateral assignment of and security interests in the Trademarks and the goodwill associated therewith in favor of Lender as acknowledged and confirmed hereby are more fully set forth in the Patent and Trademark Security Agreement and the Loan Documents, the terms and provisions of which are incorporated herein by reference.

This Agreement may be executed in counterparts, and by facsimile, pdf or electronic signature, each of which shall be an original, but all of which together shall constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

Melissa Fungwe



E S FOODS INC.

By: *[Signature]*
Name: *CHRYL A. DAVIS*
Title: *CEO*

GEMCAP LENDING I, LLC

By: *[Signature]*
Name: *Walter Ellis*
Title: *Co-President*

[SIGNATURE PAGE 1 OF 3 - TRADEMARK COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT]

STATE OF Florida

COUNTY OF Palm Beach

This instrument was acknowledged before me April on April 12, 2013 by Brian Davis in his capacity as CEO of ES Foods Inc.

Notary Public

Printed Name: Melissa Franzese

My Commission Expires:

9/28, 2015

STATE OF _____) ss.
COUNTY OF _____)

On _____, 2013, before me, _____, a Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity on behalf of GemCap Lending I, LLC, as Lender, and that by his signature on the instrument, GemCap Lending I, LLC executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Notary Public

My Commission Expires _____

[SIGNATURE PAGE 2 OF 2 - TRADEMARK COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT]

EXHIBIT 1

Trademarks

Serial No. / Registration No.	Item	Status	Filing Date	Date Registered	Registrant
85884262	Lunch Breaks	Live	March 22, 2013	--	East Side Entrees, Inc.
75412253 / 2268448	East Side Entrees	Live	Dec. 30, 1997	Aug. 10, 1999	East Side Entrees, Inc., as assignee of Paramount Pasta Co., Inc.
78785622 / 3208021	Got Breakfast?	Live	Jan. 5, 2006	Feb. 13, 2007	East Side Entrees, Inc.
78715697 / 3269925	Meal Breaks	Live	Sept. 19, 2005	July 24, 2007	East Side Entrees, Inc.
78601150 / 3330942	Breakfast Breaks	Live	April 4, 2005	Nov. 6, 2007	East Side Entrees, Inc.
77187077 / 3414172	Breakfast Grabber	Live	May 22, 2007	April 22, 2008	East Side Entrees, Inc.
77918242 / 3962860	E-S Foods Nourishing Our Future	Live	Jan. 22, 2010	May 17, 2011	East Side Entrees, Inc.