

TRADEMARKS ONLY

Patent and Trademark Office

Tab settings 000

To the Honorable Commissioner of Patents and Trademarks. Please record this as original documents or copy thereof.

1. Name of conveying party(ies): GR OF MINN., INC.
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State Delaware
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date:

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/236979 75/485912
75/563696 75/738935
75/486105 75/236924
75/540400 75/698011
B. Trademark registration No.(s)
2244563 2200405
2315216 1454666
2299729 1720553
2294367 1561634
2312061 1563606
2259603 927498
2143078 1173499
Additional numbers attached? [] Yes [X] No

2. Name and address of receiving party(ies):
Name: Ground Round, Inc.
Internal Address:
Street Address: 35 Braintree Hill Office Park
P.O. Box 859078
City Braintree State MA ZIP 02184-9078
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[X] Corporation-State Delaware
[] Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Teresa C. Tucker
HAYES, SOLOWAY, HENNESSEY, GROSSMAN & HAGE
Internal Address:
Street Address: 175 Canal Street
City: Manchester State: NH ZIP 03101

6. Total number of applications and registrations involved: 27
7. Total fee (37 CFR 3.41): \$ 690.00
[X] Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 08-1391
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

10-30-2000



101498712

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct of the original document.

Teresa C. Tucker
Name of Person Signing

[Signature]
Signature

October 6, 2000
Date

Total number of pages comprising cover sheet: 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

ASSIGNMENT OF TRADEMARKS

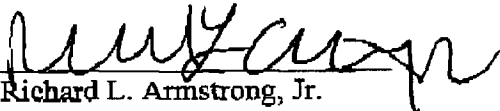
WHEREAS, GR of Minn., Inc. of 35 Braintree Hill Office Park, Braintree, Massachusetts, 02184-9078 a Delaware corporation, is the owner of the trademarks and U.S. and Canadian Trademark Applications and Registrations as shown in the attached Schedules A, B, and C; and

WHEREAS, those trademarks, trademark applications and trademark registrations set forth in the attached Schedule C are subject to a security interest in favor of The Bank of New York, a New York corporation, (the "Bank") granted to it by GR of Minn., Inc., a Delaware Corporation which security interest was recorded in the U.S. Patent and Trademark Office at Reel 1080/Frame 0342 to which reference may be had and the debt to the Bank, for which such security interest was granted, remains outstanding; and

WHEREAS, GROUND ROUND, INC., of 35 Braintree Hill Office Park, P.O. Box 9078, Braintree, Massachusetts 02184-9078, a Delaware corporation, is desirous of acquiring said trademarks, trademark applications and trademark registrations and the good will associated therewith;

NOW THEREFORE, in consideration of and in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, GR of Minn., Inc. does sell, assign, transfer and set over to GROUND ROUND, INC. the entire right, title and interest in and to said trademarks, trademark applications and trademark registrations, and the good will of the marks and of the business associated with said marks to the full extent permitted by applicable law.

GR OF MINN., INC.

By: 
Richard L. Armstrong, Jr.
Secretary

Date: As of October 1, 2000

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF Norfolk)ss.

Sworn to and subscribed before me this 5th day of October, 2000.


NOTARY PUBLIC

My Commission expires: 6-25-2007

(SEAL)

SCHEDULE A

| <u>MARK</u> | <u>US REGISTRATION NO.</u> |
|---|----------------------------|
| DEFINITELY CHOCOLATE | 2244563 |
| MIXOLOGY AN INTERACTIVE PRIMER (PLUS DESIGN) | 2315216 |
| T & TAP DESIGN | 2299729 |
| TAP & GRILL (PLUS DESIGN) | 2294367 |
| THAT REALLY BIG PRETZEL | 2312061 |
| TROMBO | 2259603 |
| TRIPLE CHIPS | 2143078 |
| GOLD FORK | 2200405 |

| <u>MARK</u> | <u>US APPLICATION NO.</u> |
|--|---------------------------|
| G PLUS FORK DESIGN | 75/236979 |
| AHCI (PLUS DESIGN) | 75/563696 |
| AMERICAN HOSPITALITY CONCEPTS INC. | 75/486105 |
| AMERICAN HOSPITALITY CONCEPTS INC. (PLUS DESIGN) | 75/540400 |
| BERKSHIRE GRILL | 75/485912 |
| CRANE'S RESTAURANT AND BAR | 75/738935 |
| GOLD FORK CASUAL FOOD & SPIRIT (PLUS DESIGN) | 75/236924 |
| RUMBLESEATS | 75/698011 |
| SPEEDY LUNCH | 75/454118 |
| TAP & GRILL (PLUS GREEN AND GOLD DESIGN) | 75/540402 |
| THE BIG GRILL EVENT | 75/891680 |
| TIN ALLEY GRILL | 75/688705 |
| TIN ALLEY PUB | 75/672893 |

SCHEDULE B

| <u>MARK</u> | <u>CANADIAN REGISTRATION NO.</u> |
|-------------------------------------|----------------------------------|
| JUST A PENNY A POUND | 418876 |
| KIDS PAY WHAT THEY WEIGH | 418875 |
| THE GROUND ROUND | 225827 |
| THE GROUND ROUNDER (PLUS DESIGN) | 413905 |

| <u>MARK</u> | <u>CANADIAN APPLICATION NO.</u> |
|---|---------------------------------|
| G, PLUS FORK DESIGN | 836106 |
| GOLD FORK | 836107 |
| GOLD FORK CASUAL FOOD & SPIRIT (PLUS DES.) | 836105 |
| MIXOLOGY AN INTERACTIVE PRIMER (PLUS DESIGN) | 849567 |
| SIDE KICK | 848842 |
| TIN ALLEY GRILL | 1012239 |
| TIN ALLEY PUB | 1010624 |

SCHEDULE C

MARKS SUBJECT TO SECURITY INTEREST OF BANK OF NEW YORK

| <u>MARK</u> | <u>REGISTRATION NO.</u> |
|-----------------------------------|-------------------------|
| BINGO THE CLOWN | 1454666 |
| CINNAMON DIPPERS | 1720553 |
| JUST A PENNY A POUND | 1561634 |
| SLIDER | 1563606 |
| THE GROUND ROUND (PLUS DESIGN) | 927498 |
| THE GROUND ROUNDER (STYLIZED) | 1173499 |

«B0161107.DOC:1»