

Form PTO-1594
 (Rev. 10/01)
 OMB No. 0651-0027 (exp. 6/30/2005)
 Tab settings

01-11-2005

 102828998

U.S. DEPARTMENT OF COMMERCE
 U.S. Patent and Trademark Office

To the Honorable Commissione.

ed original documents or copy thereof.

7-28-04

1. Name of conveying party(ies):
The Ground Round, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Independent Owners Cooperative, LLC
 Address: 500 U.S. Route One
 City: Freeport State: Maine Zip: 04032

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State;
 Other Delaware Limited Liability Company

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: July 28, 2004

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s):
See Schedule 1

B. Trademark Registration No.(s)
See Schedule 1

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Frank S. Hamblett, Esq.
 Internal Address: Nixon Peabody LLP
 Street Address: 100 Summer Street
 City: Boston State: MA Zip: 02110-2131

6. Total number of applications and registrations involved: 31

7. Total fee (37 CFR 3.41) \$ 790.00
 Enclosed: Check No.
 Authorized to be charged to deposit account

8. Deposit account number:
50-2472

DO NOT USE THIS SPACE

9. Signature
Frank S. Hamblett
 Name of Person Signing


 Signature

July 28, 2004
 Date

Total number of pages including cover sheet, attachments, and document. 8

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

Schedule 1

1.	AHCI, plus design	75/563696	2,488,158	09/11/2001
2.	AMERICAN HOSPITALITY CONCEPTS, INC.	75/486105	2,762,020	09/09/2003
3.	BARK'N BERRY FREEZE	78/154568	2,719,506	05/27/2003
4.	BERKSHIRE GRILL	75/485912	2,445,286	04/17/2001
5.	BINGO THE CLOWN	73/627350	1,454,666	08/25/1987
6.	CINNAMON DIPPERS	74/232088	1,720,553	09/29/1992
7.	G (plus fork design)	75/236979	2,425,429	01/30/2001
8.	GOLD FORK	75/236980	2,200,405	10/27/1998
9.	GOLD FORK CASUAL FOOD & SPIRIT (plus design)	75/236924	2,532,332	01/22/2002
10.	GR	78/208838		
11.	GROUND ROUND GRILL & BAR	78/089887	2,635,442	10/15/2002
12.	EST. 1969 GROUND ROUND GRILL & BAR (plus circle design)	78/089892	2,621,535	09/17/2002
13.	EST. 1969 GROUND ROUND GRILL & BAR (plus swirl design)	78/089898	2,621,536	09/17/2002
14.	GROUND ROUND HOUND	76/421869		
15.	DEFINITELY CHOCOLATE	75/443820	2,244,563	05/11/1999
16.	GROUND ROUND PURPLE CANNON (plus design)	78/315114		
17.	MIXOLOGY AN INTERACTIVE PRIMER (plus design)	75/288413	2,315,216	02/08/2000
18.	PURPLE CANNON	78/313886		
19.	RUMBLESEATS	75/698011	2,582,784	06/18/2002
20.	SLIDER	73/781565	1,563,606	10/31/1989
21.	SPEEDY LUNCH (stylized)	75/454118	2,414,953	12/26/2000
22.	T AND TAP DESIGN	75/540401	2,299,729	12/14/1999
23.	TAP & GRILL (plus design)	75/544370	2,294,367	11/23/1999

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24.	THAT REALLY BIG PRETZEL	75/683050	2,312,061	01/25/2000
25.	THE BIG GRILL EVENT	75/891680	2,477,524	08/14/2001
26.	THE GROUND ROUND (plus design)	72/372028	927,498	01/18/1972
27.	THE GROUND ROUNDER	73/243730	1,173,499	10/13/1981
28.	TIN ALLEY GRILL	75/688705	2,382,726	09/05/2000
29.	TROMBO	75/530072	2,259,603	07/06/1999
30.	WE'VE GOT WHAT YOU LIKE	76/385140	2,776,594	10/21/2003
31.	TRIPLECHIPS	74/726719	2,143,078	03/10/1998

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EXECUTION**ASSIGNMENT OF TRADEMARKS**

This ASSIGNMENT OF TRADEMARKS (this "**Assignment**") is made by and between THE GROUND ROUND, INC., a Delaware corporation, with its principal place of business at P.O. Box 859078, 35 Braintree Hill Office Park, Braintree, Massachusetts 02184-9078 (together with its successors and assigns, the "**Assignor**") and INDEPENDENT OWNERS COOPERATIVE, LLC, a Delaware limited liability company, with its principal place of business at 500 U.S. Route One, Freeport, Maine 04032 (together with its successors and assigns, the "**Assignee**").

WHEREAS, the Assignor has adopted, owns and is using (a) certain trademarks and service marks for which the Assignor owns the Trademark and Service Mark Registrations and Applications and which are listed in **Schedule 1** attached hereto and incorporated herein by reference (collectively, the "**Marks**") and (b) all of the elements of package or trade dress associated with the Marks and the respective goods and services (collectively, the "**Trade Dress**"); and

WHEREAS, the Assignor has agreed to assign to the Assignee all of the rights, title and interests of the Assignor in and to the Marks and the Trade Dress, and the Assignee has agreed to accept said assignment;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee, and the Assignee hereby accepts from the Assignor, all of the rights, title and interests of the Assignor in and to the Marks and the Trade Dress, together with all of the goodwill of the business with which the Marks and Trade Dress are used or otherwise associated and with the right to recover for damages and profits and all other remedies for past infringements thereof.

Executed under seal as of this 28th day of July, 2004.

THE GROUND ROUND, INC.

By: 

Name: John Haggerty
Title: Chief Restructuring Officer
Its duly authorized officer

INDEPENDENT OWNERS COOPERATIVE, LLC

By: 

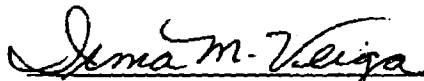
Name: John Crawford
Title: President
Its duly authorized officer

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COMMONWEALTH OF MASSACHUSETTS

Suffolk County, ss.

On this 8 day of July, 2004, before me, the undersigned notary public, personally appeared John Haggerty, as Chief Restructuring Officer of The Ground Round, Inc., proved to me through satisfactory evidence of identification which was his driver's license, to be the person whose name is on the foregoing Assignment of Trademarks, and acknowledged to me that he signed it voluntarily, for and on behalf of The Ground Round, Inc., for its stated purpose.



Notary Public

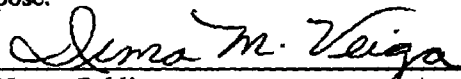
My commission expires: 4/9/2010

[AFFIX NOTARIAL SEAL]

COMMONWEALTH OF MASSACHUSETTS

Suffolk County, ss.

On this 8 day of July, 2004, before me, the undersigned notary public, personally appeared John Crawford, as President of Independent Owners Cooperative, LLC, proved to me through satisfactory evidence of identification which was his driver's license, to be the person whose name is on the foregoing Assignment of Trademarks, and acknowledged to me that he signed it voluntarily, for and on behalf of Independent Owners Cooperative, LLC, for its stated purpose.



Notary Public

My commission expires: 7/9/2010

[AFFIX NOTARIAL SEAL]

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	MARK	CLASS	NO.	DATE
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31.	TRIPLECHIPS	74/726719	2,143,078	03/10/1998

BOS1390936.2

RECORDED: 07/28/2004

TRADEMARK
REEL: 003005 FRAME: 0861