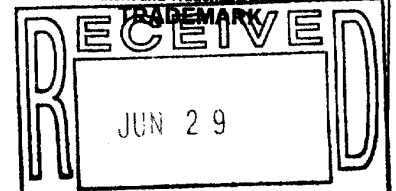


07-09-1998



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U.S. Department of Commerce
Patent and Trademark Office



MRD 6-29-98

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
06031998
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Pudgie's Famous Chicken, Ltd.

Execution Date
Month Day Year
06031998

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name Pudgie's Restaurant Corporation f/k/a Pudgie's Acquisition Corp.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 5 Dakota Drive

190E

Address (line 2) Suite 210

Address (line 3) Lake Success
City

NY
State/Country

11042
Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization New York

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

07/09/1998 DNGUYEN 00000076 1415320

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 150.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 1749 FRAME: 0784

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1415328"/>	<input type="text" value="1726762"/>	<input type="text" value="1796126"/>
<input type="text" value="1598890"/>	<input type="text" value="1696413"/>	<input type="text"/>
<input type="text" value="1543938"/>	<input type="text" value="1766166"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

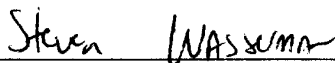
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

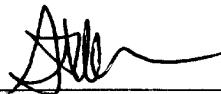
Authorization to charge additional fees: Yes No

Statement and Signature

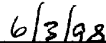
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.



Name of Person Signing



Signature



Date Signed

ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS that:

Pudgie's Famous Chicken, Ltd., a New York corporation, with an address c/o Rattet Hollander & Pasternak, LLP, 550 Mamaroneck Avenue, Harrison, New York 10528 (the "Assignor"), is the owner of all right, title and interest in and to each of (a) the registered United States trademarks listed on Exhibit A hereto (the "U.S. Registered Trademarks"), together with the goodwill of the business associated with each of the U.S. Registered Trademarks; (b) the registered foreign trademarks listed on Exhibit B hereto (the "Foreign Registered Trademarks"), together with the goodwill of the business associated with each of the Foreign Registered Trademarks; and (c) the registered New York State trademarks listed on Exhibit C hereto (the "State Registered Trademarks"; collectively with the U.S. Registered Trademarks and the Foreign Registered Trademarks, the "Registered Trademarks"), together with the goodwill of the business associated with each of the State Registered Trademarks.

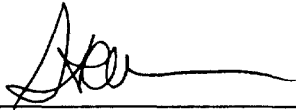
Pudgie's Acquisition Corp., a New York corporation (the "Assignee"), and the Assignor are parties to an Asset Purchase Agreement, dated June 1, 1998 (the "Asset Purchase Agreement"), pursuant to which the Assignor assigned to the Assignee all right, title and interest in and to the Registered Trademarks.

WHEREAS, The Assignee wishes to acquire from the Assignor, and the Assignor wishes to transfer and assign to the Assignee, all right, title and interest in and to the Registered Trademarks and the goodwill symbolized thereby, including the registrations of each of the Registered Trademarks as set forth on Exhibits A, B and C.


NOW THEREFORE, in consideration of one dollar and other good and valuable consideration as set forth in the Asset Purchase Agreement, the receipt and sufficiency of which are hereby acknowledged by the Assignor, the Assignor hereby sells, conveys, transfers and assigns to the Assignor, its successors and assigns, all rights, title and interest in and to the Registered Trademarks, including the goodwill of the business associated with and symbolized by each of the Registered Trademarks, including the registrations listed on Exhibits A, B and C hereto, including the right to sue for any past, present or future infringement of any of the Registered Trademarks and the right to collect and own any monetary or other damages as a result thereof.

Executed on June 3, 1998 at Harrison, New York.


PUDGIE'S FAMOUS CHICKEN, LTD.

By: 
Name: Steven Wasserman
Title: President and Chief Executive Officer

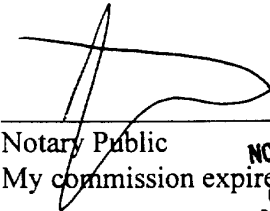
PUDGIE'S ACQUISITION CORP.

By: 
Name: Jeffrey Bernstein
Title: President

PUDGIE'S FRANCHISE CORP.

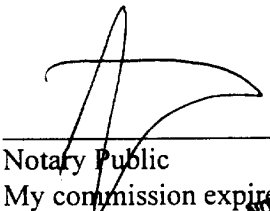
By: 
Name: Jeffrey Bernstein
Title: President

Before me on June 3, 1998, the above named President and Chief Executive Officer of Pudgie's Famous Chicken, Ltd. (the "Assignor"), being personally known to me, did appear and subscribe his name in the capacity indicated above and affirmed that the same was done pursuant to the authority of the board of directors of the Assignor.



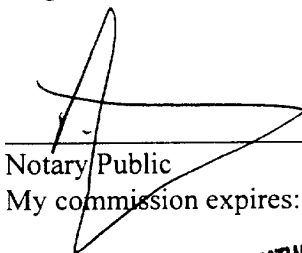
Notary Public
My commission expires: **JONATHAN S. PASTERNAK**
NOTARY PUBLIC, State of New York
No. 4967781
Qualified in Westchester County
Commission Expires June 4, 1999

Before me on June 3, 1998, the above named President of Pudgies Acquisition Corp. (the "Assignee"), being personally known to me, did appear and subscribe his name in the capacity indicated above and affirmed that the same was done pursuant to the authority of the board of directors of the Assignee.



Notary Public
My commission expires: **JONATHAN S. PASTERNAK**
NOTARY PUBLIC, State of New York
No. 4967781
Qualified in Westchester County
Commission Expires June 4, 1999

Before me on June 3, 1998, the above named President of Pudgie Franchise Corp. (the "Assignee"), being personally known to me, did appear and subscribe his name in the capacity indicated above and affirmed that the same was done pursuant to the authority of the board of directors of the Assignee.



Notary Public
My commission expires: **JONATHAN S. PASTERNAK**
NOTARY PUBLIC, State of New York
No. 4967781
Qualified in Westchester County
Commission Expires June 4, 1999

EXHIBIT A

REGISTERED AND/OR PENDING UNITED STATES TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>
PUDGY'S	1,415,328
PUDGIE'S	1,543,938
PUDGIE'S FAMOUS CHICKEN & Design	1,598,890
AMERICA'S FAVORITE SKINLESS CHICKEN SINCE 1981 & Design	1,726,762
DESIGN OF A CHICKEN	57,118
SMARTY & Design	123,414
THE BIRD IS THE WORD	1,796,126
BRRRR & Design	1,696,413
THE IN-PLACE TO TAKE-OUT	1,766,166

EXHIBIT B

REGISTERED AND/OR PENDING FOREIGN TRADEMARKS

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u> <u>Reg. Date</u>	<u>Ser. No.</u> <u>Filing Date</u>
Pudgie's Famous Chicken & Design	Australia	A602056 5-10-93	602,056 5-10-93
Pudgie's Famous Chicken & Design	Canada	395,815 3-20-92	650,086 2-2-90
Pudgie's Famous Chicken & Design	Colombia	184039 2-20-96	95/049140 10-19-95
Pudgie's Famous Chicken & Design	Denmark	VR 05345/1991 8-23-91	6289/1990 8-15-90
Pudgie's Famous Chicken & Design	France	92/435349 9-25-92	92/435349 9-25-92
Pudgie's Famous Chicken & Design	Indonesia		J967473 4-17-96
Pudgie's Famous Chicken & Design	Israel	87291 5-3-93	87291 5-3-93
Pudgie's Famous Chicken & Design	Japan	2611442 12-24-93	02-075875 7-5-90
Pudgie's Famous Chicken & Design	Mexico	425832 8-2-90	92789 8-2-90
Pudgie's Famous Chicken & Design	People's Republic of China	801951 12-21-95	94/012673 2-15-94
Pudgie's Famous Chicken & Design	Philippines		100,264 5-22-95
Pudgie's Famous Chicken & Design	Sweden	231,439 3-13-92	90-7235 8-7-90

EXHIBIT C

REGISTERED STATE TRADEMARKS

Trademark

Registration No.

PUDGIE'S and Design (N.Y.)

S-10040