

10-16-1998



RM COVER SHEET
RKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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100851953

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

1. Name of conveying party(ies):
William Walt Pettit, Trustee for the Estate of H. Maynard Clark

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

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

2. Name and address of receiving party(ies): 39
Name: ABC Properties Number #2, LLC
Internal Address: _____
Street Address: 242 East Woodlawn Road
City: Charlotte State: NC ZIP: 28217

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company - NC

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

3. Nature of conveyance: MRD 10-13-98

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 21, 1997

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,492,725

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Bernstein & Associates
Internal Address: _____

Street Address: 30 Perimeter Center East
Suite 121
City: Atlanta State: GA ZIP: 30346

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Jason A. Bernstein
Name of Person Signing Signature

10-7-98
Date

Total number of pages including cover sheet, attachments, and document: 5

ASSIGNMENT OF TRADEMARKS AND REGISTRATION

This agreement (the "Agreement") is made and effective this 21st day of October, 1997, (the "Effective Date").

WHEREAS, William Walt Pettit, Trustee, for the estate of H. Maynard Clark, case #C-B-90-31651, United States Bankruptcy Court, Western District of North Carolina, Charlotte Division, ("Assignor"), represents that he has or may have rights by court order, adoption and usage, common law or by acquisition in certain trademarks and registrations thereof in the United States Patent & Trademark Office, as listed on the attached Exhibit A (which is incorporated herein) and possibly other related marks which have not been registered or otherwise identified (collectively, the "Marks");

WHEREAS, Assignor has entered into or may have become a party in interest through execution, purchase, assignment, court order or otherwise certain agreements concerning the rights in the Marks, as attached hereto as Exhibit B (which is incorporated herein) (collectively, the "Contracts"); and

WHEREAS, ABC Properties Number #2, L.L.C., a North Carolina Limited Liability Company, maintaining a principal place of business at 242 East Woodlawn Road, Charlotte, North Carolina 28217 ("Assignee"), is desirous of acquiring said Marks, together with the good will of the business symbolized by the Marks;

NOW, THEREFORE, for the sum of _____, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor does hereby assign unto Assignee, without warranties of any kind, any and all his rights, title and interest, including any and all rights acquired under common law, which Assignor may have in the Marks, together with the good will of the business symbolized by the Marks, and in the registrations of said Marks.
2. Assignor executing this Assignment under seal represents that he has the requisite authority to assign the Marks, to enter into this Agreement, and to bind himself hereto.
3. Assignor will take no action to contest, oppose, cancel, challenge or defeat any use, application or registration of the Marks in any state, federal or foreign trademark office. Assignor also agrees to reasonably cooperate with Assignee and its counsel in the execution of all other documents which may be prepared from time to time, and providing needed information and/or documents Assignor may have knowledge of, relating to registration, enforcement or protection of the Marks or subsequently identified trademarks.
4. Assignor represents that he has not previously assigned, transferred, or sold the Marks, or any interest therein, to any other party except as set forth on the License Agreement attached hereto and incorporated herein by reference as Exhibit C.

ASSIGNOR:

William Walt Pettit, Trustee for the estate of
H. Maynard Clark

Date: 10/21/97

William Walt Pettit (seal)
Signature

Trustee William Walt Pettit
Print Name, Title

STATE OF North Carolina

On this 21st day of October, 1997, before me appeared
William Walt Pettit, the person who signed this instrument, who acknowledged that
he signed it as a free act on behalf of the identified corporation.

Helen C. Williams
Notary Public

My Commission Expires: July 6, 2000

ASSIGNEE:

ABC Properties Number #2, L.L.C.

Date: _____

Signature (seal)

Print Name

STATE OF _____

On this _____ day of _____, 1997, before me appeared
_____, the person who signed this instrument, who acknowledged that
he signed it as a free act on behalf of the identified corporation.

Notary Public

My Commission Expires: _____

EXHIBIT A

THE MARKS AND REGISTRATIONS

1. MARKS

- a. "Sterling Inn"
- b. Sterling logo and design
- c. Sterling Inn and suites
- d. Sterling

1. TRADEMARK REGISTRATIONS

	<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>DESCRIPTION OF SERVICES</u>
a.	Sterling Inn	U.S. 1,492,725	June 14, 1988	motel services

EXHIBIT B

LIST OF CONTRACTS RELEVANT TO THE ASSIGNMENT

1. Court order and judgment dated February 1, 1994, concerning H. Maynard Clark, Debtor, and William Walt Pettit, Chapter 7 Trustee for H. Maynard Clark, Plaintiff v. Crown Sterling Inc., et al., attached hereto.
2. Trademark and Registration No. 1,492,725, attached hereto.