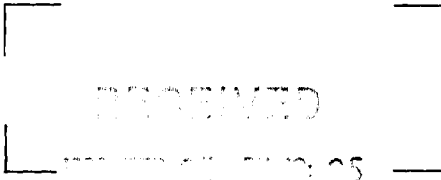


Inclie 2/24/99

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

MJD
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03-01-1999



100916330

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
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
07291997

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
02181999

Name Seawest Sub Shops, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Washington

Receiving Party

Mark if additional names of receiving parties attached

Name Admiral Subs Group, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) One Lake Bellevue Drive

Address (line 2) Suite 201

Address (line 3) Bellevue Washington 98005

- Individual General Partnership Limited Partnership 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.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Washington

03/01/1999 DCDATES 00000028 1764733

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:484 120.00 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

TRADEMARK
REEL: 1813 FRAME: 0386

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)

Registration 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"/>

<input type="text" value="1764733"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<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.

Jerry A. Creim

Name of Person Signing



Signature

2/22/98

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, SEAWEST SUB SHOPS, INC., a Washington Corporation (SEAWEST), whose address is One Lake Bellevue Drive, Suite 201, Bellevue WA 98005, has adopted, used, is using and is the owner of record of the entire right, title, and interest in and to the following trademarks now registered in the United States Patent and Trademark Office:

<i>Trademark</i>	<i>Registration Number</i>	<i>Date of Registration</i>
SUB SHOP and Design	1,862,112	November 8, 1994
ENOUGH FOR TWO OR JUST FOR YOU	1,764,733	April 13, 1993

(collectively the "Trademarks"); and

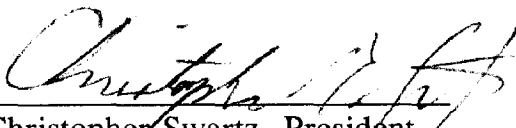
WHEREAS, ADMIRAL SUBS GROUP, INC., a Washington Corporation (ADMIRAL), whose address is One Lake Bellevue Drive, Suite 201, Bellevue, WA 98005, has acquired certain assets and appurtenant goodwill of SEAWEST, including all right, title, and interest in the Trademarks upon the terms set forth in the parties Purchase Agreement; the parties now desire to place of record the Assignment of Trademarks;

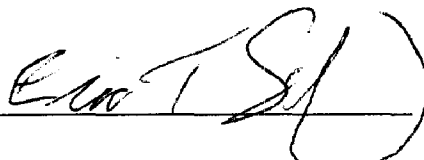
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and effective as of July 29, 1997, SEAWEST hereby does grant, sell, assign and transfer to ADMIRAL all right, title, and interest in and to the Trademarks, including any claims with respect to infringement thereof accruing prior to this Assignment, together with the goodwill incident to, symbolized by, and embodied in said Trademarks, together with the registration thereof.

IN WITNESS WHEREOF, the parties hereto have executed this Trademark Assignment signed effective as of this 29th day of July, 1997.

SEAWEST SUB SHOPS, INC.,
Assignor

ADMIRAL SUBS GROUP, INC.,
Assignee

By 
Christopher Swartz, President

By 

SUBSCRIBED AND SWORN to before me this 18 day of February,
1999.

Barbara D. Flynn
BARBARA D. FLYNN

(print notary's name)

Notary Public in and for the State of New York,
residing at Jefferson County.
My commission expires: 4/30/99.

BARBARA D. FLYNN
NOTARY PUBLIC, State of New York
Residing in Jefferson County
Reg. No. 1257775
My Commission Expires April 30, 1999

SUBSCRIBED AND SWORN to before me this 18 day of February,
1999.

Barbara D. Flynn
BARBARA D. FLYNN

(print notary's name)

Notary Public in and for the State of New York,
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BARBARA D. FLYNN
NOTARY PUBLIC, State of New York
Residing in Jefferson County
Reg. No. 1257775
My Commission Expires April 30, 1999

TRADEMARK ASSIGNMENT

WHEREAS, SEAWEST SUB SHOPS, INC., a Washington Corporation (SEAWEST), whose address is One Lake Bellevue Drive, Suite 201, Bellevue WA 98005, has adopted, used, is using and is the owner of record of the entire right, title, and interest in and to the following trademarks now registered in the United States Patent and Trademark Office:

Trademark	Registration Number	Date of Registration
SUBSHOP	1,862,115	November 8, 1994
SEAWEST SUB SHOPS	1,703,894	July 28, 1992
ORIGINAL DELI TASTE	1,675,510	February 11, 1992
SUBSTANTIALLY MORE	1,772,028	May 18, 1993
FULL BOAT	1,761,574	March 30, 1993
DESTROYER	1,761,573	March 30, 1993

(collectively the "Trademarks"); and

WHEREAS, ADMIRAL SUBS GROUP, INC., a Washington Corporation (ADMIRAL), whose address is One Lake Bellevue Drive, Suite 201, Bellevue, WA 98005, has acquired certain assets and appurtenant goodwill of SEAWEST, including all right, title, and interest in the Trademarks upon the terms set forth in the parties Purchase Agreement; the parties now desire to place of record the Assignment of Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and effective as of July 29, 1997, SEAWEST hereby does grant, sell, assign and transfer to ADMIRAL all right, title, and interest in and to the Trademarks, including any claims with respect to infringement thereof accruing prior to this Assignment, together with the goodwill incident to, symbolized by, and embodied in said Trademarks, together with the registration thereof.

IN WITNESS WHEREOF, the parties hereto have executed this Trademark Assignment signed effective as of this 29th day of July, 1997.

SEAWEST SUB SHOPS, INC.,
Assignor

ADMIRAL SUBS GROUP, INC.,
Assignee

By Chris Swartz
Chris Swartz, President

By Brick Brunton
Brick Brunton, President

SUBSCRIBED AND SWORN to before me this 20th day of August, 1997.

Harold Thomas Siefert
Harold Thomas Siefert
(print notary's name)

Notary Public in and for the State of New York, residing at Watertown N.Y..
My commission expires: May 8, 1998.
Qualified in Jefferson County

BRICK BRUNTON
SUBSCRIBED AND SWORN to before me this 2nd day of September, 1997.

Kathleen J. Behrens
KATHLEEN J. BEHRENS
(print notary's name)

Notary Public in and for the State of WASH, residing at BELLEVIEW.
My commission expires: 2-28-2001.

