

01-04-1999



MRD 12-29-98

100934800

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

ASSIGNMENT BRANCH RECEIVED 98 DEC 29 PM 12:11

FOR OFFICE USE ONLY

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. 20231-5035

TRADEMARK
REEL: 1834 FRAME: 0205

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"/>	<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.

KRISTIN BROZOVIC

Name of Person Signing

Kristin Brozovic

Signature

12/23/98

Date Signed

EXHIBIT A

Trademark Description	U.S. Serial/ Registration No.	Date Registered
A WHOLE NEW GRADE OF BEEF	1,853,226	09/06/94
TOTALTRIM AND DESIGN	1,935,740	11/14/95
GFI AMERICA AND DESIGN	S.N. 74/041379	03/23/90
GOLDEN DELUXE	1,942,761	12/19/95
REEL TENDER	1,961,159	03/05/96
SMARTMEAT CHOICE	1,771,662	05/18/93
HOME OF THE NATURAL	1,365,783	10/15/85
GFI AND DESIGN	1,618,937	10/23/90
SMARTBURGER	1,675,998	02/18/92
SMART MEAT	1,746,500	01/12/93
SMART MEAT	1,763,036	04/06/93
SMARTBEEF	1,806,280	11/23/93
THE BEEF REVOLUTION	2,107,237	10/21/97
GFC AMERICA HOME OF THE NATURAL "THE WORLD'S BEST HAMBURGER"	1,819,095	02/01/94
GFC	1,826,998	03/15/94

TERMINATION OF A SECURITY INTEREST IN TRADEMARKS

WHEREAS, GFI America, Inc. ("GFI") has granted a security interest in all of GFI's trademarks, including without limitation, those identified on the attached Exhibit A, pursuant to a certain Trademark Security Agreement dated as of August 14, 1998 ("Trademark Security Agreement") in favor Heller Financial Inc., as Agent ("Heller");

WHEREAS, Heller filed the Trademark Security Agreement in the trademark registers of the U.S. Patent and Trademark Office at Reel ~~1777~~ Frame ~~0454~~ on August 25, 1998, to evidence GFI's assignment to Heller of its rights under the Trademark Security Agreement with respect to GFI's trademarks; and

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Heller hereby desires to cancel and terminate the Trademark Security Agreement, declare the same null and void, of no further force and effect, and further cancels Heller's entire interest in GFI's trademarks described in the Trademark Security Agreement.

IN WITNESS WHEREOF, Heller has caused this Termination of a Security Interest in Trademarks to be duly executed at of this 17 day of September, 1998.

Dated this 17 day of September, 1998.

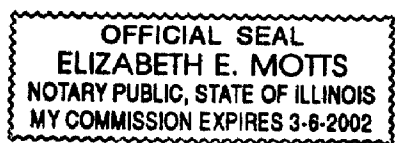
HELLER FINANCIAL, INC. as Agent

By: Elizabeth Beannopoulos
Name: Elizabeth Beannopoulos
Its: Vice President

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

Personally came before me this 17th day of September, 1998, Elizabeth Grannops to me known to be the person who executed the foregoing instrument, and to me known as the Vice President of Heller Financial, Inc., as Agent, and acknowledged that he executed the foregoing instrument as an officer of said company by its authority.

(Notarial Seal)



Elizabeth E. Motts

Elizabeth E. Motts
(Print or Type Name)

Notary Public, County of Cook
State of Illinois
My commission expires March 6, 2002

EXHIBIT A

Trademark Description	U.S. Serial/ Registration No.	Date Registered
A WHOLE NEW GRADE OF BEEF	1,853,226	09/06/94
TOTALTRIM AND DESIGN	1,935,740	11/14/95
GFI AMERICA AND DESIGN	S.N. 74/041379	03/23/90
GOLDEN DELUXE	1,942,761	12/19/95
REEL TENDER	1,961,159	03/05/96
SMARTMEAT CHOICE	1,771,662	05/18/93
HOME OF THE NATURAL	1,365,783	10/15/85
GFI AND DESIGN	1,618,937	10/23/90
SMARTBURGER	1,675,998	02/18/92
SMART MEAT	1,746,500	01/12/93
SMART MEAT	1,763,036	04/06/93
SMARTBEEF	1,806,280	11/23/93
THE BEEF REVOLUTION	2,107,237	10/21/97
GFC AMERICA HOME OF THE NATURAL "THE WORLD'S BEST HAMBURGER"	1,819,095	02/01/94
GFC	1,826,998	03/15/94