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Name	Stephen B. Rodner		P	7		
Address (line 1)	Pryor Cashman Sherman	& Flynn LLP		_ _		
Address (line 2)	410 Park Avenue, 10th	Floor		ا		
Address (line 3)	New York, NY 10022					
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# RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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Conveying Party Inter Additional Conveying Party	Mark if additional names of conveying parties attached Execution Date  Month Day Year
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Appendix A

## LYON'S RESTAURANTS, INC.

## Federal Trademark Registrations - Current

### 6/20/98

Mark	Reg. No.	Class	Reg. Date
ALL-AMERICAN BREAKFAST	1,510,302	29 - Egg-based combination breakfasts, etc.	10/25/88
IT'S ALL ABOUT THE FOOD	1,959,057	42 - Restaurant services	2/27/96
LYONBURGER	1,543,748	29 - Sandwiches	6/13/89
LYON'S	1,637,969	42 - Restaurant services	3/12/91
LYONS (stylized)	519,668	32 - Soda fountain syrups	1/10/50 renewed 1/10/90
LYON'S (stylized - 1989 logo)	1,644,036	42 - Restaurant services	5/71/91
LYON'S and design (old lion and crown logo)	1,042,003	42 - Restaurant services	1/22/76
LYON'S and design (current crown logo)	1,985,544	42 - Restaurant services	7/9/96
LYON'S GREAT FOOD & DRINKS (stylized - 1989 logo)	1,645,642	42 - Restaurant and take out food services	5/21/91
MIGHTY LYON	1,540,700	29 - Dinner entree consisting of a sandwich, etc.	5/23/89
PYRAMID BREAKFAST	1,544,650	29 - complete breakfast meal incl. eggs, etc. 30 - complete breakfast meal incl. pancakes, etc.	6/20/89

### ASSIGNMENT OF INTELLECTUAL PROPERTY

This Assignment of Intellectual Property ("Assignment") is delivered as of December 14, 1998 from Lyon's Restaurants, Inc., a Delaware corporation ("Seller") to Lyon's of California, Inc., a California corporation ("Buyer").

#### RECITALS

- A. Pursuant to an Asset Purchase Agreement (the "Agreement") dated as of August 14, 1998, Seller is selling to Buyer various assets owned by Seller and which have been used by Seller in connection with Seller's operation of a chain of restaurants doing business under the name "Lyon's Restaurants" (the "Business").
- B. In connection with the Agreement, Seller has agreed to assign to Buyer certain intellectual property held by Seller.

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

- 1. Assignment by Seller. Effective as of the Closing Date (as defined in the Agreement), Seller hereby sells, assigns, transfers, conveys, and delivers to Buyer all of Seller's right, title, and interest in and to all intangible personal property owned or held by Seller and used exclusively in connection with the Business, but in all cases only to the extent of Seller's interest and only to the extent transferable, together with all books, records and like items pertaining to the Business, including, without limitation, the name 'Lyon's Restaurants', the goodwill of the Business, trademarks (including without limitation, those listed on Appendix A attached hereto), trade names, service marks, all plans and specifications for the Improvements, all appraisals, engineering, soils, pest control, and other reports relating to real property the lease for which is assumed by Buyer, catalogues, customer lists and other data bases, correspondence with present or prospective customers and suppliers, advertising materials, software programs, and telephone exchange numbers identified with the Business and all permits, licenses, authorizations, and approvals relating to the operation of the Business (collectively, the "Intangible Property"). As used in this Assignment, Intangible Property shall in all events exclude any software or other item of intangible property held by Seller pursuant to a license or other contract where Buyer does not assume the underlying contract relating to such intangible personal property at the closing.
- 2. <u>Assignment Made Without Representations or Warranties</u> The assignment by Seller to Buyer of the above property is made without any representations or warranties whatsoever, whether express or implied, other than those, if any, set forth in the Agreement.
- 3. <u>Assignment Subject to Agreement</u>. This Assignment is delivered pursuant to the Agreement and is subject to the terms of the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the day and year first above first.

LYON'S RESTAURANTS, INC.,

a Delaware corporation

Name: John G. Ghuzzi

Its: President and Chief Executive Officer

**ACCEPTED** 

LYON'S OF CALIFORNIA, INC.,

a California corporation

Name: John A Ricks

Its: Senior Vice President and General Counsel

110614

**RECORDED: 01/12/1999**