

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please



copy thereof.

100957739

1. Name of conveying party(ies):

Le Peep Restaurants, Inc.

- Individual(s)
- General Partnership
- Corporation-State Colorado
- Other

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 30, 1998

2. Name and address of receiving party(ies)

Name: Rhoads Holdings Ltd.

Internal Address:

Street Address: 4 Dry Creek Circle, Suite 201

City: Littleton State: CO ZIP: 80120

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

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

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

A. Trademark Application No.(s)

02/02/1999 DCDATES 00000123 1329884

01 FC:481
02 FC:482

40.00 OP
350.00 OP

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

1329884
1424143
1496907

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

Name: Garrett M. Tuttle, Esq.

Internal Address: Smith McCullough, P.C.

Street Address: 4643 South Ulster Street

Suite 900

City: Denver State: CO ZIP: 80237

6. Total number of applications and registrations involved: 15

7. Total fee (37 CFR 3.41).....\$ 390.00

- 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.

Garrett M. Tuttle
Name of Person Signing

Garrett M. Tuttle
Signature

January 27, 1999
Date

Total number of pages including cover sheet, attachments, and document: 4

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

Conveying Party: Le Peep Restaurants, Inc.

RECORDATION FORM COVER SHEET
(continued)

4.B. Trademark Registration No.(s)

1243307
1423127
1446988
1235035
1247965
1242231
1423077
1241350
1423076
1333490
1613361
1613362

TRADEMARK ASSIGNMENT

WHEREAS, Le Peep Restaurants, Inc., a Colorado corporation, with a principal place of business at 4 Dry Creek Circle, Suite 201, Littleton, Colorado 80120 ("Assignor"), has adopted, owns and is using the following trademarks for which Assignor owns the following identified federal registrations on the Principal Register, or Supplemental Register (where specifically indicated), of the United States Patent and Trademark Office for the goods and/or services identified therein (the "Marks"):

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
"CHICKEN SHIP"	1,329,884	04/09/85
"GYPSY"	1,424,143	01/06/87
"HOBO BANQUET"	1,496,907	07/19/88
"HOME OF THE ORIGINAL PAN HANDLED EGG"	1,243,307	06/21/83
"HOMESPUN PANCAKES"	1,423,127	12/30/86
"LE BREAKFAST LE BRUNCH LE LUNCH"	1,446,988 (supplemental)	07/07/87
"LE PEEP"	1,235,035	04/12/83
"LE PEEP" & Design	1,247,965	08/09/83
"MOM'S SASSY APPLES"	1,242,231	06/14/83
"PANHANDLED EGGS"	1,423,077	12/30/86
"PEASANT POTATOES"	1,241,350	06/07/83
"THE HEN PEN"	1,423,076	12/30/86
"TRAIL CAKES"	1,333,490	04/30/85
"LE PEEP GRILL"	1,613,361	09/11/90
"LE PEEP GRILLE"	1,613,362	09/11/90

;and

WHEREAS, Rhoads Holding Ltd., a Colorado corporation, with its principal place of business at 4 Dry Creek Circle, Suite 201, Littleton, Colorado 80120 ("Assignee"), desires to acquire the Marks, the goodwill appurtenant thereto, and the above-referenced Registrations;

NOW, THEREFORE, for five dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to each of the Marks, together with the goodwill of the business symbolized by the Marks and the registrations thereof, and including all rights to prosecute infringers of the Marks, and to own all money damages that may be collected.

LE PEEP RESTAURANTS, INC.

Dated: 12/30/98

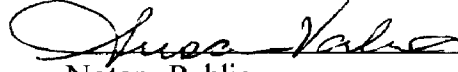
BY 

Mitchel E. Rhoads
Title: PRES.

State of Colorado)
) ss.
County of ARAPAHOE)

Subscribed and sworn to before me, this 30 day of DECEMBER 1998.

My commission expires: 3/26/2001



Notary Public

SEAL



SMITH McCULLOUGH, P.C.

THOMAS S. SMITH
KIM I. McCULLOUGH
DOUGLAS R. FERGUSON
JEFFREY J. COWMAN
HAROLD R. BRUNO, III
STEVEN M. FEDER

LYNNE M. HANSON
GARRETT M. TUTTLE
MARK A. MEYER
KEVIN J. KANOUFF
GENNARO M. DeSANTIS
STEPHEN G. PETRUCCI, Of Counsel
THERESA M. MEHRINGER, Of Counsel

REGENCY PLAZA ONE • 4643 SOUTH ULSTER STREET • SUITE 900 • DENVER, COLORADO 80237-2866
TELEPHONE (303) 221-6000 • FAX (303) 221-6001 • info@smithmc.com

January 28, 1999

Box Assignments
Commissioner of Patents and Trademarks
Washington, D.C. 20232

Re: Trademark Assignments
Conveying Party: **Le Peep Restaurants, Inc.**

Dear Sir or Madam:

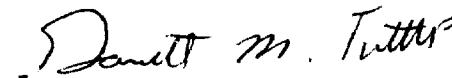
Enclosed for recording with the Patent and Trademark Office is a Trademark Assignment which assigns 15 trademark registrations from Le Peep Restaurants, Inc., a Colorado corporation, to Rhoads Holdings Ltd., a Colorado corporation.

Also enclosed are a completed and signed Trademark Recordation Form Cover Sheet with attachment sheet and a check in the amount of \$390.00 for the recording fees. After the Trademark Assignment has been recorded, please return it to me.

If anything further is required, please contact me.

Very truly yours,

SMITH McCULLOUGH, P.C.



Garrett M. Tuttle

:kt
Enclosures
cc: Le Peep Restaurants, Inc.

**SENT VIA EXPRESS MAIL
RETURN RECEIPT REQUESTED
EE318924962US**

RECORDED: 01/29/1999

**TRADEMARK
REEL: 1847 FRAME: 0924**