

03-05-1999

ET

Docket No.:

2023301-0006



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To the Honorable Commissioner of Patents

100979497

and attached original documents or copy thereof.

1. Name of conveying party(ies):

Fresh Foods, Inc.

- Individual(s)
- General Partnership
- Corporation-State North Carolina
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

3-1-99

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

Execution Date: September 5, 1998

2. Name and address of receiving party(ies):

Name: Claremont Restaurant Group, LLC

Internal Address:

Street Address: 3437 East Main Street

City: Claremont State: NC ZIP: 28610

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

Other Limited Liability Company (North Carolina)

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,179,634	1,333,815	1,214,411
1,384,755	1,343,067	1,165,051
1,391,171	1,626,425	1,403,394

Additional numbers Yes No

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

Name: Anjanette Plichta Stinson

Internal Address: McGuire, Woods, Battle & Boothe LLP

Street Address: One James Center

901 East Cary Street

City: Richmond State: VA ZIP: 23219

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 3.41): \$ 315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-0437

DO NOT USE THIS SPACE

03/04/1999 DMGUYEN 00000031 1179634

01 FC:481 40.00 OP
02 FC:482 275.00 OP

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.

Anjanette Plichta Stinson
Name of Person Signing

Anjanette Plichta Stinson
Signature

February 25, 1999
Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

MARK	SERIAL NUMBER	REGISTRATION NUMBER
LITTLE RICHARD THE WESTERN STEER and Design	73/265,271	1,179,634
Miscellaneous Design	73/495,784	1,333,815
Miscellaneous Design	73/240,771	1,214,411
STEER and Design	73/504,258	1,384,755
STEERBURGER	73/491,477	1,343,067
WALTZING MATILDA	73/239,267	1,165,051
WESTERN STEER	73/546,218	1,391,171
WESTERN STEER and Design	74/010,174	1,626,425
WESTERN STEER FAMILY STEAKHOUSE	73/571,997	1,403,394
WESTERN STEER FAMILY STEAKHOUSE	73/062,484	1,068,735
WESTERN STEER FAMILY STEAKHOUSE and Design	73/484,305	1,322,741
WESTERN STEER STEAKS BUFFET BAKERY and Design	74/321,591	1,773,290

TRADEMARK AND SERVICE MARK ASSIGNMENT

WHEREAS, Fresh Foods, Inc., formerly known as WSMP, Inc., a corporation duly organized and existing under the laws of the State of North Carolina and having its principal office at 3437 East Main Street, Claremont, North Carolina 28610, United States of America, hereinafter referred to as "ASSIGNOR," has adopted and is using the marks listed on Schedules A and B attached hereto and incorporated by reference herein, as well as any and all registered, pending, or common law marks of ASSIGNOR, except those marks specifically transferred to Fresh Foods Properties, LLC pursuant to a Trademark and Service Mark Assignment dated as of the 5th day of September, 1998 (the "Marks"). ASSIGNOR is the owner of such Marks, together with the goodwill of the business in connection with which the Marks have been used (the "Goodwill").

WHEREAS, Claremont Restaurant Group, LLC, a limited liability company duly organized and existing under the laws of the State of North Carolina and having its principal office at 3437 East Main Street, Claremont, North Carolina 28610, United States of America, hereinafter referred to as "ASSIGNEE," desires to acquire the Marks, together with the Goodwill.

WHEREAS, ASSIGNOR desires to assign the Marks to ASSIGNEE as a capital contribution from ASSIGNOR, the parent corporation, to its subsidiary.

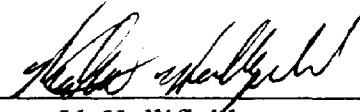
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR has agreed to and has hereby assigned to ASSIGNEE and its successors and assigns ASSIGNOR's entire right, title and interest in and to the Marks and the Goodwill, to be held and enjoyed by ASSIGNEE for its own use and benefit and for the use and benefit of its subsidiaries, licensees, successors, assigns and legal representatives, for the full extent of the lives of the Marks, to be used as fully and entirely as such rights would have been held and enjoyed by ASSIGNOR had this Assignment not been made.

ASSIGNOR covenants that ASSIGNOR is the owner of the Marks, that ASSIGNOR has full power to make this Assignment and that ASSIGNOR agrees to execute such further assignments and related documents with respect to the Marks and the Goodwill as ASSIGNEE shall reasonably request.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed by its duly authorized officer, to be effective as of 11:59 p.m. on the 5th day of September, 1998.

FRESH FOODS, INC.

successor in interest to WSMP, INC., by
name change



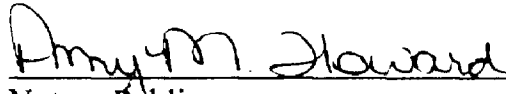
Matthew V. Hollifield

Vice-President

State of North Carolina,
City/County of Catawba :

On this 14th day of September, 1998, before me personally appeared Matthew V. Hollifield, to me known to be the Vice President of Fresh Foods, Inc., a North Carolina corporation, on whose behalf he executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

My commission expires: 7-28-02



Notary Public

Schedule A

United States Trademarks and Service Marks

<u>Mark</u>	<u>Serial or Registration Number</u>	<u>Description of Goods</u>
STEERBURGER	1,343,067	Hamburger sandwiches for consumption on and off the premises
<u>Mark</u>	<u>Serial or Registration Number</u>	<u>Description of Services</u>
LITTLE RICHARD THE WESTERN STEER WS and Design	1,179,634	Restaurant services
Design Only <i>Decorative border with steer head design</i>	1,333,815	Restaurant services
Design Only <i>Decorative header with steer head design</i>	1,214,411	Restaurant services
STEER and Design	1,384,755	Restaurant services
WALTZING MATILDA	1,165,051	Buffet salad bar services as part of restaurants
WESTERN STEER	1,391,171	Restaurant services
WESTERN STEER and Design	1,626,425	Restaurant services
WESTERN STEER FAMILY STEAKHOUSE	1,403,394	Rendering technical assistance in the establishment and operation of restaurants for others

United States Trademarks and Service Marks

WESTERN STEER FAMILY STEAKHOUSE	1,068,735	Restaurant services
WESTERN STEER FAMILY STEAKHOUSE and Design	1,322,741	Restaurant services
WESTERN STEER STEAKS BUFFET BAKERY and Design	1,773,290	Restaurant services

Schedule B**State Trademarks and Service Marks**

Mark	State	Serial or Registration Number	Description of Goods or Services
CALABASH LANDING and Design	North Carolina	8,455	Seafood, steak, chicken and other items for served by applicant in house and take out (sic)
CALABASH LANDING and Design	North Carolina	8,454	Restaurant services
PRIME SIRLOIN BUFFET, BAKERY & STEAKS	North Carolina	10,655	Sale of franchises for Prime Sirloin Buffet & Bakery restaurants and food services for on or off premises consumption
WESTERN STEER FAMILY RESTAURANT	Kentucky	10,183	Restaurant services
WESTERN STEER FAMILY RESTAURANT	North Carolina	10,051	Restaurant services
WESTERN STEER FAMILY RESTAURANT and Design	Florida	T15,901	Restaurant services
WESTERN STEER FAMILY RESTAURANT and Design	West Virginia	N/A	Restaurant services

State Trademarks and Service Marks

WESTERN STEER FAMILY STEAKHOUSE	Kentucky	8,847	Food service
WESTERN STEER FAMILY STEAKHOUSE and Design	Colorado	T20,062	Franchise sales of economy restaurant, food service
WESTERN STEER FAMILY STEAKHOUSE and Design	Maryland	198,3S1,093	Western Steer Family Steakhouse restaurant franchises, food services
WESTERN STEER FAMILY STEAKHOUSE and Design	Massachusetts	31,984	Sale of franchises for economy steakhouse restaurants, and food services
WESTERN STEER FAMILY STEAKHOUSE and Design	Mississippi	13	Miscellaneous services
WESTERN STEER FAMILY STEAKHOUSE and Design	Texas	39,235	Sale of franchises for economy steakhouse restaurants and food services for on and off premises consumption
WESTERN STEER STEAKS, BUFFET & BAKERY	Florida	T,931,303	Sale of franchises for Western Steer - Steaks, Buffet & Bakery restaurants, and food services for on or off premises consumption
WESTERN STEER STEAKS BUFFET BAKERY	Georgia	S13,105	Sale of franchises for Western Steer - Steaks, Buffet & Bakery restaurants, and food services for on or off premises consumption

State Trademarks and Service Marks

WESTERN STEER STEAKS, BUFFET & BAKERY	Kentucky	10,751	Sale of franchises for Western Steer Steaks, Buffet & Bakery restaurants, and for food services for on consumption (sic)
WESTERN STEER - STEAKS, BUFFET & BAKERY	North Carolina	10,653	Sale of franchises for Western Steer Steaks, Buffet & Bakery restaurants, and for food services for on or off premises consumption
WESTERN STEER STEAKS BUFFET BAKERY	North Carolina	10,050	Restaurant services
WESTERN STEER STEAKS, BUFFET & BAKERY	Virginia	N/A	Sale of franchises for Western Steer - Steaks, Buffet & Bakery restaurants and for food services for on or off premises consumption
WESTERN STEER STEAKS, BUFFET & BAKERY (Stylized)	South Carolina	930,902	Sale of franchises for Western Steer - Steaks, Buffet & Bakery restaurants, and food services for on or off premises consumption
WESTERN STEER STEAKS BUFFET BAKERY and Design	Tennessee	N/A	Sale of franchises for Western Steer - Steaks, Buffet & Bakery restaurants, and food services for on or off premises consumption