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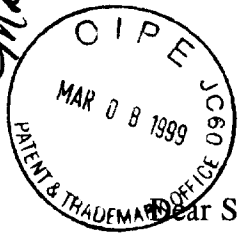
TRADEMARK



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Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231



Subject: *Recording Assignment against
U.S. Registration Nos. 1,795,411 & 1,795,412
U.S. Application Ser. Nos. 74/548,411 & 74/604,938
Our Ref: 366/599*

Dear Sir or Madam:

Attached for recording against *U.S. Registration Nos. 1,795,411 & 1,795,412 and U.S. Application Ser. Nos. 74/548,411 & 74/604,938* is an **Assignment** which was executed **February 15, 1999.**

from: **TGI Friday's of Minnesota, Inc., a Minnesota Corporation**
7540 LBJ Freeway, Dallas, Texas 75251

to **Hester Industries, Inc., a West Virginia Corporation**
120 Bellview Avenue, Winchester, Virginia 22601

A check in the amount of **\$115.00** for recording against **two** registrations and **two** pending applications is enclosed. In addition, the Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper hereafter filed in connection with this matter by this firm) to our Account No. 14-1140.

Please address all correspondence regarding this document to:

Robert W. Adams
Nixon & Vanderhye PC
1100 North Glebe Road - Eighth Floor
Arlington, Virginia 22201
Tel: (703) 816-4022

To the best of my knowledge and belief, the attached document is true and correct and any attached copy is a true copy of the original document.

03/10/1999 JSHADAZZ 00000184 1795411

01 FC:481 40.00 OP
02 FC:482 75.00 OP

Date: 3/8/99

Respectfully submitted,

Robert W. Adams

RWA/srh

Total number of pages and attachments [5 pages and one check]

TRADEMARK ASSIGNMENT

WHEREAS TGI Friday's of Minnesota, Inc., a Minnesota corporation with a principal place of business of 7540 LBJ Freeway, Dallas, Texas 75251, United States of America ("Assignor"), has adopted and is using through a related company the mark ITALIANNI'S and ITALIANNI'S & Design for restaurant and bar services;

WHEREAS Assignor is the owner of the trademark registrations listed on Exhibit "1" attached hereto;

WHEREAS Assignor has applied to register the marks listed on Exhibit "2" attached hereto, on the principal register of the United States Patent and Trademark Office (collectively, the marks listed on Exhibits "1" and "2" attached hereto shall be hereinafter referred to as "the ITALIANNI'S Marks"); and

WHEREAS Hester Industries, a West Virginia corporation, with a principal place of business at 120 Bellview Avenue, Winchester, West Virginia 22601, United States of America ("Assignee") desires to acquire all of Assignor's right, title and interest in the ITALIANNI'S Marks within the United States of America and its territories and possessions, and the appurtenant goodwill;

NOW, THEREFORE, for and in consideration of the sum of One United States Dollar (U.S. \$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the ITALIANNI'S Marks (specifically including the registrations and applications therefor) within the United States of America and its territories and possessions, together with the goodwill appurtenant thereto.

Assignor expressly reserves all rights not granted herein, including without limitation, all rights, title and interest in and to the ITALIANNI'S Marks (including any registrations and applications therefor), together with the goodwill appurtenant thereto, outside of the United States of America and its territories and possessions.

IN WITNESS WHEREOF, Assignor has caused these presents to be duly executed in a manner appropriate thereto this 15 day of February, 1999.

TGI FRIDAY'S OF MINNESOTA, INC.

By: Leslie Sharman
Name: Leslie Sharman
Title: Vice President
Date: 2.15.99

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, on this 15th day of February, 1999, personally appeared Leslie Sharman, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she is authorized to execute this instrument on behalf of TGI Friday's of Minnesota, Inc., and that she executed the same for the purposes and consideration therein expressed.



Melinda Gay Isbell
Notary Public in and for
Dallas County, Texas

My Commission Expires: September 27, 2000

EXHIBIT "1"

| MARK | PLACE | REG. NO. | ISSUE DATE | GOODS & SERVICES |
|---|--------------|-----------------|-------------------|-----------------------------|
| ITALIANNI'S | U.S. | 1,795,411 | 9/28/93 | Restaurant and Bar Services |
| ITALI ANNI'S & Design | U.S. | 1,795,412 | 9/28/93 | Restaurant and Bar Services |
| ITALI ANNI'S | Tex. | 052458 | 2/19/93 | Restaurant and Bar Services |
| ITALIANNI'S PASTA PIZZA & VINO & Design | Ill. | 75140 | 6/1/94 | Restaurant Services |
| ITALIANNI'S & Design | Minn. | 23829 | 5/22/95 | Restaurant and Bar Services |
| ITALIANNI'S & Design | Fla. | T94000001407 | 11/2/94 | Restaurant and Bar Services |

EXHIBIT "2"

| MARK | APPLICATION NO. | DATE | GOODS & SERVICES |
|--|------------------------|-------------|-----------------------------|
| ITALIANNI'S & Design | S.N. 74,548,411 | 7/13/94 | Restaurant and Bar Services |
| ITALIANNI'S PASTA PIZZA & VINO & Design | S.N. 74,604,938 | 12/1/94 | Restaurant and Bar Services |