

04-19-1999



IEET

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To the Honorable Commissioner of Patents and Trademarks, Please record the attached original document or copy thereof.

1. Name of conveying party(ies):
Select Restaurants Acquisition Corporation
Individual (s) Association (banking)
General Partnership Limited Partnership
X Corporation - State of Ohio
Other

2. Name and Address of receiving party(ies):
Name: Select Management Holdings, Inc
Street Address: 30050 Chagrin Boulevard
City Pepper Pike State OH Zip 44124
Individual (s) citizenship
Association
General Partnership
Limited Partnership
X Corporation - State Ohio
Other

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

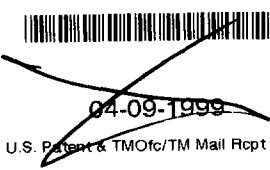
3. Nature of conveyance:
Assignment X Merger
Security Agreement Change of Name
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:
Yes X No N/A
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes X No

Execution Date: September 23, 1998

4. Application number(s) or trademark number(s)
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,103,231



Additional numbers attached? Yes X No

U.S. Patent & TMOc/TM Mail Rpt Dt. #22

5. Name and address of person to whom correspondence concerning document should be mailed:
Name: Mark E. Duell, Esq.
Internal Address: Porter, Wright, Morris & Arthur
Street Address: 41 South High Street
City: Columbus State: OH ZIP: 43215

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$40.00
Enclosed
X Authorized to be charged to deposit account
8. Deposit account number: 16-2326
(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 documents.

Mark E. Duell
Name of Person Signing

Signature (Handwritten Mark E. Duell)

April 6, 1999
Date

Total number of pages comprising cover sheet: 1

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

04/16/1999 DNGUYEN 00000299 162326 1103231

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Assistant Commissioner for Trademarks
Box Assignments
2900 Crystal Drive
Arlington, VA 22202-3513

COLUMBUS/0521160.01

TRADEMARK
REEL: 1885 FRAME: 0402

Memorandum of Merger

Surviving Corporation: Select Management Holdings, Inc., an Ohio corporation (referred to herein as "Holdings").

Merged Corporation: Select Restaurant Acquisitions Corporation, an Ohio corporation (referred to herein as "Acquisitions")

Effective Date: September 23, 1998

Attached to this Memorandum are copies of the operative documents of the Merger of Acquisitions into Holdings as the surviving corporation. The original documents are in the Corporate Minute Books:

1. State of Ohio Certificate of Good Standing for Holdings, dated February 25, 1999.
2. State of Ohio Certificate of Merger for Holdings as surviving corporation, dated September 23, 1998.
3. State of Ohio Certificate indicating Acquisitions was "Merged Out of Existence", dated September 23, 1998.
4. Certificate of Merger filing papers, filed September 22, 1998.
5. Plan and Agreement of Merger between Holdings and Acquisitions, dated September 1, 1999.
6. Unanimous Written Action of Board of Directors of Holdings approving the merger, dated September 1, 1998 (four counterparts).
7. Unanimous Written Action of Board of Directors of Acquisitions approving the merger, dated September 1, 1998 (two counterparts).

prepared by:
Lance B. Johnson,
Corporate Secretary



04-09-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #22

TRADEMARK
REEL: 001885 FRAME: 0403
REEL: 1885 FRAME: 0403

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show SELECT MANAGEMENT HOLDINGS, INC., an Ohio Corporation, Charter No. 826536, principal location in Pepper Pike Village, County of Cuyahoga, incorporated on August 26, 1992, is currently in GOOD STANDING upon the records of this office.



*WITNESS my hand and official
seal at Columbus, Ohio on
February 25, 1999*

J. Kenneth Blackwell
Secretary of State

Return To:
 PORTER, WRIGHT, MORRIS & ARTHUR
 ATTN L B JOHNSON
 925 EUCLID AVE
 CLEVELAND, OH 44115-1483

cut along the dotted line



The State of Ohio
 Certificate

Secretary of State - Bob Taft

826536

It is hereby certified that the Secretary of State of Ohio has custody of the business records for SELECT MANAGEMENT HOLDINGS, INC. and that said business records show the filing and recording of:

Document(s)
 MERGER/DOMESTIC

Document No(s)
 199827202701

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 23rd day of
 September, A.D. 1998



Bob Taft
 Bob Taft
 Secretary of State

Mail To:

PORTER, WRIGHT, MORRIS & ARTHUR
ATTN L B JOHNSON
925 EUCLID AVE
CLEVELAND, OH 44115-1483

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The State of Ohio

Certificate

Secretary of State - Bob Taft

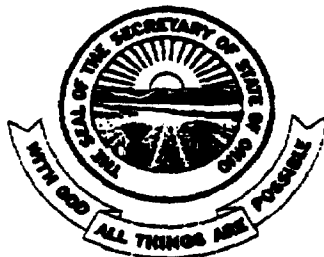
826572

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for
SELECT RESTAURANT ACQUISITIONS CORPORATION and that said business records show
the recording of:*

MERGED OUT OF EXISTENCE

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 23rd day of
September, A.D. 1998



Bob Taft
Bob Taft
Secretary of State