

05-26-1999

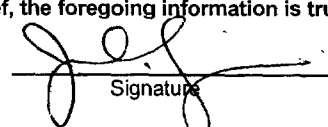
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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and Trademarks. Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Burns Bros., Inc. 5.399</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Oregon <input type="checkbox"/> Other _____</p> <p>Additional names of conveying party(ies) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p> <hr/> <p>3. Nature of Conveyance</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 3, 1998</u></p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>TA Operating Corporation</u></p> <p>Internal Address: _____</p> <p>Street Address: _____ <u>24601 Center Ridge Road, Suite 200</u> City <u>Westlake</u> State <u>Ohio</u> Zip: <u>44145-5634</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>
<p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No(s): _____ B. Trademark Registration No(s): <u>2,201,614; 2,046,411; 2,000,692;</u> <u>2,012,224; 1,912,741; 1,780,908; 1,241,636; 1,236,806; 1,194,181;</u> <u>1,253,361;</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Jeanne E. Longmuir, Esq. Calfee, Halter & Griswold LLP 800 Superior Avenue - Suite 1400 Cleveland, Ohio 44114-2688</p> <hr/> <p>CERTIFICATE OF MAILING</p> <p>Date : _____</p> <p>I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope with sufficient postage addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Va., 22202-3513.</p> <p>_____ (Typed or Printed Name)</p> <p>_____ (Signature)</p>	<p>6. Total number of applications and registrations involved: <u>10</u></p> <hr/> <p>7. Total fee (37 CFR 3.41): <u>\$265.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account <input checked="" type="checkbox"/> Total Fee Due <input type="checkbox"/> Any deficiencies in the enclosed fees.</p> <hr/> <p>8. Deposit account number: <u>03-0172</u> <input checked="" type="checkbox"/> The Commissioner is hereby authorized to charge our deposit account for any deficiencies in the enclosed fees.</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
<p>DO NOT USE THIS SPACE</p>	
<p>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.</p> <p>Jeanne E. Longmuir  <u>4/29/99</u> Name of Person Signing Signature Date</p> <p>Total number of pages comprising transmittal: <u>1</u></p>	

05/25/1999 DNGUYEN 00000105 2012224

01 FC:481 40.00 DP
02 FC:482 225.00 DP

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TRADEMARK
REEL: 001901 FRAME: 0489

ASSIGNMENT

For One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Burns Bros., Inc., an Oregon corporation, having a place of business at Weatherly Building, Suite 1200, 516 S.E. Morrison Street, Portland, Oregon 97214 ("Assignor"), sells, assigns, and transfers to TA Operating Corporation., a Delaware corporation, having a place of business at 24601 Center Ridge Road, Suite 200, Westlake, Ohio 44145-5634 ("Assignee"), its successors, assigns or other legal representatives, the entire rights, title and interest of Assignor in and to the marks and applications therefor which are listed on Exhibit A attached hereto and incorporated herein by reference, together with the goodwill of, and associated with, the business symbolized and/or represented by such marks and applications.

This Assignment may be assigned by TA pursuant to a collateral assignment for the benefit of The Chase Manhattan Bank, or any successor lender, as collateral agent.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the date set forth below.

Burns Bros., Inc.

By:

Name:

Title:

[Handwritten Signature]

BRUCE E. BURNS

PRES

State of New York)
County of New York)

ss:

This 3d day of December, 1998, before me personally appeared Bruce E. Burns, of Burns Bros., Inc., who executed the foregoing Assignment.

[Handwritten Signature]

Notary Public

My commission expires: _____

CAITLIN A. MONCK
Notary Public, State of New York
No. 01MO5086188
Qualified in New York County
Commission Expires Oct. 6, 1999

EXHIBIT A

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Registration No.</u>
TABB FUEL NETWORK	U.S.	74/627,844	
TABB LOYAL FUELER	U.S.	74/627,843	2,046,411
LOYAL FUELER	U.S.	74/612,537	2,000,692
TRAVELBANK (and Design)	U.S.	74/463,925	2,012,224
TRAVEL BANK	U.S.	74/451,977	1,912,741
MRS. B'S	U.S.	74/231,573	1,780,908
B BAR B RANCH (Stylized)	U.S.	73/376,208	1,241,636
DIGGER O'DELL'S	U.S.	73/320,960	1,236,806
BURNSAHOL	U.S.	73/320,886	1,194,181
POW-R-SURGE	U.S.		1,253,361
BURNSAHOL	U.S. (OR)		T13255
BINGO TRUCK STOP	U.S. (NE)		873,292

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