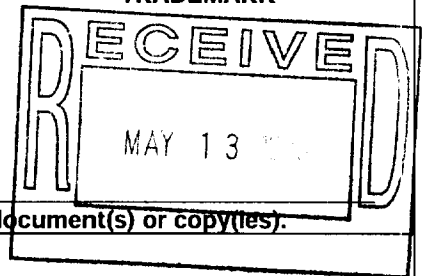


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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

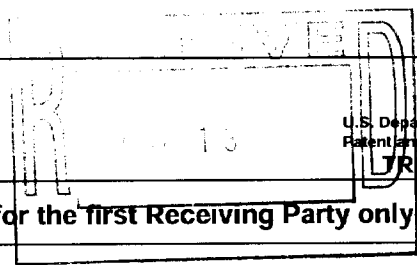
FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Office Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 001903 FRAME: 0847

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 575.00 00
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Domestic Representative Name and Address

Enter for the first Receiving Party only

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="74/033,323"/>	<input type="text" value="74/035,329"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,630,413"/>	<input type="text" value="1,632,633"/>	<input type="text" value="1,632,634"/>
<input type="text" value="1,632,646"/>	<input type="text" value="1,635,057"/>	<input type="text" value="1,637,807"/>
<input type="text" value="1,638,674"/>	<input type="text" value="1,639,289"/>	<input type="text" value="1,647,649"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Robert L. Wolter

05/10/1999

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property). Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

EXHIBIT A

	<u>Mark</u>	<u>Number</u>	<u>Status</u>
1)	ROSIE O'GRADY'S	1,228,985	Registered
2)	COMMANDER RAGTIME'S	1,627,720	Registered
3)	BUMBY ARCADE	1,627,725	Registered
4)	CHEYENNE SALOON & OPERA HOUSE	1,628,691	Registered
5)	ROSIE O'GRADY'S FLYING CIRCUS and Design	1,628,692	Registered
6)	ORCHID GARDEN BALLROOM	1,628,693	Registered
7)	PHINEAS PHOGG'S BALLOON WORKS PURVEYORS OF BALLOONS BURGERS AND BOOGIE & Design	1,628,702	Registered
8)	THE BUMBY EMPORIUM	1,628,762	Registered
9)	CHEYENNE SALOON & OPERA HOUSE & Design	1,629,535	Registered
10)	THE CHURCH STREET STATION EXCHANGE and Design	1,630,317	Registered
11)	ROSIE O'GRADY'S SCOTTISH HIGHLANDERS and Design	1,630,398	Registered
12)	PHINEAS PHOGG'S BALLOON WORKS	1,630,399	Registered
13)	COMMANDER RAGTIME'S MIDWAY OF FUN FOOD & GAMES & Design	1,630,407	Registered

	<u>Mark</u>	<u>Registration or Serial No.</u>	<u>Status</u>
14)	ORCHID GARDEN BALLROOM & Design	1,630,413	Registered
15)	ROSIE O'GRADY'S GOOD TIME EMPORIUM and Design	1,632,633	Registered
16)	APPLE ANNIE'S COURTYARD and Design	1,632,634	Registered
17)	ROSIE O'GRADY'S GOOD TIME EMPORIUM	1,632,646	Registered
18)	WINE CELLAR and Design	1,635,057	Registered
19)	THE CHURCH STREET STATION EXCHANGE SHOPPING EMPORIUM	1,637,807	Registered
20)	ROSIE O'GRADY'S GOOD TIME JAZZ BAND	1,638,674	Registered
21)	LM & Design	1,639,289	Registered
22)	CHURCH STREET STATION & Design	1,647,649	Registered
23)	CHURCH STREET STATION	1,647,650	Registered
24)	THE GOOD TIME GAZETTE	1,650,111	Registered
25)	APPLE ANNIE'S	1,694,979	Registered
26)	CHURCH STREET STATION & Design	1,703,665	Registered
27)	LILI MARLENE'S AVIATORS PUB & RESTAURANT	74-033,323	Abandoned
28)	LILI MARLENE'S AVIATORS PUB & RESTAURANT & Design	74-035,329	Abandoned

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RELEASE

WHEREAS, CPI CHURCH STREET, INC. ("Debtor"), a Maryland corporation with its principal place of business located at 250 West Pratt Street, 23rd Floor, Baltimore, Maryland 21201, has adopted, used, is using, and/or is the owner of the Trademarks and/or Service Marks attached hereto as **Exhibit A** which are the subject of applications, or are registered, before the United States Patent and Trademark Office (hereinafter referred to as the "Marks");

WHEREAS, CITICORP, INC. ("Secured Party"), a Delaware corporation with its principal place of business at 1101 Pennsylvania Avenue, N.W., Washington, D.C. 20004, was the Secured Party under that certain Financing Statement recorded in the United States Patent and Trademark Office ("USPTO") on June 8, 1992, under Reel/Frame 0870/735, by and between Debtor and Secured Party;

WHEREAS, SUNTRUST BANK, CENTRAL FLORIDA, NATIONAL ASSOCIATION ("Assignee"), a national banking association with an address of 200 South Orange Avenue, Orlando, Florida 32801, subsequently obtained a full assignment of the Financing Statement from Citicorp, Inc., and all security interests arising therefrom, in a document recorded in the USPTO on October 21, 1996, under Reel/Frame 1519/0783;

WHEREAS, the Financing Statement granted to the Secured Party, among other things, a security interest in said Marks which are attached hereto as **Exhibit A**;

WHEREAS, Debtor has requested that Assignee release any and all claims to a security interest in the Marks attached hereto as **Exhibit A**;

NOW, THEREFORE, the Assignee hereby remises, releases, and conveys unto Debtor, without recourse or warranty of any kind, all right, title, interest, claim, or demand whatever the Assignee may have in the Marks attached hereto as **Exhibit A**.

