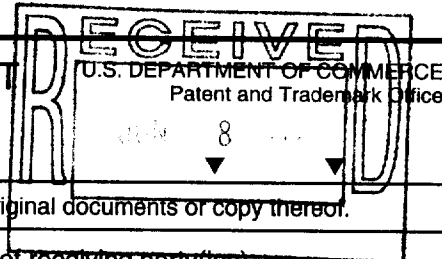


06-11-1999

COVER SHEET
TRADEMARK
FILE



101062478

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To the Honorable Commissioner

See attached original documents or copy thereof.

1. Name of conveying party(ies):

Harvey Gough

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

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

3. Nature of conveyance:

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

Execution Date: May 26, 1999

2. Name and address of receiving party(ies)

Name: In-N-Out Burger

Internal Address: _____

Street Address: 4199 Campus Drive, 9th Flr.

City: Irvine State: CA ZIP: 92612

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,090,096

Additional numbers attached? Yes No

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

Daniel M. Cislo, Esq.

Name: Cislo & Thomas LLP

Internal Address: _____

Street Address: 233 Wilshire Blvd., Ste 900

City: Santa Monica State: CA ZIP: 90404

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

03-2030

(Attach duplicate copy of this page if paying by deposit account)

06/11/1999 NTWR11 00000043 1090096

DO NOT USE THIS SPACE

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40.00

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.

Daniel M. Cislo, Esq.

Name of Person Signing

[Signature]
Signature

June 7, 1999

Date

4

Total number of pages including cover sheet, attachments, and document:

LUCE, FORWARD, HAMILTON & SCRIPPS LLP

ATTORNEYS AT LAW • FOUNDED 1873

PETER K. HAHN, PARTNER
DIRECT DIAL NUMBER (619) 699-2585

DIRECT FACSIMILE: (619) 645-5357
E-MAIL: phahn@luce.com

June 7, 1999

Box Assignment
Commissioner of Patents
and Trademarks
Washington, D.C. 20231

I hereby certify that the original of this document and the enclosures referred to therein are being deposited with the United States Postal Service, "Express Mail Post Office to Addressee" service, under 37 C.F.R. § 1.10 on June 7, 1999, and addressed to Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C., 20231.


Sandra V. Edge

"Express Mail" Mailing Label No.: EM096557977US

Re: Mark: X-TRAPTOR
Reg. No.: 1,774,966
Registered: June 8, 1993
Subject: Recordation of Assignment

Dear Sir or Madam:

Enclosed for recording is a true, correct and notarized copy of the Trademark Assignment ("Assignment") evidencing the assignment of the above-referenced trademark from Waterless Co., a California General Partnership, to Waterless Co., a California Limited Liability Company. The address of the assignee remains the same, 1223 Camino Del Mar, Del Mar, California 92014.

Enclosed you will also find the following:

- ▶ A Recordation Form Cover Sheet; and
- ▶ A check in the amount of \$40.00 for the recording fee.

So that we may have a timely record of this filing, please date-stamp the enclosed stamped, self-addressed postcard and deposit it into the United States mail. Please record the Assignment and return it to me at your earliest convenience. Should you have any questions, please do not hesitate to contact me at the above number.

Very truly yours,



Peter K. Hahn

of

Luce, Forward, Hamilton & Scripps LLP

PKH:sve

Enclosures

cc: Mr. Klaus Reichardt (with enclosures)

600 WEST BROADWAY, SUITE 2600 • SAN DIEGO, CALIFORNIA 92101 • TELEPHONE (619) 236-1414 • FACSIMILE (619) 232-8311

SAN DIEGO • LA JOLLA • NEW YORK • LOS ANGELES • SAN FRANCISCO • CHICAGO

TRADEMARK

REEL: 001911 FRAME: 0425

ASSIGNMENT OF SERVICE MARK

WHEREAS, HARVEY GOUGH, residing in Dallas County, Texas (hereinafter referred to as "ASSIGNOR"), owns the service mark "QUALITY YOU CAN TASTE" (hereinafter referred to as "SERVICE MARK"), registered in the United States Patent and Trademark Office as set forth on the attached Schedule "A"; and

WHEREAS, IN-N-OUT BURGERS, a California Corporation, located at 4199 Campus Drive, Irvine, California 92612 (hereinafter "ASSIGNEE") is desirous of acquiring any and all rights that ASSIGNOR may have in and to the SERVICE MARK and the registration therefor, together with the goodwill of the business in connection with which the SERVICE MARK is used and which is symbolized by the SERVICE MARK, along with the right to recover for damages and profits for past infringements thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby assign unto ASSIGNEE all right, title and interest in and to the SERVICE MARK and the registration therefor for the United States and throughout the world together with the goodwill of the business in connection with which the SERVICE MARK is used and which is symbolized by the SERVICE MARK, along with the right to recover for damages and profits for past infringements thereof;

ASSIGNEE further acknowledges that except as stated in the Purchase Agreement and Assignment executed contemporaneously herewith ASSIGNOR has no obligation to execute and deliver at the request of the ASSIGNEE, any further papers, instruments, or assignments, and no obligation to perform any other acts the ASSIGNEE may request in order to vest all of ASSIGNOR'S rights, title, and interest in and to the SERVICE MARK in the ASSIGNEE or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the ASSIGNEE, beyond the complete cooperation of ASSIGNOR in obtaining the JUDGMENT, the sufficiency of which ASSIGNEE hereby acknowledges.

By: *Harvey Gough*
HARVEY GOUGH, ASSIGNOR

STATE OF TEXAS)
) ss
COUNTY OF DALLAS)

On this 26th day of May, 1999, before me personally came HARVEY GOUGH to me known to be the person described in the foregoing instrument, who signed the foregoing instrument in my presence and declared the same to be of his free act and deed, on the day and year last above written.

(Seal) 

Marla McLane
Notary Public

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