

08-25-1999

MP
8/20/99



RECC

101125625

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 License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
7-15-99
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Donatos Pizza, Inc.

Execution Date
Month Day Year
7-15-99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Ohio

Receiving Party

Mark if additional names of receiving parties attached

Name McG Restaurant Operations, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2915 Jorie Blvd.

Address (line 2) _____

Address (line 3) Oak Brook

Illinois

60523

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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.)

08/24/1999 MTHAI1 00000226 1712486

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
475.00 OP

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. 20503 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 Assignment 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. 20231

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="1,712,486"/>	<input type="text" value="2,048,518"/>	<input type="text" value="2,111,491"/>	<input type="text" value="75/408235"/>	<input type="text" value="75/722539"/>	<input type="text"/>
<input type="text" value="1,911,640"/>	<input type="text" value="2,089,194"/>	<input type="text" value="2,112,005"/>	<input type="text" value="75/408234"/>	<input type="text" value="75/722541"/>	<input type="text"/>
<input type="text" value="2,048,517"/>	<input type="text" value="2,093,918"/>	<input type="text" value="2,117,144"/>	<input type="text" value="75/722540"/>	<input type="text" value="75/725783"/>	<input type="text"/>

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.

Melanie S. Corcoran

8/6/99

Name of Person Signing

Signature

Date Signed

Additional Trademark Registration Numbers

2,117,646

2,118,598

2,124,613

2,131,528

2,131,529

TRADEMARK ASSIGNMENT

This trademark assignment ("**Assignment**") is made as of July 15, 1999, by Donatos Pizza, Inc., an Ohio corporation, located at 935 Taylor Station Road, Columbus, Ohio 43230 ("**Seller**") to McG Restaurant Operations, Inc., a Delaware corporation, located at 2915 Jorie Blvd., Oak Brook, IL 60523 ("**Purchaser**").

Purchaser is purchasing certain assets of Seller under a Purchase Agreement dated as of May 5, 1999 ("**Purchase Agreement**") between Seller and Purchaser.

Unless otherwise defined in this Assignment, all terms used herein which are defined in the Purchase Agreement shall have the meaning given them in the Purchase Agreement.

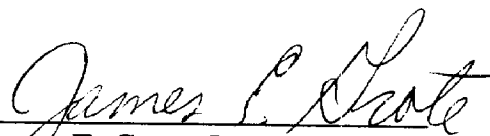
This Assignment shall become effective on the Closing Date.

For good and valuable consideration, receipt and sufficiency of which is hereby acknowledged:

1. Seller hereby irrevocably assigns and transfers to Purchaser all right, title and interest of Seller in and to: (a) the trademarks listed on Exhibit A attached hereto, with the registrations and applications therefor, (b) all common law trademarks used exclusively by the Seller in connection with its business, (c) the goodwill of the business symbolized by such trademarks, and (d) all past and future causes of action arising from any of the trademarks transferred hereby.
2. No representations or warranties with respect to the subject matter hereof shall be deemed to be made in this Assignment, and all limitations and disclaimers with respect to such representations and warranties set forth in the Purchase Agreement are incorporated herein by this reference.
3. Upon reasonable request by (and at the expense of) Purchaser, Seller will execute, acknowledge and deliver such additional instruments of assignment as may be reasonably necessary to establish the ownership of record of all trademarks transferred under this Assignment.

IN WITNESS WHEREOF, Seller has caused this Assignment to be duly executed as of the date first above written.

DONATOS PIZZA, INC.
An Ohio corporation

By: 
James E. Grote, Its President

STATE OF OHIO, COUNTY OF FRANKLIN, ss:

The foregoing instrument was acknowledged before me this 15 day of July, 1999, by James E. Grote, President of Donatos Pizza, Inc., an Ohio corporation, on behalf of the corporation.

Diana L. Eaton
Notary Public

seal



DIANA L. EATON
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES JUNE 25, 2001

EXHIBIT A
TO TRADEMARK ASSIGNMENT

III. U.S. Trademark/Service Mark Registrations and Applications

<u>Reg. No.</u>	<u>Mark</u>	<u>Issue/Application Date</u>
1,712,486	DO IT FOR THE TASTE	Sep. 9, 1992
1,911,640	BIG DON	Aug. 15, 1995
2,048,517	BEST ON THE BLOCK	Mar. 25, 1997
2,048,518	BEST PIZZA ON THE BLOCK	Mar. 25, 1997
2,089,194	FOUNDER'S FAVORITE	Aug. 19, 1997
2,093,918	DONATO'S	Sep. 9, 1997
2,111,491	DONATOS PIZZA SIZZLING HOT!	Nov. 11, 1997
2,112,005	CLASSIC TRIO	Nov. 11, 1997
2,117,144	DONATOS	Dec. 2, 1997
2,117,646	EDGE TO EDGE	Dec. 2, 1997
2,118,598	TASTE THE DONATOS DIFFERENCE	Dec. 9, 1997
2,124,613	MARIACHI BEEF	Dec. 30, 1997
2,131,528	DON'T CHA LET 'EM DO YA LIKE THEY DO, DO, DO, CAUSE YOU REALLY REALLY OUGHTA DO DONATOS!	Jan. 27, 1998
2,131,529	AREN'T YOU GLAD YOU DO DONATOS?	Jan. 27, 1998
75-408235	SERIOUS MEAT	Dec. 19, 1997
75-408234	SERIOUS CHEESE	Dec. 19, 1997
75-722540	DO IT FOR THE TOPPING DO IT FOR THE TASTE DO DONATOS	June 9, 1999
75-722539	100% PIZZA	June 9, 1999
75-722541	DONATOS PIZZA (STYLIZED)	June 9, 1999
75-725783	NO STOPPING OUR TOPPING	June 9, 1999
Puerto Rico		
31,835	DONATOS	March 30, 1993

III. State Trademark/Service Mark and Trade Name Registrations

Ohio	TM0011580	DONATOS SUBS SIZZLING HOT PLUS DESIGN	Oct. 17, 1986
Ohio	TM0011581	DONATOS PIZZA SIZZLING HOT PLUS DESIGN	Oct. 17, 1986
Ohio	RN 95,883	DONATOS SUB (tradenname)	Oct. 17, 1986
Ohio	RN 95,884	DONATOS SIZZLING HOT SUBS (tradenname)	Oct. 17, 1986
Ohio	RN 95,885	DONATOS SIZZLING HOT PIZZA (tradenname)	Oct. 17, 1986
Ohio	RN 95,886	DONATOS PIZZA (tradenname)	Oct. 17, 1986

BAKER
&
HOSTETLER LLP
COUNSELLORS AT LAW

3200 NATIONAL CITY CENTER • 1900 EAST 9TH STREET • CLEVELAND, OHIO 44114-3485 • (216) 621-0200 • FAX (216) 696-0740
WRITER'S DIRECT DIAL NUMBER (216)

861-7659

August 17, 1999

VIA CERTIFIED MAIL

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

Re: **Assignment of Trademarks**

Dear Sir:

On behalf of McG Restaurant Operations, Inc., I enclose for recordation an assignment of 20 trademark applications and registrations, transferring the marks from Donatos Pizza, Inc., to McG Restaurant Operations, Inc. Also enclosed is our firm check in the amount of \$515 in payment of the recordation fee, along with a Recordation Form Cover Sheet.

Sincerely,



Melanie S. Corcoran

Enclosures

cc: John Mulhollan, Esq.

TLN1276:FORMS.ASSGNMNT:LTR-TO.PTO

COLUMBUS, OHIO
(614) 228-1541

DENVER, COLORADO
(303) 861-0600

HOUSTON, TEXAS
(713) 751-1600

LONG BEACH, CALIFORNIA
(562) 432-2827

LOS ANGELES, CALIFORNIA
(213) 624-2400

ORLANDO, FLORIDA
(407) 649-4000

WASHINGTON, D.C.
(202) 861-1500

RECORDED: 08/20/1999

TRADEMARK
REEL: 001947 FRAME: 0081