

12-17-1999



101225800

11-24-99

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 ☐ License
- ☐ Security Agreement ☐ Nunc Pro Tunc Assignment
- ☐ Merger ☐ Change of Name
- ☐ Other
- Effective Date
Month Day Year
02/01/1999

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Admiral's Fleet, Inc.

01/29/1999

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other

☒ Citizenship/State of Incorporation/Organization State of Washington

Receiving Party

☐ Mark if additional names of receiving parties attached

Name MCS Investments, Inc.

DBA/AKA/TA

Composed of

Address (line 1) Suite 421

Address (line 2) 4756 University Village Place NE

Address (line 3) Seattle

City

Washington

State/Country

98105

Zip Code

- ☐ Individual ☐ General Partnership ☐ Limited Partnership
- ☒ Corporation ☐ Association
- ☐ Other

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.)

☐ Citizenship/State of Incorporation/Organization State of Washington

12/15/1999 TT0011 00000002 300079 2274400

FOR OFFICE USE ONLY

01 FC:401
02 FC:402

(40.00 CH
25.00 CH)

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 Assignment Practices. 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

TRADEMARK

REEL: 002000 FRAME: 0545

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="75/532422"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,274,400"/>	<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"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

Sharon K. Sandeen

Name of Person Signing



Signature

November 19, 1999

Date Signed

TRADEMARK
REEL: 002000 FRAME: 0546

**PURCHASE AND SALE
AGREEMENT**

I. The Parties

THIS PURCHASE AND SALE AGREEMENT is entered into between Jreck Subs Group Inc., (herein after "Jreck"), M.S.C. Investments Inc., and William and Colleen Richey, as individuals.

2. Terms

2.1 M.S.C. Investments Inc. will tender to "Jreck" thirty five thousand (\$35,000.00) Dollars.

2.2. William and Colleen Richey will return the 89,986 shares of "Jreck" common stock now held by them as individuals and warrant that the "Jreck" common stock is free from all liens, encumbrances, and judgments.

2.3. M.S.C. Investments will assume the debt owed by "Jreck" on an outstanding note to Redmond National Bank. "Jreck" represents herein that the note balance is in the amount of approximately forty five thousand (\$45,000.00) Dollars.

2.4. M.S.C. Investments and William and Colleen Richey, as individuals, will further assume all debt that is owed for signs and merchant equipment that is leased for Georgios locations.

2.5. "Jreck" agrees that it is responsible for all liabilities incurred by or on behalf of Georgios in the ordinary course of business from the acquisition of Georgios by "Jreck" through the closing date of this agreement.

2.6. M.S.C. Investments Inc., will acquire all trademarks, assets and equipment owned by Georgios Subs.

2.7. "Jreck" (and Admiral's Fleet, Inc.) hereby assigns all franchise agreements and license agreements, entered into between Admiral's Fleet and Georgios Sub's franchisees and/or licensees, to M.S.C. Investments, Inc. effective on the closing date of this agreement.

2.8. "Jreck" (and Admiral's Fleet, Inc.) hereby assigns the "Promissory Note", the "Option to Purchase Agreement" and the "Restaurant Management Agreement" related to the North Bend, Washington Georgios's Subs location. These agreements were entered into on November 1, 1997 between Admiral's Fleet, Inc., and James and Linda Shorter and Jason Spitzer.

3. Effective Dates

All terms and conditions of this contract shall take effect on February 1, 1999.

4. Governing Law

It is further agreed that any disputes arising under or in connection with the interpretation of this Agreement or the rights and obligations of the parties hereto shall be resolved by arbitration in the City of Orlando, County of Orange, State of Florida under the rules of the American Arbitration Association. The decision of the arbitrator(s) shall be final and binding, and judgment may be entered thereon in the appropriate court having jurisdiction in the State of Florida, County of Orange.

5. Attorney's Fees

The prevailing party in any litigation, arbitration, or other proceeding relating to the enforcement or interpretation of this contract may recover cost, expenses and attorney's fees from the unsuccessful party.

INTENDING TO BE LEGALLY BOUND, the parties hereto have caused
this Agreement to be executed as of the first date set forth above.

Jreck Suba Group, Inc.
By: Christopher M. Swartz


Its: President

M.S.C. Investments, Inc.
By: William C. Richey



By: William Richey



By: Colleen Richey

ADDENDUM**TO A PURCHASE AND SALE AGREEMENT BETWEEN JRECK SUBS
GROUP, INC., M.S.C. INVESTMENTS, INC., AND WILLIAM AND COLLEEN
RICHEY**

This Addendum is attached to and is an integral part of the Purchase and Sale Agreement (hereinafter referred to as "agreement") dated January 29, 1999. The terms of this Addendum augment and modify the above-mentioned Agreement only as specifically set forth within, and except as otherwise provided in this Addendum, the January 29, 1999 Agreement will remain in full force and effect as originally written.

This Addendum is made and entered into this 16th day of June, 1999, by and between Jreck Subs Group, Inc., a Colorado Corporation; M.S.C. Investments, Inc.; William and Colleen Richey; and Admirals Fleet, Inc., a Washington Corporation, in order to incorporate Admirals Fleet, Inc. as a party to the above-mentioned Agreement.

NOW, THEREFORE, the parties to this Addendum dated June 16th, 1999 agree to add and incorporate Admirals Fleet, Inc. as a full party to the above-mentioned Agreement with all the rights and obligations thereto.

IN WITNESS WHEREOF, the parties hereto have placed their hands and seals the day and year first above written.

JRECK SUBS GROUP, INC.

By: Christopher M. Swartz Pres.

M.S.C. INVESTMENTS, INC.

By: William Richey Pres.

ADMIRALS FLEET, INC.

By: Christopher M. Swartz Pres.

William Richey Individually

Colleen M. Richey Individually

RECORDED: 11/24/1999

TRADEMARK
REEL: 002000 FRAME: 0550