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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy there.

OPR/FINANCE

1. Name of conveying party(ies):
Villa Enterprises Management Ltd., Inc.
17 Elm Street
Morristown, NJ 07960

2. Name and address of receiving party(ies):
Name: Villa Holding, LLC
Internal Address: Villa Pizza
Street Address: 17 Elm Street
City: Morristown State: NJ Zip: 07960

Individual(s) Association

General Partnership

Corporation-State New Jersey

Other _____

Limited Partnership

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

Additional name(s) of conveying

party(ies) attached? Yes No

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached: Yes No

Execution Date: 11/19/99

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

A. Trademark Application No(s)

B. Trademark registration No.(s) 2,047,089, 1,749,093, 1,827,830, 1,401,644 and 1,699,602

01/14/2000 DCDATES 00000087 1749093

01 FC:481
02 FC:482

40.00 / 00
100.00 / 00

Additional numbers attached? Yes No

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

Name: Beth R. Stearns, Esq.
Internal Address: Villa Holding, LLC
Street Address: 17 Elm Street
City: Morristown State: NJ ZIP: 07960

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

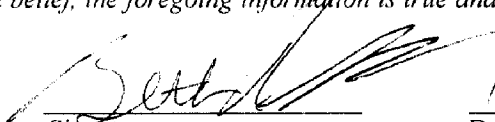
(Attach duplicate copy of this page if paying by deposit account)

Villa (Recordation Form)

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.

Beth R. Stearns, Esq.
Name of Person Signing


Signature

12/28/99
Date

Total number of pages comprising cover sheet: 2

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**USPTO
Assignment Division
Crystal Gateway 4, Room 335
Washington, D.C. 20231**

**ASSIGNMENT AND ASSUMPTION OF TRADEMARKS, NAMES,
INTELLECTUAL PROPERTY & TRADE SECRETS**

THIS ASSIGNMENT AND ASSUMPTION OF TRADEMARKS AND NAMES, dated this 1st day of November, 1999 by and between Villa Enterprises Management LTD, Inc. ("Assignor"), and Villa Holding, LLC ("Assignee").

WHEREAS, Assignor desires to assign, transfer, set over and deliver to Assignee all of Assignor's right, title and interest (including goodwill) in and to certain trademarks (registered and unregistered) and names and in and to certain trade secrets, including recipes, manuals, policies and procedures (collectively "trade secrets") as hereinafter provided; and

WHEREAS, Assignee desires to assume the duties and obligations of Assignor with respect to such trademarks, names and trade secrets.

NOW, THEREFORE, in accordance with the Agreement and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the parties do hereby covenant and agree as follows and take the following actions:

1. Assignment. Assignor does hereby assign, transfer, set over and deliver unto Assignee all of the Assignor's right, title and interest (including goodwill), if any, in and all to all of Assignor's trademarks (registered and unregistered), trade names, logos, copyrights and patents and trade secrets (collectively, the "Names") including, but not limited to:

(a) those certain marks registered in the Patent and Trademark Office of the United States of America, under (i) registration No. 2,047,089 issued March 25, 1997 (Very Villa, Very Good), (ii) registration No. 1,749,093 issued January 26, 1993 (Villa Pizza), registration No. 1,827,830 issued March 22, 1994 (Villa Pizza Delicious Italian Food From Our Family to Yours), registration No. 1,401,644 issued July 15, 1986 (Villa Pizza and Design), registration No. 1,699,602 issued July 7, 1992 (Villa Pizza and Design);

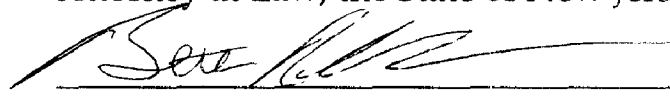
(b) those certain unregistered marks: Villazzo and Villa Pizza Cucina; and

(c) all variations of the aforesaid trademarks and trade names.

STATE OF NEW JERSEY)
) SS:
COUNTY OF MORRIS)

The foregoing instrument was acknowledged before me this 17th day of November, 1999, by Biagio Scotto, as President of Villa International Ltd., Inc., Managing Member of Assignee. He is personally known to me.

Attorney at Law, the State of New Jersey



Beth R. Stearns



January 3, 2000

VIA EXPRESS MAIL

USPTO Assignment Division
Crystal Gateway 4, Room 335
Washington, D.C. 20231

Re: Recordation of Assignment Documents in connection with Registration Nos.
2,047,089, 1,749,093, 1,827,830, 1,401,644 and 1,699,602

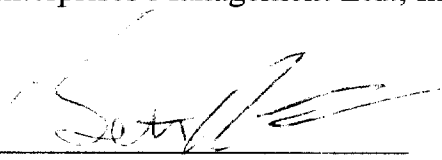
Dear Sir/Madam:

Accompanying this letter, please find an original Assignment and Assumption of Trademarks and Names with a Recordation Form Cover Sheet and the filing fee of \$140.00. Please record the enclosed documents.

Thank you for your cooperation. If you require additional documentation, please contact the undersigned attorney.

Very truly yours,

Villa Enterprises Management Ltd., Inc.

By 
Beth R. Stearns
Vice President/General Counsel

BRS/mb
Enclosure

cc: Biagio Scotto (w/out encl.)
Anthony Scotto (w/out encl.)
Steve Gribok, Esq. (w/encl. 1st class mail)

Villa Enterprises Management Ltd., Inc.
17 Elm Street · Morristown, New Jersey 07960 Tel: 973-285-4800 · Fax: 973-285-5252


TRADEMARK
REEL: 002009 FRAME: 0563

Express Mail Mailing Label No: EK118482495US

Date of Deposit: 1/3/00

Certification

I hereby certify that this paper or fee is being deposited with United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to USPTO Assignment Division, Crystal Gateway 4, Room 335, Washington, D.C. 20231



MARY BOLSTER