

MRD
12.28.99

01-27-2000



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OPR/FINANCE

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

1. Name of conveying party(ies):

Cozzoli Pizza Systems, Inc.
Bay Point Tower
4770 Biscayne Boulevard
Miami, Florida 33137

2. Name and address of receiving party(ies):

Name: Cozzoli Pizza Holding, LLC
Internal Address: Villa Pizza
Street Address: 17 Elm Street
City: Morristown State: NJ Zip: 07960

Individual(s) Association

General Partnership
 Corporation-State Florida

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 Asset Purchase

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

Execution Date: 6/4/99

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

A. Trademark Application No(s)

B. Trademark registration No. 1,488,871

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 Enterprises
Street Address: 17 Elm Street
City: Morristown State: NJ ZIP: 07960

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: _____

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

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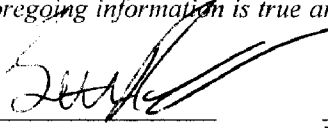
60801-2(Recordation Form).DOC

TRADEMARK
REEL: 002011 FRAME: 0503

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 AND NAMES

THIS ASSIGNMENT AND ASSUMPTION OF TRADEMARKS AND NAMES, dated this 4th day of May, 1999 by and between COZZOLI'S PIZZA SYSTEMS, INC., a Florida corporation ("Assignor"), and COZZOLI'S PIZZA HOLDING, L.L.C., a Delaware limited liability company ("Assignee").

WHEREAS, Assignor and Assignee entered into that certain Agreement for Sale and Purchase of Assets dated October 15, 1998 and all amendments and riders thereto (the "Agreement"), for the sale and purchase of certain Assets (as such terms are defined in the Agreement);

WHEREAS, Assignor desires to assign, transfer, set over and deliver to Assignee all of Assignor's right, title and interest in and to certain trademarks and names as hereinafter provided; and

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

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, if any, in and to all of Assignor's trademarks, trade names, logos, copyrights and patents (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. 1,048,738, issued September 21, 1976 (Cozzoli and Des.), (ii) Registration No. 1,116,492, issued April 10, 1979 (Cozzoli's), (iii) registration No. 1,145,334, issued December 30, 1980 (For the Slice of Your Life), (iv) any rights with respect to the foregoing marks as a result of that certain filing with the Registry of Industrial Property of Costa Rica on February 15, 1994; and (v) any rights with respect to the foregoing marks as a result of filings in Peru and Cairo; and

(b) the following names (i) Hop Too's, (ii) Cozzoli's Pizza, (iii) Cozzoli's Pizzeria; (iv) Cozzoli's Pizza Cafe; and (v) all names listed on Exhibit "A" attached hereto.

2. Assumption. Assignee hereby accepts the foregoing assignment of the Names and hereby assumes all duties and obligations of Assignor under the Names assigned herein. Assignee acknowledges and agrees that the Assignor makes no representation or warranty regarding the status of the mark referenced in 1(a)(i), above, or Assignor's ownership thereof.

Booth
6/25/99

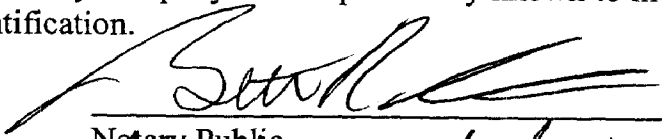
**CERTIFIED
TRUE COPY**

**TRADEMARK
REEL: 002011 FRAME: 0505**

STATE OF N.J.)
COUNTY OF Monmouth) SS:

of Villa Enchiladas Co. managers members

The foregoing instrument was acknowledged before me this 7th day of June, 1999, by Biagio Scoto, as General Partner of Cozzoli's Pizza Holding, L.L.C., a Delaware limited liability company, on behalf of said limited liability company. He is personally known to me or has produced a Florida driver's license as identification.



Notary Public
An attorney at law state

Type, Print or Stamp Name
G.W.J.

My Commission Expires:

EXHIBIT "A"

1. Westminster Pizza Systems, Inc., a Colorado corporation
2. Pompano Fashion Management Corp., a Florida corporation
3. Cozzoli Restaurants of Florida, Inc., a Florida corporation
4. Greenbriar Pizza Systems, Inc., a Georgia corporation
5. Cozzoli Restaurant Corp. of Kendall #2 , a Florida corporation
6. Cozzoli of Southwest Plaza, Inc., a Colorado corporation
7. Republic Plaza Restaurant Corp., a Colorado corporation
8. P.B. Pizza Systems, Inc., a Florida corporation
9. Tabor Pizza Systems, Inc., a Colorado corporation
10. Penn Square Pizza Systems, Inc., an Oklahoma corporation
11. South Miami Pizza Systems, Inc., a Florida corporation
12. Cozzoli's of Austin, Inc., a Texas corporation
13. Smokey Hills Pizza Systems, Inc., a Colorado corporation
14. Short Pump Pizza Systems, Inc., a Virginia corporation
15. Brickell Pizza Systems, Inc., a Florida corporation
16. Northgate Restaurant Corp., a Tennessee corporation
17. Cozzoli's Pizza Systems, Inc., a Florida corporation
18. Cozzoli of 163rd Street, Inc., a Florida corporation
19. Edison Mall Restaurant Corp.^{#2}, a Florida corporation
20. Cozzoli of South Glenn, Inc., a Colorado corporation
21. Intracoastal Pizza System, Inc., a Florida corporation
22. Tucson Mall Pizza Systems, Inc., an Arizona corporation
23. Cozzoli's - Texarkana Pizza Systems, Inc., a Texas corporation

24. Amarillo Pizza Systems, Inc., a Texas corporation
25. Lawton Pizza Systems, Inc., an Oklahoma corporation
26. Temecula Restaurant Corp., a California corporation
27. Laughlin Pizza Systems, Inc., a Nevada corporation
28. Rogue Valley Pizza Systems, Inc., an Arizona corporation
29. Palmetto Pizza Systems, Inc., a Florida corporation
30. Magic Valley Pizza Systems, Inc., an Idaho corporation
31. Sierra Vista Pizza Systems, Inc., an Arizona corporation
32. Festival Bay Pizza, LLC (to be formed)