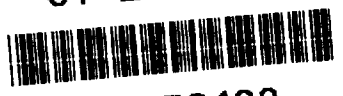


12-28-99

01-28-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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12-28-99

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 Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

01/27/2000 VBRDM 0000038 1149189
01 FC:481 40.00 OP
02 FC:482 225.00 OP

FOR OFFICE USE ONLY

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 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

TRADEMARK
REEL: 002012 FRAME: 0517

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)

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

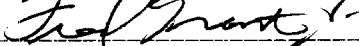
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

Ryan's Properties, Inc.

By: Fred T. Grant, Jr., Treasurer 

December 27, 1999

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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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)

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ASSIGNMENT

WHEREAS, RYAN'S PROPERTIES, INC., a Delaware corporation ("Assignor"), has adopted, is using and is the owner of the following trademarks and registrations in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
RYAN'S FAMILY STEAK HOUSE	1,149,189	Mar. 24, 1981
R DESIGN	1,182,501	Dec. 15, 1981
MEGA BAR	1,458,801	Sept. 22, 1987
RYAN'S FAMILY STEAK HOUSE & DESIGN	1,467,753	Dec. 1, 1987
MEGA BREAKFAST	1,509,653	Oct. 18, 1988
RYAN'S & DESIGN	1,707,396	Aug. 11, 1992
SENSIBLE CHOICES	2,204,197	Nov. 17, 1998
CHILACA GRILLE	2,012,563	Oct. 29, 1996
LAREDO GRILLE	1,934,293	Nov. 7, 1995
A CLASSIC WESTERN STEAKHOUSE	1,921,325	Sept. 19, 1995

WHEREAS, RYMARK HOLDINGS, INC., a Delaware corporation ("Assignee"), is desirous of acquiring the entire right, title and interest in the trademarks, registrations and goodwill associated with the trademarks;


WHEREAS, Assignor hereby warrants that it is the owner of the above trademarks and registrations and hereby agrees after execution hereof to transmit all pertinent information concerning its rights in each of the foregoing trademarks and registrations and future related trademarks to Assignee in the United States;

NOW, THEREFORE, in consideration of the sum of Five Dollars (\$5.00) and for other good and valuable consideration, receipt of which is hereby acknowledged, said Assignor assigns its entire right, title and interest in and to the trademarks, registrations, applications, future related trademarks, and the goodwill symbolized by said trademarks in the United States and in all foreign countries, together with the right to sue and recover for past infringement to Assignee. Assignor agrees to sign all lawful papers, at the request of Assignee as may be necessary or desirable to register and to perfect title to the subject matter conveyed herein in the United States and any and all foreign countries, without further consideration but at the expense of Assignee.

Assignee agrees to maintain at all times the standards of quality maintained by Assignor as to its own products and services, subject to reasonable inspection by Assignor.

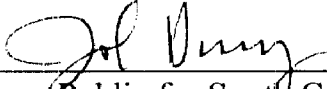
IN WITNESS WHEREOF, Assignor has executed this Assignment on this 27th day of December, 1999, to be effective on and after December 29, 1999.

RYAN'S PROPERTIES, INC.

By: 
Fred T. Grant, Jr.
Treasurer

STATE OF SOUTH CAROLINA }
 }
COUNTY OF GREENVILLE }

PERSONALLY appeared before me the above-named Fred T. Grant, Jr., signing the foregoing instrument in my presence pursuant to authority duly received on this 27th day of December, 1999.



Notary Public for South Carolina