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To the Honorable Commissioner of Patent

101281169

and original documents or copy thereof.

1. Name of conveying party(ies):

RUBY TUESDAY BUSINESS DEVELOPMENT, L.P.

- Individual(s)
- General Partnership
- Corporation-State
- Other

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Charge of Name

Execution Date: June 28, 1999

2. Name and address of receiving party(ies)

Name: RUBY TUESDAY BUSINESS DEVELOPMENT, INC.

Internal Address:

Street Address: 150 West Church Avenue

City: Maryville, Tennessee State: ZIP: 37801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

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

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

(See Attached schedule)

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Lanning G. Bryer, Esq.

Internal Address: Ladas & Parry

Street Address: 26 West 61st Street

City: New York State: NY ZIP: 10023

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41).....\$ 340.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

n/a

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

01/18/1999 DNGUYEN 00000190 75372201

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2 FC:482 300.00 00

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.

Lanning G. Bryer

Name of Person Signing

99 GT 06-10-47

*[Signature]*  
Signature

10/12/99  
Date

Total number of pages including cover sheet, attachments, and document: 24

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 002029 FRAME: 0729

S C H E D U L E

RUBY'S	Application No. 73/728865 Filed: May 17, 1988
UN-BURGERS	Application No. 75/361668 Filed: September 23, 1997
WOW-U and Device	Application No. 75/603243 Filed: December 15, 1998
THE AMERICAN CAFE and OVAL Design	Application No. 75/644768 Filed: February 22, 1999
LOCO MAYO FIESTA	Application No. 75/652891 Filed: March 3, 1999
MEGADAIQUIRI	Application No. 75/709850 Filed: May 20, 1999
MEGAMARY	Application No. 75/709851 Filed: May 20, 1999
A SHORE WINNER	Application No. 75/709852 Filed: May 20, 1999
RAISE YOUR SPIRITS	Application No. Filed: May 26, 1999

UNITED STATES OF AMERICA

A S S I G N M E N T

WHEREAS, RUBY TUESDAY BUSINESS DEVELOPMENT, L.P., a limited partnership organized and existing under the laws of the State of Tennessee, United States of America, located at 150 West Church Avenue, Maryville, Tennessee 37801, United States of America, (hereinafter called the ASSIGNOR) has adopted, used and is using the Trademarks set forth on the attached schedule for which applications for registration have been filed in the United States Patent and Trademark Office.

AND WHEREAS, RUBY TUESDAY BUSINESS DEVELOPMENT, INC., a corporation organized and existing under the laws of the State of Delaware, United States of America, located at 150 West Church Avenue, Maryville, Tennessee 37801, United States of America, (hereinafter called the ASSIGNEE) is desirous of acquiring the right, title and interest in and to the said trademarks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, all right, title and interest in and to the said trademarks and the application for the registration of the trademarks, together with that part of the goodwill of the ASSIGNOR'S business connected with the use of and symbolized by the said trademarks.

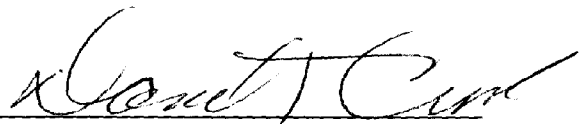
The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registration to the said ASSIGNEE.

This assignment shall be deemed to be effective as and from June 7, 1999

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 28<sup>th</sup> day of June 1999.

RUBY TUESDAY BUSINESS DEVELOPMENT, L.P.  
a Tennessee limited Partnership

By: RUBY TUESDAY, INC., its general Partner

By   
Daniel T. Cronk  
Senior Vice President

**C O R P O R A T E    A C K N O W L E D G M E N T**

**UNITED STATES OF AMERICA** ]  
 ]  
**STATE OF NEW YORK**           ] **SS:**  
 ]  
**COUNTY OF NEW YORK**         ]

On this *28<sup>th</sup>* day of *June*, 1999, before me personally appeared **Daniel T. Cronk**, to me known, who, being by me duly sworn, did depose and say that he is the **Senior Vice President** of **RUBY TUESDAY, INC.**, who is a general partner in the Limited Partnership known as **RUBY TUESDAY BUSINESS DEVELOPMENT, L.P.**, which is the partnership described in the foregoing instrument; that he executed said instrument on behalf of the said partnership; that he is authorized to execute an instrument of this nature for and on behalf of the Limited Partnership known as **RUBY TUESDAY BUSINESS DEVELOPMENT, L.P.**

*Georgia N. Gounaris*  
 \_\_\_\_\_  
 Notary Public

**GEORGIA N. GOUNARIS**  
 Notary Public, State of New York  
 No. 41-4954226  
 Qualified in Queens County  
 Certificate Filed in New York County  
 Commission Expires August 7, 19*99*  
 [Seal]

UNITED STATES OF AMERICA

A S S I G N M E N T

WHEREAS, **RUBY TUESDAY BUSINESS DEVELOPMENT, L.P.**, a limited partnership organized and existing under the laws of the State of Tennessee, United States of America, located at 150 West Church Avenue, Maryville, Tennessee 37801, United States of America, (hereinafter called the ASSIGNOR) has intended to use the marks in commerce and has filed applications now assigned the serial numbers set forth on the attached schedule indicating that intention, but has not yet filed a statement of use under Section 1(c) or 1(d) of the Trademark Act. Applicant is assigning the marks in the above identified applications as part of the entire business or portion thereof to which the marks pertain, as required by § 15 U.S.C. 1060;

AND WHEREAS, **RUBY TUESDAY BUSINESS DEVELOPMENT, INC.**, a corporation organized and existing under the laws of the State of Delaware, United States of America, located at 150 West Church Avenue, Maryville, Tennessee 37801, United States of America, (hereinafter called the ASSIGNEE) is desirous of acquiring the right, title and interest in and to the said trademarks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, all right, title and interest in and to the said trademarks and the applications for the registration of the trademarks, and the goodwill of the business symbolized thereby.

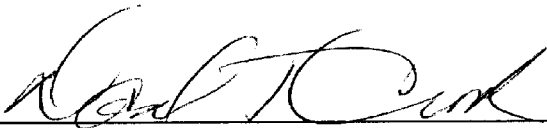
The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registration to the said ASSIGNEE.

This assignment shall be deemed to be effective as and from June 7, 1999

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 28<sup>th</sup> day of June 1999.

**RUBY TUESDAY BUSINESS DEVELOPMENT, L.P**  
**a Tennessee limited Partnership**

**By: RUBY TUESDAY, INC., its general Partner**

By   
Daniel T. Cronk  
Senior Vice President

C O R P O R A T E    A C K N O W L E D G M E N T

UNITED STATES OF AMERICA ]  
  ]  
STATE OF NEW YORK                ] SS:  
  ]  
COUNTY OF NEW YORK             ]

On this 28<sup>th</sup> day of June , 1999, before me personally appeared Daniel T. Cronk, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of RUBY TUESDAY, INC., who is a general partner in the Limited Partnership known as RUBY TUESDAY BUSINESS DEVELOPMENT, L.P., which is the partnership described in the foregoing instrument; that he executed said instrument on behalf of the said partnership; that he is authorized to execute an instrument of this nature for and on behalf of the Limited Partnership known as RUBY TUESDAY BUSINESS DEVELOPMENT, L.P.

*Georgia N. Gounaris*  
\_\_\_\_\_  
Notary Public

GEORGIA N. GOUNARIS  
Notary Public, State of New York  
No. 41-4954226  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires August 7, 1999

[Seal]

UNITED STATES OF AMERICA

A S S I G N M E N T

WHEREAS, RUBY TUESDAY BUSINESS DEVELOPMENT, L.P., a limited partnership organized and existing under the laws of the State of Tennessee, United States of America, located at 150 West Church Avenue, Maryville, Tennessee 37801, United States of America, (hereinafter called the ASSIGNOR) has filed an application now assigned the serial number 75/372201 filed for MEGARITA on October 14, 1997, based on an intention to use. The Applicant has since used the mark and has filed a statement of use under Section 1(c) or 1(d) of the Trademark Act in the above identified application;

AND WHEREAS, RUBY TUESDAY BUSINESS DEVELOPMENT, INC., a corporation organized and existing under the laws of the State of Delaware, United States of America, located at 150 West Church Avenue, Maryville, Tennessee 37801, United States of America, (hereinafter called the ASSIGNEE) is desirous of acquiring the right, title and interest in and to the said trademark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, all right, title and interest in and to the said trademark and the application for the registration of the trademark, together with that part of the goodwill of the ASSIGNOR'S business connected with the use of and symbolized by the said trademark.

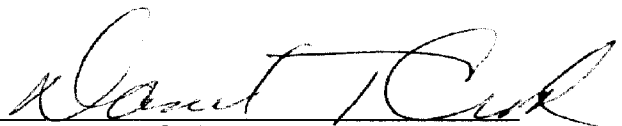
The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registration to the said ASSIGNEE.

This assignment shall be deemed to be effective as and from June 7, 1999

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 20<sup>th</sup> day of June 1999.

RUBY TUESDAY BUSINESS DEVELOPMENT, L.P.  
a Tennessee limited Partnership

By: RUBY TUESDAY, INC., its general Partner

By   
Daniel T. Cronk  
Senior Vice President

C O R P O R A T E   A C K N O W L E D G M E N T

UNITED STATES OF AMERICA ]  
STATE OF NEW YORK ] SS:  
COUNTY OF NEW YORK ]

On this 28<sup>th</sup> day of June, 1999, before me personally appeared Daniel T. Cronk, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of RUBY TUESDAY, INC., who is a general partner in the Limited Partnership known as RUBY TUESDAY BUSINESS DEVELOPMENT, L.P., which is the partnership described in the foregoing instrument; that he executed said instrument on behalf of the said partnership; that he is authorized to execute an instrument of this nature for and on behalf of the Limited Partnership known as RUBY TUESDAY BUSINESS DEVELOPMENT, L.P.

*Georgia N. Gounaris*  
Notary Public  
GEORGIA N. GOUNARIS  
Notary Public, State of New York  
No. 41-4954226  
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A SHORE WINNER	Application No. 75/709852 Filed: May 20, 1999
RAISE YOUR SPIRITS	Application No. Filed: May 26, 1999
SINLESS SUNDAE	Application No. 75/265312 Filed: March 27, 1997
MEGADRIVER	Application No. 75/709752 Filed: May 20, 1999
SILVER SPOON THE AMERICAN CAFE & Device	Application No. Filed: June 1, 1999
MEGARITA	Application No. 75/372201 Filed: October 14, 1997