

MMD
2/4/00

03-06-2000

IN THE UNITED STATES



TRADEMARK
OFFICE

101282595

I hereby certify that this paper is being deposited in the U. S. Postal Service as 1st Class Mail addressed to the Assistant Commissioner for Trademarks, P.O. Box 99839, Arlington, VA 22202-3513

Watts, Hoffmann, Fisher & Heinke Co., L.P.A.
P.O. Box 99839
Cleveland, Ohio 44199-0839
Telephone: (216) 241-6700
Docket No.: 4844.1

on 1/28/00
Patricia A. Tanner

Assistant Commissioner for Trademarks
Washington, D. C. 20231

Dear Sir:

Please record the attached original document(s) or copy thereof as follows:

Conveying Party: Fifth Third Bank of Northeastern Ohio

Receiving Party: BRX, Ltd.

Address: 812 Huron Road, Suite 880
Cleveland, Ohio 44115

Nature of Conveyance: Nunc Pro Tunc Assignment Effective April 30, 1999

Date of Execution: January 25, 2000

Please record against:
Registration No(s): 712,815; 1,555,668; 2,297,962 and 2,236,260

Application No(s): _____

No. of Trademark(s): 4 *No. of Application(s):*

A check in the amount of \$ 115.00 for the recordal fees is enclosed. Please charge any additional fees, or credit any overpayment, to deposit account 23-0630.

To my best knowledge and belief, the foregoing information is true and correct. Please correspond with Watts, Hoffmann, Fisher & Heinke at the above address.

Respectfully submitted,

George L. Pinchak
George L. Pinchak
Registration No. 37,697

January 28, 2000

Date

OP
40.00
75.00

00000015 012015
03/03/2000 VBROUW

FC:481
FC:482

NUNC PRO TUNC ASSIGNMENT OF TRADEMARKS
AND ASSOCIATED TRADEMARK REGISTRATIONS

Fifth Third Bank of Northeastern Ohio, a national banking association having a principal office located at 1404 East Ninth Street, Cleveland, Ohio 44114, in consideration of ONE DOLLAR (\$1.00), the receipt of which is hereby acknowledged, does hereby ratify that it did sell, assign, transfer and set over as of April 30, 1999 and hereby sells, assigns, transfers and sets over, nunc pro tunc, to BRX Ltd., a limited liability company of the state of Ohio, having a principal place of business at 812 Huron Road, Suite 880, Cleveland, Ohio 44115, the entire right, title and interest in and to the trademarks and the associated U.S. Trademark Registrations set forth in Exhibit A attached hereto and incorporated herein by reference, together with the goodwill of the business symbolized by said trademarks and said U.S. Trademark Registrations.

Signed at Cleveland, Ohio,

this 25th day of January, 2000.

Fifth Third Bank of Northeastern Ohio

Signature: [Handwritten Signature]

Name of person signing on
behalf of Fifth Third Bank
of Northeastern Ohio:

Patricia J. Byrnes

Title: Vice President

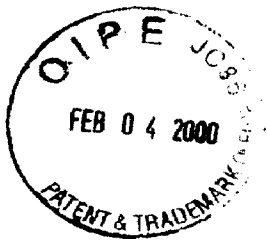


EXHIBIT A

<u>TRADEMARKS</u>	<u>ASSOCIATED U.S. TRADEMARK REGISTRATION NOS.</u>	<u>REGISTRATION ISSUE DATE</u>
RAVIOLI CHEF	712,815	3/21/61
FIVE-OF-HEARTS	1,555,668	9/12/89
PIZZELLE CHEF	2,297,961	12/7/99
BELGIAN 4	2,236,260 (Supplemental Register)	3/30/99