

06-07-2000



101343944

Original documents or copy thereof.

1. Name of conveying party(ies):

Winners International Restaurants
Franchise Services, Inc.
6045 Barfield Road, N.E.
Atlanta, GA 30328

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

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

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

Name: Heller Financial Leasing, Inc.

Internal Address:

Street Address: 500 West Monroe Street

City Chicago State IL ZIP 60661

- 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

(Designation must be a separate document from Assignments)

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

3. Nature of conveyance:

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

Execution Date: December 29, 1999

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

A. Trademark Application No.(s)

(See attached Schedules)

B. Trademark registration No.(s)

1, 283 776

Additional numbers attached? Yes No

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

Name: Pamela Allen

Internal Address: King & Spalding

Street Address: 191 Peachtree Street

City: Atlanta State: GA ZIP: 30303

6. Total number of applications and registrations involved: 88

7. Total fee (37 CFR 3.41): \$ 1,075.00

Enclosed \$120.00 expedited fee

Authorized to be charged to deposit account

8. Deposit account number: 110980 add'l fees

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

DO NOT USE THIS SPACE

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.

Pamela A. Allen

Pamela A. Allen

3/11/00

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: 33

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

06/07/2000 DC0ATES 00000223 110980 1203776

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482
03 FC:481

10.00 CH
40.00 OP
925.00 OP
110.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

TRADEMARK

REEL: 002052 FRAME: 0403

SCHEDULE 1

TRADEMARK NAME	REGISTRATION/ APPLICATION NO.	REGISTRATION/ FILING DATE
BECAUSE YOU'VE GOT A TASTE FOR HOMEMADE	1,283,776	6/26/84
BIGGER, BETTER, CHEAPER CHICKEN	1,831,476	4/19/94
FOOD WITHIN ARM'S REACH	75/493889	6/1/98
FOOD WITHIN YOUR REACH	75/494214	6/1/98
GOOD COOKING IN NO TIME	1,516,016	12/6/88
MRS. WINNER'S SOUTHERN CAFE & Design	1,499,998	8/9/88
MRS. WINNER'S	1,172,464	10/6/81
MRS. WINNER'S	1,174,630	10/20/81
MRS. WINNER'S (Stylized)	1,170,697	9/22/81
MRS. WINNER'S (Stylized)	1,170,698	9/22/81
MRS. WINNER'S (Stylized)	1,183,130	12/22/81
MRS. WINNER'S (Stylized)	1,346,513	7/2/85
MRS. WINNER'S CATERING (Stylized)	1,305,501	11/13/84
MRS. WINNER'S SOUTHERN STYLE	1,498,821	8/2/88
MRS. WINNER'S SUPER CINNAMON SWIRL (Stylized)	1,689,191	5/26/92
MRS. WINNER'S SUPER CINNAMON SWIRLS	1,348,378	7/9/85
MRS. WINNERS (Stylized)	1,183,129	12/22/81
SHE'S REALLY COOKIN' NOW	2,160,835	12/26/98
SOUTHERN ORIGINALS	1,515,605	12/6/88
SUPER CINNAMON SWIRLS (Stylized)	1,358,659	9/3/85
TEABIRD	1,797,192	10/5/93
THE 1 ST CHOICE FOR FRIED CHICKEN	2003,970	10/1/96
THE FIRST CHOICE FOR FRIED CHICKEN	2,003,969	10/1/96
THE FIRST CHOICE FOR FRIED CHICKEN	1,974,739	5/21/96
THE TASTE THAT'S WINNING OVER AMERICA	1,367,166	10/22/85
WINNER'S	2,246,319	5/18/99
WINNER'S CORPORATION & Design	1,298,195	9/25/84

WINNER'S INTERNATIONAL	75/621233	1/14/99
WINNER'S ROTISSERIE	2,002,350	9/24/96
WINNER'S SPINNERS	1,978,796	6/4/96
WINNING OPPORTUNITIES WORLDWIDE	75/474566	4/27/98

SCHEDULE 2

TRADEMARK NAME	REGISTRATION/ APPLICATION NO.	REGISTRATION/ FILING DATE
Building Design	1,345,232	6/25/85
CRISPY PLUS	1,690,361	6/2/92
FAMOUS RECIPE	974,710	12/11/73
FAMOUS RECIPE	1,013,215	6/10/75
GOLDEN HERB	1,941,590	12/12/95
LEE'S FAMOUS RECIPE	1,311,285	12/25/84
SO GOOD IT'S GOT TO BE LEE'S	1,933,845	11/7/95

COLLATERAL ASSIGNMENT AND TRADEMARK SECURITY AGREEMENT

THIS COLLATERAL ASSIGNMENT AND TRADEMARK SECURITY AGREEMENT (this "Agreement"), made as of December 29, 1999, by the undersigned ("Grantor"), in favor of HELLER FINANCIAL LEASING, INC., a Delaware corporation ("Lender").

WITNESSETH THAT:

WHEREAS, Grantor owns and uses certain trademarks which are registered in the United States Patent and Trademark Office and other trademarks for which applications to register are pending in the United States Patent and Trademark Office, all as more fully described on Exhibit "A" attached hereto and by reference made part hereof (hereinafter, together with all rights, benefits and privileges derived therefrom, the goodwill of the business symbolized thereby, all registrations thereof, all reissues, divisions, continuations, renewals and extensions thereof, and all proceeds of the foregoing, called the "Trademark Rights"); and

WHEREAS, Grantor and its affiliates, Winners International Restaurants, Inc. and Winners International Restaurants Company Operations, Inc. (collectively with Grantor, hereinafter referred to as "Borrowers") have requested that Lender make two term loans to Borrowers in the aggregate principal amount of Twenty-Three Million Three Hundred Fifteen Thousand Dollars (\$23,315,000) (collectively, the "Loans"); and

WHEREAS, in connection therewith, Borrowers and Lender have entered into a certain Master Security Agreement, dated as of even date herewith (herein, as it may be supplemented, amended or modified from time to time, called the "Security Agreement"; capitalized terms used herein, but not expressly defined herein, shall have the meanings given to such terms in the Security Agreement), and this Agreement is being executed in supplementation thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby grants to Lender a security interest in and makes to Lender a collateral assignment of, the entire right, title, and interest of Grantor in and to the Trademark Rights. The Trademark Rights shall serve as collateral security for the payment of all Indebtedness, shall constitute a part of the Collateral, and shall be subject to all of the terms and conditions of the Security Agreement.

Notwithstanding the foregoing, unless and until Lender exercises the rights and remedies accorded to it under the Security Agreement and by law with respect to the realization upon its security interest in and collateral assignment of the Trademark Rights, at any time when an Event of Default has occurred and is continuing, after notifying Grantor of its intention to do so, Grantor shall own, and may use and enjoy the Trademark Rights in connection with its business operations, but only in a manner consistent with the preservation of their current substance, validity, registration and the security interest herein granted.

Grantor further agrees (a) that Lender shall not have any obligation or responsibility to protect or defend the Trademark Rights and Grantor shall at its own expense protect, defend and maintain the same to the extent advisable for its business, (b) that it shall forthwith advise Lender in writing of infringements of the Trademark Rights detected by it and (c) that if Grantor fails to comply with the requirements of the preceding clause (a), Lender may do so in Grantor's name or in Lender's name but at Grantor's expense, and Grantor hereby agrees to reimburse Lender for all reasonable expenses, including reasonable attorneys' fees, incurred by Lender in protecting, defending and maintaining the Trademark Rights owned by Grantor.

The security interest in and collateral assignment of the Trademark Rights granted hereunder shall remain in full force and effect until the payment and satisfaction in full of the Indebtedness. At such time Lender shall, if requested by Grantor, execute and deliver to Grantor, or to a third party upon Grantor's instructions, for filing with the United States Patent and Trademark Office and in each office in which any financing statement relative to the security interest granted hereby may have been filed, (i) documentation in accordance with the rules and regulations of said office, (ii) termination statements under the Uniform Commercial Code and (iii) any other documentation reasonably requested by Grantor, all as may be necessary to release Lender's interest in the Trademark Rights, all at the cost and expense of Grantor.

This Agreement shall inure to the benefit of Lender and its successors and assigns and bind Grantor and its successors and assigns.

IN WITNESS WHEREOF, Grantor has caused this Agreement to be executed by its officers thereunto duly authorized as of the date first above written.

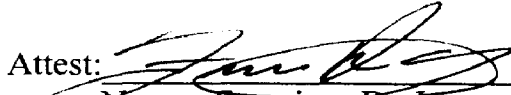
"GRANTOR"

WINNERS INTERNATIONAL RESTAURANTS
FRANCHISE SERVICES, INC.

By: 

Name: Daniel E. Coleman

Title: President

Attest: 

Name: Francisco De Jesus

Title: Secretary

On this December 29, 1999, before me appeared the person(s) who signed the within and foregoing Collateral Assignment and Trademark Security Agreement in his (their) capacity(ies) as a (the) representative(s) having the title(s) inscribed above of Winners International Restaurants Franchise Services, Inc. a Delaware corporation, who acknowledged that he (they) signed same as his (their) free act(s) for and on behalf of the identified company with authority to do so.

Jacqueline N. Stubbs
Notary Public

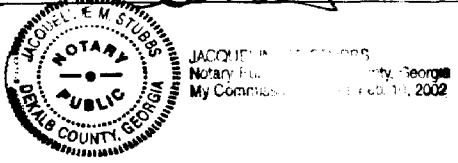


EXHIBIT A

(to Collateral Assignment of Trademarks)

List of Trademarks

See Attached

/18/2000

TRADEMARK LIST

TRADEMARK NAME	CLIENT	MATTER NUMBER	ATTORNEYS	STATUS	APPLICATION NUMBER/FILING	REGISTRATION NUMBER/DATE	RENEWAL DATE	FIRST USE DATE
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Building Design

18277	190526	Registered	465941	1345232	6/25/1985	6/25/2005	
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Country: United States
 Owner: Lee's Famous Recipe, Inc.

Classes: IN 42

Goods: Restaurant Services in Class 42

Remarks:

CRISPY PLUS

18277	190546	Registered	704898	416077	8/27/1993	8/27/2006	
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Country: Canada
 Owner: Lee's Famous Recipe, Inc.

Classes: IN 40

Goods: -

Remarks:

CRISPY PLUS

18277	190520	Registered	74/163710	1690361	6/2/1992	6/2/2002	
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Country: United States
 Owner: Lee's Famous Recipe, Inc.

Classes: IN 29

Goods: Fried Chicken for consumption on and off the premises in Class 29

Remarks:

1/18/2000

TRADEMARK LIST

TRADEMARK NAME	CLIENT	MATTER NUMBER	ATTORNEYS	STATUS	APPLICATION NUMBER/FILING	REGISTRATION NUMBER/DATE	RENEWAL DATE	FIRST USE DATE
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FAMOUS RECIPE

18277	190523	Registered	72/446403	974710	12/11/2003		
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Country: United States
 Owner: Lee's Famous Recipe, Inc.

Classes: IN 42

Goods: Restaurant Services

Remarks:

FAMOUS RECIPE

18277	190572	Registered	72/449235	1013715	6/10/2005		
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Country: United States
 Owner: Lee's Famous Recipe, Inc.

Classes: IN 29 IN 30

Goods: Fried Chicken [Fish and Shrimp Dippers, Fajls and salad]
 sold therewith, for consumption off the premises

Remarks:

GOLDEN BEHR

18277	190523	Registered	74/475798	1941590	12/12/2005		
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Country: United States
 Owner: Lee's Famous Recipe, Inc.

Classes: IN 29

Goods: Fried Chicken for consumption on and off the premises

Remarks:

L/18/2000

TRADEMARK LIST

TRADEMARK NAME	CITIZEN	MARKET NUMBER	ATTORNEYS	STATUS	APPLICATION NUMBER/FILING	REGISTRATION NUMBER/DATE	RENEWAL DATE	FIRST USE DATE
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LEE'S

18277	190545	Registered	660168	391000	11/29/1991	11/29/2006	
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Country: Canada
Owner: Lee's Famous Recipe, Inc.

Classes: IN 00

Goods:

Remarks:

LEE'S FAMOUS RECIPE

18277	190549	Registered	15464	9/18/1992	9/18/2006	
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Country: Bahamas
Owner: Lee's Famous Recipe, Inc.

Classes: IN 42

Goods: All goods included in class 42

Remarks:

LEE'S FAMOUS RECIPE

18277	190544	Registered	623691	365050	2/2/1990	2/2/2005
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Country: Canada
Owner: Lee's Famous Recipe, Inc.

Classes: IN 00

Goods:

Remarks:

1/18/2009

TRADEMARK LIST

TRADEMARK NAME	CLIENT	MATTER NUMBER	ATTORNEYS	STATUS	APPLICATION NUMBER/FILING	REGISTRATION NUMBER/DATE	RENEWAL DATE	FIRST USE DATE
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LEE'S FAMOUS RECIPE

18277	190542	Registered	424836	7/7/2002
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Country: Mexico Owner: Lee's Famous Recipe, Inc.

Classes: IN 42

Goods: Restaurant Services

Remarks:

LEE'S FAMOUS RECIPE

18277	190541	Registered	1311285	12/25/2004
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Country: Puerto Rico Owner: Lee's Famous Recipe, Inc

Classes: IN 42

Goods: Fried chicken, for consumption on or off the premises;
 biscuits, spices and sauces, except, cranberry and apple
 sauce, for consumption on or off the premises; restaurant
 services.

Remarks:

LEE'S FAMOUS RECIPE

18277	190524	Registered	465982	7/31/285	12/25/2004
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Country: United States Owner: Lee's Famous Recipe, Inc.

Classes: IN 29 IN 30 IN 42

Goods: Fried Chicken, for consumption on or off the premises in
 class 29. Biscuits, spices and sauces, except, cranberry and
 apple sauce, for consumption on or off the premises, in
 class 30.

Remarks:

1/18/2000

TRADEMARK LIST

TRADEMARK NAME	CLIENT	MATTER NUMBER	ATTORNEYS	STATUS	APPLICATION NUMBER/FILING	REGISTRATION NUMBER/DATE	RENEWAL DATE	FIRST USE DATE
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50 GOOD IT'S GOT TO BE LEE'S

18277	190527	Registered	74/452804	1933845	11/7/2005			
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Country: United States Owner: Lee's Famous Recipe, Inc.

11/1/1993 11/7/1995

Classes: IN 42

Goods: Restaurant Services in Class 42

Remarks:

MINUTES

18277	190543	Registered	704897	421900	1/7/2009			
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Country: Canada Owner: Lee's Famous Recipe, Inc.

5/15/1992 1/7/1994

Classes: IN 00

Goods:

Remarks:



Proprietary Formulations Schedule 1.1 (i)

The following items are product formulations which are proprietary to Lee's Famous Recipe brand:

- Famous Recipe seasoning
- Crispy marinade (#1)
- Spicy Crispy Marinade (#2)
- Hot & Spicy Marinade (#3)
- Herb Roast Seasoning
- Famous Recipe Heat Curve (this is a process, not a product)
- Buffalo wing sauce
- Chicken pot pie filling
- Grilled filet seasoning
- Famous Chicken filet marinade and breading
- Rice seasoning
- Buttermilk biscuit
- Homestyle Brown Gravy
- Coleslaw Dressing
- White Country Gravy
- Broccoli pasta salad seasoning
- Baked Bean seasoning
- Potato wedge seasoning
- Herb Roast marinade

Wednesday, July 28, 1999

Trademark List

Page: 1

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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A NEW SPIN ON CHICKEN

18277	178812	JEW	Lapsed	74/232292	1731378	10-Nov-2002	15-Oct-1991	
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Country: United States of America Owner: Mrs. Winner's, L.P.

Classes: Int'l 29; 42

Remarks: D/S to client 11/13/97; client instructions to allow registration to lapse 01/23/98

Goods: Skinless, rotisserie-roasted whole chickens to be served whole or in halves and quarters for consumption on or off the premises (Int'l 29); restaurant services (Int'l 42)

BECAUSE YOU'VE GOT A TASTE FOR HOMEMADE

18277	178813	JEW	Registered	425841	1281776	26-Jun-2001	09-Jan-1983	
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Country: United States of America Owner: Mrs. Winner's, L.P.

Classes: Int'l 42

Goods: Fastfood restaurant services

BIGGER, BETTER, CHEAPER CHICKEN

18277	178814	JEW	Registered	74/409877	1811476	19-Apr-2004	31-May-1993	
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Country: United States of America Owner: Mrs. Winner's, L.P.

Classes: Int'l 29

Goods: Prepared chicken for consumption on and off the premises

Wednesday, July 29, 1999

Trademark List

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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FOOD WITHIN ARMS REACH

18277	178852	JEW	Published	75/493889	01-Jun-1998	Remarks: Response to office action due 7/14/99;
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Country: United States of America
 Owner: Mrs. Winner's, L.P.
 Classes: 42
 Goods: Restaurant services.

FOOD WITHIN YOUR REACH

18277	178853	JEW	Published	75/494214	01-Jun-1998	Remarks: Drafted; mailed to PTO 6/1/98, 5/19/99 - status check - final review completed, will be published for opposition.
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Country: United States of America
 Owner: Mrs. Winner's, L.P.
 Classes: 42
 Goods: Restaurant services.

GOOD COOKING IN NO TIME

18277	178816	JEW	Registered	721057	06-Dec-1988	1516016	06-Dec-2008	29-Feb-1988
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Country: United States of America
 Owner: Mrs. Winner's, L.P.
 Classes: Int'l 42
 Remarks: 8 & 15 Declaration filed 8/23/94; accepted
 Goods: Restaurant services

Wednesday, July 28, 1999

Trademark List

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15

Trademark Name	Client	Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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HOLD ON TO YOUR BISCUIT

	18277	95860-006	JEW	ABANDON	504529	1319724	04-Jun-2005	24-Sep-1984
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Country: United States of America
 Owner: Mrs. Winner's, L.P.

Classes: Int'l 42
 Goods: Restaurant services
 Remarks: CANCELLED

HOMEMADE GOOD

	18277	174923	JEW	Searched				
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Country: United States of America
 Owner: Mrs. Winner's, L.P.

Goods: Restaurant services

IT'S JUST THAT GOOD

	18277	174925	JEW	Searched				
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Country: United States of America
 Owner: Mrs. Winner's, L.P.

Goods: Restaurant services

Wednesday, July 28, 1999

Trademark List

Page: 57

Trademark Name	Client	Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date

MRS WINNER'S SOUTHERN CAFE & Design

18277 178825

JEW

Registered 691473

1499998

08-Sep-2008 01-Sep-1987

09-Aug-1988

Owner: Mrs Winner's, L.P

Country: United States of America

Classes: Int'l 42

Remarks: 8 & 15 Declaration filed 6/24/94

Goods: Restaurant services

Wednesday, July 28, 1999

Trademark List

Page: 5

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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MRS. WINNERS
 18277 178819 JEW Registered 243363 1172464 06-Oct-2001 13-Oct-1979
 06-Oct-1981

Country: United States of America
 Owner: Mrs. Winner's, L.P.
 Classes: Int'l 29, 30

Remarks:

Goods: Fried chicken, cole slaw, processed corn on the cob, jalapeno pepper, fried puffed potatoes and chicken and dumplings, all for consumption on or off the premises (Int'l 29); chicken sandwiches and ice cream, both for consumption on or off the premises

MRS. WINNERS

18277 178818 JEW Registered 243363 1174630 20-Oct-2001 13-Oct-1979
 20-Oct-1981

Country: United States of America
 Owner: Mrs. Winner's, L.P.
 Classes: Int'l 42

Remarks:

Goods: Restaurant services

MRS. WINNERS (Stylized)

18277 178819 JEW Registered 243345 1170697 22-Sep-2001 13-Oct-1979
 22-Sep-1981

Country: United States of America
 Owner: Mrs. Winner's, L.P.
 Classes: Int'l 42

Remarks:

Goods: Restaurant services

Wednesday, July 28, 1999

Trademark List

Page: 6

Trademark Name	Client	Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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MRS. WINNER'S (Stylized)

18277	178820	JEW	Registered	245352	1170698	22-Sep-2001	13-Oct-1979
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Country: United States of America

Owner: Mrs. Winner's, L.P.

Classes: Int'l 42

Remarks:

Goods: Restaurant services

MRS. WINNER'S (Stylized)

18277	178822	JEW	Registered	245350	1183130	22-Dec-2001	13-Oct-1979
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Country: United States of America

Owner: Mrs. Winner's, L.P.

Classes: Int'l 29

Remarks:

Goods: Fried chicken, cole slaw, processed corn on the cob, jalapeno peppers, fried puffed potatoes and chicken and dumplings, all for consumption on or off the premises (Int'l 29), chicken sandwiches and ice cream, both for consumption on or off the premise

Wednesday, July 28, 1999

Trademark List

Page: 7

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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MRS. WINNER'S (Stylized) 18277 178823 JEW Registered 455781 1346513 02-Jul-1985 02-Jul-2005 19-May-1983

Country: United States of America
 Owner: Mrs. Winner's, L.P.
 Classes: Int'l 29
 Goods: Prepared dinners consisting of fried chicken and biscuits for consumption on or off the premises

Remarks:

MRS. WINNER'S CATERING (Stylized) 18277 178824 JEW Registered 455782 1305501 13-Nov-1984 13-Nov-2004 19-May-1983

Country: United States of America
 Owner: Mrs. Winner's, L.P.
 Classes: Int'l 42
 Goods: Food catering services

Remarks:

MRS. WINNER'S SOUTHERN STYLE 18277 178826 JEW Registered 678628 1498821 02-Aug-1988 02-Aug-2008 25-May-1987

Country: United States of America
 Owner: Mrs. Winner's, L.P.
 Classes: Int'l 29, 42
 Goods: Cooked chicken for consumption on and off the premises (Int'l 29); Restaurant services (Int'l 42)

Remarks: 8 & 15(1) Declaration filed 6/24/94

Wednesday, July 28, 1999

Trademark List

Page: 8

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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MRS. WINNER'S SUPER CINNAMON SWIRL (Stylized)
 18277 178827 JEW Registered 74/103019 1689191 26-May-2002 06-Aug-1989
 26-May-1992

Country: United States of America Owner: Mrs. Winner's, L.P.
 Classes: Int'l 30
 Remarks: Section 8 accepted 2/2/98.

Goods: Cinnamon rolls

MRS. WINNER'S SUPER CINNAMON SWIRLS
 18277 178828 JEW Registered 482613 1348378 09-Jul-2005 23-Apr-1984
 09-Jul-1985

Country: United States of America Owner: Mrs. Winner's, L.P.
 Classes: Int'l 30
 Remarks:

Goods: Cinnamon rolls

MRS. WINNERS (Stylized)
 18277 178821 JEW Registered 245344 1183129 22-Dec-2001 13-Oct-1979
 22-Dec-1981

Country: United States of America Owner: Mrs. Winner's, L.P.
 Classes: Int'l 29, 30
 Remarks:

Goods: Fried chicken, cole slaw, processed corn on the cob, jalapeno peppers, fried puffed potatoes and chicken and dumplings, all for consumption on or off the premises (Int'l 29); chicken sandwiches and ice cream, both for consumption on or off the premise

Wednesday, July 28, 1999

Trademark List

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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SHE'S REALLY COOKIN' NOW
 18277 178848 JEW Registered 75/084960 2160815 26-May-2008

Owner: Mrs. Winner's L.P.

Country: United States of America
 Classes: 42

Remarks: Application mailed to client 3/12/96; application mailed to PTO 4/2/96; published 11/12/96. Request for Extension of Time to File S/U mailed to PTO 7/28/97. Statement of Use accepted 4/18/98; REGISTERED.

Goods: Restaurant services

Wednesday, July 28, 1999

Trademark List

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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SOUTHERN ORIGINALS

18277	178831	JEW	Registered	709379	1515605	06-Dec-1988	06-Dec-2008	05-Oct-1987
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Country: United States of America
 Owner: Mrs. Winner's, L.P.
 Classes: Int'l 29

Remarks: 8 & 15 Declaration filed 6/24/94, accepted

Goods: Entrees consisting primarily of meat, seafood or poultry, with side portions of vegetables, potatoes, bread or rice, for consumption on or off the premises

Wednesday, July 28, 1999

Trademark List

Page: 12/11

Trademark Name	Client	Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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SOUTHERN TO THE BONE

	18277	178847	JEW	ABANDON	75/096/53			07-Apr-1997
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Country: United States of America

Owner: Winners Franchise Services, L.

29-Apr-1996

Classes: 42

Remarks: Full Trademark Search requested; search

report couriered to Ms. Barton on 2/16/96;

app drafted and mailed to Ms. Barton

3/22/96; app mailed to PTO 4/26/96; PTO

filing date 4/26/96; Office Action mailed

9/16/96; Response due 3/16/97; Response

via phone 10/1/96; published 12/24/96;

Notice of Allowance mailed 3/18/97;

Statement of Use/1st Ext due 9/18/97;

Statement of Use mailed 4/24/97;

Specimens were not accepted. Client has

decided to abandon application per 5/27/98

telephone message from Pam Cox.

Wednesday, July 28, 1999

Trademark List

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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SPINNER'S ROTISSERIE & Design

18277 95860-022 JEW

ABANDON 74/641857

01-May-1994

Owner: Mrs. Winner's, L.P.

03-Mar-1995

Country: United States of America
Classes: Int'l 29

Remarks: App. mailed to PTO 2/28/95; filed 3/03/95;
app abandoned per client's instructions on
3/26/96

Goods: Cooked chicken for consumption on and off the premises

SUPER CINNAMON SWIRLS (Stylized)

18277 178832 JEW

Registered 482612

1358659

03-Sep-2005 23-Apr-1984

Owner: Mrs. Winner's, L.P.

03-Sep-1985

Country: United States of America
Classes: Int'l 30

Remarks:

Goods: Cinnamon rolls

TEABIRD

18277 178833 JEW

Registered 74/284903

1797192

05-Oct-2003 01-Jul-1992

Owner: Mrs. Winner's, L.P.

05-Oct-1993

Country: United States of America
Classes: Int'l 29

Remarks: 8&15 to PTO 1/14/99

Goods: Chicken

Wednesday, July 28, 1999

Trademark List

Page: 15-13

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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TENDER NUGGETS
 18277 178834 JEW
 Cancelled 537870 1198155 17-Jun-2006 25-Feb-1985

Country: United States of America
 Owner: Mrs. Winner's, L.P.
 Classes: Int'l 29

Remarks: CANCELLED

Goods: Chunks for formed mixture of 50% white and 50% dark chicken
 for consumption on and off the premises

THE 1ST CHOICE FOR CHICKEN
 18277 178835 JEW
 ABANDON 74/618049 25-Sep-1994

Country: United States of America
 Owner: Mrs. Winner's, L.P.
 Classes: Int'l 29, 30, 32, 42

Remarks: App mailed to PTO 1/04/95; filed 1/05/95
 REQUEST FOR WITHDRAWAL
 MAILED TO ptw 12/4/95. REG. ISSUED
 DESPITE REQ WITHDRAWAL,
 ABANDONED.

Goods: Prepared chicken for consumption on and off the premises (Int'l
 29); Coffee and tea for consumption on and off the premises (Int'l
 30); Soft drinks for consumption on and off the premises (Int'l
 32); Restaurant services (Int'l 42)

Wednesday, July 28, 1999

Trademark List

Page: 14

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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THE 1ST CHOICE FOR FRIED CHICKEN

	18277	178837	JEV	Registered	74/629080	2003970	01-Oct-2006	01-Dec-1994
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Country: United States of America Owner: Mrs. Winners, L.P.

Classes: Int'l 29, 30, 32, 42

Goods: Prepared chicken for consumption on and off the premises (Int'l 29); Coffee and tea for consumption on and off the premises (Int'l 30); Soft drinks for consumption on and off the premises (Int'l 32); Restaurant services (Int'l 42)

Wednesday, July 28, 1999

Trademark List

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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THE FIRST CHOICE FOR CHICKEN

18277 178836 JEW Cancelled 74/629078 1968103 16-Apr-2006 25-Sep-1994

02-Feb-1995 16-Apr-1996

Country: United States of America Owner: Mrs. Winner's, L.P.

Classes: Int'l 29, 30, 32, 42

Remarks: App mailed to PTO 2/02/95, filed 2/02/95, Request for Withdrawal of App (pursuant to letter agreement with Chik-fil-a) mailed to PTO 12/4/95; Registration inadvertently issued, we mailed surrender of certificate to PTO 6/26/96; 7/3/96 PTO sends a letter to Mr. Eljison re: inadvert issue of certificate and request for us to return certificate; We mailed 8/2/96 letter of explanation to PTO with copy of our 6/26/96 letter

Goods: Prepared chicken for consumption on and off the premises (Int'l 29); Coffee and tea for consumption on and off the premises (Int'l 30); Soft drinks for consumption on and off the premises (Int'l 32); Restaurant services (Int'l 42)

Wednesday, July 28, 1999

Trademark List

Page: 48/6

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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THE FIRST CHOICE FOR FRIED CHICKEN

18277	178838	JEW	Registered	74/629079	2003/69	01-Oct-2006	01-Dec-1994
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Country: United States of America Owner: Mrs. Winner's, L.P.

Classes: Int'l 29, 30, 32

Goods: Prepared home-in fried chicken for consumption on and off the premises (Int'l 29); Coffee and tea for consumption on and off the premises (Int'l 30); Soft drinks for consumption on and off the premises (Int'l 32)

THE FIRST CHOICE FOR FRIED CHICKEN

18277	178839	JEW	Registered	74/617125	1974/79	21-May-2006	01-Dec-1994
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Country: United States of America Owner: Mrs. Winner's, L.P.

Classes: Int'l 42

Remarks: App mailed to PTO 1/03/95, filed 1/03/95, published for opposition 7/25/95

Goods: Restaurant services

THE TASTE THAT'S WINNING OVER AMERICA

18277	178840	JEW	Registered	531368	1367166	22-Oct-2005	18-Feb-1985
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Country: United States of America Owner: Mrs. Winner's, L.P.

Classes: Int'l 42

Remarks:

Goods: Restaurant services

Wednesday, July 28, 1999

Trademark List

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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WINNERS

18277	178842	JEW	Registered	75/009197	2246319	18-May-2009	07-Apr-1997	
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Country: United States of America
 Owner: Mrs. Winner's, L.P.

Classes: Int'l 42

Goods: Restaurant services

WINNER'S CORPORATION & Design

18277	178843	JEW	Registered	73/418541	1298195	25-Sep-2004	06-May-1982	
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Country: United States of America
 Owner: Mrs. Winner's, L.P.

Classes: Int'l 42

Remarks:

Goods: Restaurant services

Friday, July 30, 1999

Trademark List

Trademark Name	Client	Matter Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
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WINNER'S INTERNATIONAL

18277 178854 JEW Pending 75/621233
 Country: United States of America Owner: Winner's Franchise Services LLC
 Classes: 42
 Goods: Restaurant services
 Remarks: TTU to PTO 1/14/99

WINNER'S INTERNATIONAL & Design

18277 182618 JEW Unfiled
 Country: United States of America Owner: Winner's Franchise Services LLC
 Classes: 42

WINNER'S ROTISSERIE

18277 178844 JEW Registered 74/641856 2002350 24-Sep-2006 01-Oct-1991
 Country: United States of America Owner: Mrs. Winner's, L.P.
 Classes: Int'l 29
 Goods: Cooked chicken for consumption on and off the premises

Wednesday, July 28, 1999

Trademark List

Trademark Name	Client	Master Number	Attorneys	Status	Application Number/Filing	Registration Number/Date	Renewal Date	First Use Date
WINNER'S SPINNERS	18277	178845	JEV	Registered	74/520577 06-May-1994	1978796 04-Jun-1996	04-Jun-2006	01-May-1994

Country: United States of America

Classes: Int'l 29

Goods: Chicken

Owner: Mrs. Winner's, L.P.

WINNING OPPORTUNITIES WORLDWIDE
18277 178851 JEW Published 75/474566
27-Apr-1998

Country: United States of America
Owner: Mrs. Winner's, L.P.

Classes: 35

Remarks: Drafted, mailed to PTO 4/27/98, 5/19/99 -
status check - has been approved for
publication.

SCHEDULE 1

TRADEMARK NAME	REGISTRATION/ APPLICATION NO.	REGISTRATION/ FILING DATE
BECAUSE YOU'VE GOT A TASTE FOR HOMEMADE	1,283,776	6/26/84
BIGGER, BETTER, CHEAPER CHICKEN	1,831,476	4/19/94
FOOD WITHIN ARM'S REACH	75/493889	6/1/98
FOOD WITHIN YOUR REACH	75/494214	6/1/98
GOOD COOKING IN NO TIME	1,516,016	12/6/88
MRS. WINNER'S SOUTHERN CAFÉ & Design	1,499,998	8/9/88
MRS. WINNER'S	1,172,464	10/6/81
MRS. WINNER'S	1,174,630	10/20/81
MRS. WINNER'S (Stylized)	1,170,697	9/22/81
MRS. WINNER'S (Stylized)	1,170,698	9/22/81
MRS. WINNER'S (Stylized)	1,183,130	12/22/81
MRS. WINNER'S (Stylized)	1,346,513	7/2/85
MRS. WINNER'S CATERING (Stylized)	1,305,501	11/13/84
MRS. WINNER'S SOUTHERN STYLE	1,498,821	8/2/88
MRS. WINNER'S SUPER CINNAMON SWIRL (Stylized)	1,689,191	5/26/92
MRS. WINNER'S SUPER CINNAMON SWIRLS	1,348,378	7/9/85
MRS. WINNERS (Stylized)	1,183,129	12/22/81
SHE'S REALLY COOKIN' NOW	2,160,835	12/26/98
SOUTHERN ORIGINALS	1,515,605	12/6/88
SUPER CINNAMON SWIRLS (Stylized)	1,358,659	9/3/85
TEABIRD	1,797,192	10/5/93
THE 1 ST CHOICE FOR FRIED CHICKEN	2003,970	10/1/96
THE FIRST CHOICE FOR FRIED CHICKEN	2,003,969	10/1/96
THE FIRST CHOICE FOR FRIED CHICKEN	1,974,739	5/21/96
THE TASTE THAT'S WINNING OVER AMERICA	1,367,166	10/22/85
WINNER'S	2,246,319	5/18/99
WINNER'S CORPORATION & Design	1,298,195	9/25/84

Atlanta-1677691 v1

TRADEMARK
REEL: 002052 FRAME: 0436

WINNER'S INTERNATIONAL	75/621233	1/14/99
WINNER'S ROTISSERIE	2,002,350	9/24/96
WINNER'S SPINNERS	1,978,796	6/4/96
WINNING OPPORTUNITIES WORLDWIDE	75/474566	4/27/98

SCHEDULE 2

TRADEMARK NAME	REGISTRATION/ APPLICATION NO.	REGISTRATION/ FILING DATE
Building Design	1,345,232	6/25/85
CRISPY PLUS	1,690,361	6/2/92
FAMOUS RECIPE	974,710	12/11/73
FAMOUS RECIPE	1,013,215	6/10/75
GOLDEN HERB	1,941,590	12/12/95
LEE'S FAMOUS RECIPE	1,311,285	12/25/84
SO GOOD IT'S GOT TO BE LEE'S	1,933,845	11/7/95

Atlanta-1677798 v1

RECORDED: 06/07/2000

TRADEMARK
REEL: 002052 FRAME: 0438