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04-25-2000



To the Honorable Commissioner of Patents,

101332888

J original documents or copy thereof.

<p>1. Name of conveying party(ies): Travel Ports of America, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of New York <input type="checkbox"/> Other _____</p> <p>Additional names of conveying party(ies) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>TA Operating Corporation</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>24601 Center Ridge Road, Suite 200</u> City: <u>Westlake</u> State: <u>Ohio</u> Zip: <u>44145-5634</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State of <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>
<p>3. Nature of Conveyance</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	
<p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No(s). B. Trademark Registration No(s).</p> <p>75/579,992</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Jeanne E. Longmuir, Esq. Calfee, Halter & Griswold LLP 800 Superior Avenue - Suite 1400 Cleveland, Ohio 44114-2688</p> <p>CERTIFICATE OF MAILING Date: <u>3-20-00</u></p> <p>I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope with sufficient postage addressed to U.S. Patent and Trademark Office, Assignment Division, BOX ASSIGNMENTS, CG-4, 1213 Jefferson Davis Highway, Suite 320, Washington, D.C. 20231.</p> <p><u>Denise M. Meyer</u> (Typed or Printed Name) <i>Denise M. Meyer</i> (Signature)</p>	<p>6. Total number of applications and registrations involved: _____</p> <p>7. Total fee (37 CFR 3.41): \$40.00</p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Total Fee Due <input checked="" type="checkbox"/> Any deficiencies in the enclosed fees.</p> <p>8. Deposit account number: <u>03-0172</u> <input checked="" type="checkbox"/> The Commissioner is hereby authorized to charge our deposit account for any deficiencies in the enclosed fees.</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
<p>04/25/2000 DC0ATES 00000064 75579992 DO NOT USE THIS SPACE</p> <p>01 FC:481 40.00 OP</p>	
<p>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.</p> <p>Jeanne E. Longmuir <i>J. Longmuir</i> Name of Person Signing Signature</p> <p>Date: <u>3/20/00</u></p> <p>Total number of pages comprising transmittal: _____</p>	

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OPR/FINANCE

FORM PTO-1594
1/31/92 *MAB*
12-5-97

01-08-1998

U.S. DEPARTMENT OF COMMERCE
R SHEET Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks

and/or copy thereof.

SEP 05 1997

RECEIPT ACCOUNT

1. Name of conveying party(ies):
 Travel Ports of America, Inc.
 Individual(s) Association
 General partnership Limited Partnership
 Corporation-State New York
 Other

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

2. Name and address of receiving party(ies):
 Name: Travel Port Systems, Inc.
 Internal Address: _____
 Street Address: 3495 Winton Place, Building C
 City: Rochester State: New York ZIP: 14623

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.
 (Designation must be a separate document from Assignment)

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: November 20, 1997

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

A. Trademark Application No.(s) 75/202,268	B. Trademark Registration No.(s) 1,779,390 2,032,834 2,106,032
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Additional numbers attached? No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Kristin S. Melby
 Internal Address: 2400 IDS Center
 Street Address: 80 South Eighth Street
 City: Minneapolis State: Minnesota ZIP: 55407
612-334-8493

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$180
 Enclosed
 Authorized to be charged to deposit account - any deficiencies

8. Deposit account number:
 N/A
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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

Kristin S. Melby *Kristin S. Melby* *12/2/97*
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0051-0011 (exp. 4/94)

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12/17/1997 T10M11 00000041 1779390
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REF: 1670 FRAME: 0221

TRADEMARK
REEL: 002058 FRAME: 0633

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TRAVEL PORTS OF AMERICA, INC.", A NEW YORK CORPORATION, WITH AND INTO "TA OPERATING CORPORATION" UNDER THE NAME OF "TA OPERATING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9980806

DATE: 09-21-99

TRADEMARK

REEL: 002058 FRAME: 0634

CERTIFICATE OF MERGER
OF
TRAVEL PORTS OF AMERICA, INC.
AND
TA OPERATING CORPORATION

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Travel Ports of America, Inc., which is incorporated under the laws of the State of New York; and

(ii) TA Operating Corporation, which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Travel Ports of America, Inc. in accordance with the laws of the State of its incorporation and by TA Operating Corporation in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is TA Operating Corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of TA Operating Corporation as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: 24601 Center Ridge Road, Suite 200, Westlake, Ohio 44145-5634.

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Travel Ports of America, Inc. consists of 10,000,000 common shares, par value of \$.01 per share, and 1,000 preferred shares, par value \$.01 per share.

June 3, 1999

TA OPERATING CORPORATION

By:



Edwin P. Kuhn, President and Chief Executive Officer

TRADEMARK ASSIGNMENT

WHEREAS, TRAVEL PORTS OF AMERICA, INC., a New York corporation having a mailing address at 3495 Winton Place, Building C, Rochester, New York 14623 adopted and is using marks for which said TRAVEL PORTS OF AMERICA, INC. has applied for or owns U.S. Trademark Registrations as follows:

<u>TRADEMARK</u>	<u>REGISTRATION OR SERIAL NO.</u>	<u>REGISTRATION OR APPLICATION DATE</u>
TRAVELPORT	1,779,390	6/29/93
TRAVELPORT EXPRESS	2,032,834	1/21/97
SUPER CLEAR	2,106,032	10/14/97
BUCKHORN FAMILY RESTAURANT	75/282,268	4/28/97

WHEREAS, TRAVEL PORT SYSTEMS, INC., a Delaware corporation, having a place of business at 3495 Winton Place, Building C, Rochester, New York 14623, is desirous of acquiring the entire right, title and interest in and to the identified marks, and the Registration and Applications for Registration thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said TRAVEL PORTS OF AMERICA, INC. does hereby assign, transfer and set over unto the said TRAVEL PORT SYSTEMS, INC. and its successors and assigns all right, title and interest in and to the identified marks together with the goodwill of the business symbolized by the marks, all common law rights appurtenant to said marks, and the above-identified Registration and Application Serial Nos.: 1,779,390; 2,032,834; 2,106,032; and 75/282,268.

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TRADEMARK
REEL: 1670 FRAME: 0222

TRADEMARK
REEL: 002058 FRAME: 0637

