

07-07-2000



ET

6-12-00

To the Honorable Commissioner of
thereof.

101397741

attached original document or copy

2003/07/12 PM 12:25

1. Name of conveying party(ies):
Select Restaurants Acquisition Corporation
- Individual (s) Association (banking)
 General Partnership Limited Partnership
 Corporation - State of Ohio
 Other _____

2. Name and Address of receiving party(ies):
Name: Select Management Holdings, Inc.
- Street Address: 2000 Auburn Drive
City Cleveland State OH Zip 44122
 Individual (s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State of Ohio
 Other _____

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

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No N/A
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

Execution Date: September 23, 1998

4. Application number(s) or trademark number(s)
A. Trademark Application No.(s)

- B. Trademark Registration No.(s) 1,143,002
 1,150,073
 1,168,764

Additional numbers attached? Yes No

5. Name and address of person to whom
correspondence concerning document
should be mailed:
Name: Aimee A. Zaleski, Esq.
Internal Address: Porter, Wright, Morris & Arthur
Street Address: 41 South High Street
City: Columbus State: OH ZIP: 43215

6. Total number of applications and registrations
involved: 3
7. Total fee (37 CFR 3.41): \$ 90.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: 16-2326
(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 documents.

Aimee A. Zaleski
Name of Person Signing

Aimee A. Zaleski
Signature

June 8, 2000
Date

Total number of pages comprising cover sheet: 1

07/07/2000 DCOATES 00000132 1143002

01 FC:481 40.00 OP
02 FC:482 50.00 OP

Do not detach this portion

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

Assistant Commissioner for Trademarks
Box Assignments
2900 Crystal Drive
Arlington, VA 22202-3513

TRADEMARK
REEL: 002097 FRAME: 0027

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show SELECT MANAGEMENT HOLDINGS, INC., an Ohio Corporation, Charter No. 826536, principal location in Pepper Pike Village, County of Cuyahoga, incorporated on August 26, 1992, is currently in GOOD STANDING upon the records of this office.



*WITNESS my hand and official
seal at Columbus, Ohio on
February 25, 1999*

J. Kenneth Blackwell
Secretary of State

Memorandum of Merger

Surviving Corporation: Select Management Holdings, Inc., an Ohio corporation (referred to herein as "Holdings").

Merged Corporation: Select Restaurant Acquisitions Corporation, an Ohio corporation (referred to herein as "Acquisitions")

Effective Date: September 23, 1998

Attached to this Memorandum are copies of the operative documents of the Merger of Acquisitions into Holdings as the surviving corporation. The original documents are in the Corporate Minute Books:

1. State of Ohio Certificate of Good Standing for Holdings, dated February 25, 1999.
2. State of Ohio Certificate of Merger for Holdings as surviving corporation, dated September 23, 1998.
3. State of Ohio Certificate indicating Acquisitions was "Merged Out of Existence", dated September 23, 1998.
4. Certificate of Merger filing papers, filed September 22, 1998.
5. Plan and Agreement of Merger between Holdings and Acquisitions, dated September 1, 1999.
6. Unanimous Written Action of Board of Directors of Holdings approving the merger, dated September 1, 1998 (four counterparts).
7. Unanimous Written Action of Board of Directors of Acquisitions approving the merger, dated September 1, 1998 (two counterparts).



prepared by:

Lance B. Johnson,
Corporate Secretary

Return To:
 PORTER, WRIGHT, MORRIS & ARTHUR
 ATTN L B JOHNSON
 925 EUCLID AVE
 CLEVELAND, OH 44115-1483

cut along the dotted line



The State of Ohio
 *Certificate* 

Secretary of State - Bob Taft

826536

It is hereby certified that the Secretary of State of Ohio has custody of the business records for SELECT MANAGEMENT HOLDINGS, INC. and that said business records show the filing and recording of:

Document(s)
 MERGER/DOMESTIC

Document No(s):
 199827202701

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 23rd day of
 September, A.D. 1998



Bob Taft
 Bob Taft
 Secretary of State

Mail To:

**PORTER, WRIGHT, MORRIS & ARTHUR
ATTN L B JOHNSON
925 EUCLID AVE
CLEVELAND, OH 44115-1483**

cut along dotted line



The State of Ohio

Certificate

Secretary of State - Bob Taft

826572

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for
SELECT RESTAURANT ACQUISITIONS CORPORATION and that said business records show
the recording of:*

MERGED OUT OF EXISTENCE

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 23rd day of
September, A.D. 1998



Bob Taft

Bob Taft
Secretary of State