

Re: 7.26.00
MHO 1:3.00

08-23-2000



101440028

T

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Villa Enterprises Management Ltd., Inc.
17 Elm Street
Morristown, NJ 07960

2. Name and address of receiving party(ies):
Name: Villa Holding, LLC
Internal Address: Villa Pizza
Street Address: 17 Elm Street
City: Morristown State: NJ Zip: 07960

Individual(s) Association

General Partnership
 Corporation-State New Jersey

Other _____

Limited Partnership
 Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State _____

Other Limited Liability Company/Delaware

Additional name(s) of conveying

party(ies) attached? Yes No

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other to correct entity type previously recorded

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached: Yes No

Execution Date: 11/19/99

Reel/Frame 002009/0558

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

A. Trademark Application No(s)

B. Trademark registration No.(s) 2,047,089, 1,749,093, 1,827,830, 1,401,644 and 1,699,602

Additional numbers attached? Yes No

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

Name: Beth R. Stearns, Esq.
Internal Address: Villa Holding, LLC
Street Address: 17 Elm Street
City: Morristown State: NJ ZIP: 07960

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

08/22/2000 MTHA11 00000213 2047089

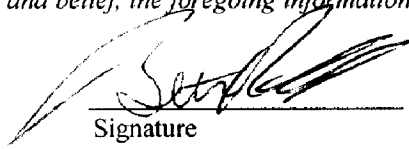
01 FC:481 40.00 OP
02 FC:482 100.00 OP
Villa Correction (Recordation Form)

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.

Beth R. Stearns, Esq.
Name of Person Signing


Signature

7/26/00
Date

Total number of pages comprising cover sheet: 2

Do not detach this portion

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

**USPTO
Assignment Division
Crystal Gateway 4, Room 335
Washington, D.C. 20231**

MRD

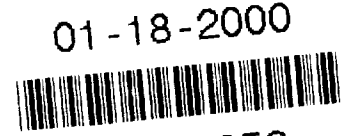
1-3-00

RECEIVED

2000 JAN -3 AM 9:20

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY



101245356

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy there.

OPR/FINANCE

1. Name of conveying party(ies):
Villa Enterprises Management Ltd., Inc.
17 Elm Street
Morristown, NJ 07960

2. Name and address of receiving party(ies):
Name: Villa Holding, LLC
Internal Address: Villa Pizza
Street Address: 17 Elm Street
City: Morristown State: NJ Zip: 07960

- Individual(s) Association
General Partnership
Corporation-State New Jersey
Other

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

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

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

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

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached: Yes No

Execution Date: 11/19/99

4. Application number(s) or registration number(s):
A. Trademark Application No(s)

B. Trademark registration No.(s) 2,047,089, 1,749,093, 1,827,830, 1,401,644 and 1,699,602

01/14/2000 DC0ATES 00000087 1749093

01 FC:481
02 FC:482

40.00 OR
100.00 DP

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Beth R. Stearns, Esq.
Internal Address: Villa Holding, LLC
Street Address: 17 Elm Street
City: Morristown State: NJ ZIP: 07960

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41)... \$ 140.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

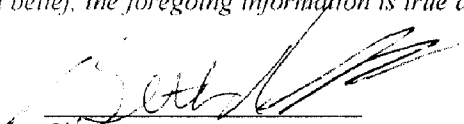
(Attach duplicate copy of this page if paying by deposit account)

Villa (Recordation Form)

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.

Beth R. Stearns, Esq.
Name of Person Signing


Signature

12/28/99
Date

Total number of pages comprising cover sheet: 2

Do not detach this portion

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

**USPTO
Assignment Division
Crystal Gateway 4, Room 335
Washington, D.C. 20231**

**ASSIGNMENT AND ASSUMPTION OF TRADEMARKS, NAMES,
INTELLECTUAL PROPERTY & TRADE SECRETS**

THIS ASSIGNMENT AND ASSUMPTION OF TRADEMARKS AND NAMES, dated this 1st day of November, 1999 by and between Villa Enterprises Management LTD, Inc. ("Assignor"), and Villa Holding, LLC ("Assignee").

WHEREAS, Assignor desires to assign, transfer, set over and deliver to Assignee all of Assignor's right, title and interest (including goodwill) in and to certain trademarks (registered and unregistered) and names and in and to certain trade secrets, including recipes, manuals, policies and procedures (collectively "trade secrets") as hereinafter provided; and

WHEREAS, Assignee desires to assume the duties and obligations of Assignor with respect to such trademarks, names and trade secrets.

NOW, THEREFORE, in accordance with the Agreement and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the parties do hereby covenant and agree as follows and take the following actions:

1. Assignment. Assignor does hereby assign, transfer, set over and deliver unto Assignee all of the Assignor's right, title and interest (including goodwill), if any, in and all to all of Assignor's trademarks (registered and unregistered), trade names, logos, copyrights and patents and trade secrets (collectively, the "Names") including, but not limited to:

(a) those certain marks registered in the Patent and Trademark Office of the United States of America, under (i) registration No. 2,047,089 issued March 25, 1997 (Very Villa, Very Good), (ii) registration No. 1,749,093 issued January 26, 1993 (Villa Pizza), registration No. 1,827,830 issued March 22, 1994 (Villa Pizza Delicious Italian Food From Our Family to Yours), registration No. 1,401,644 issued July 15, 1986 (Villa Pizza and Design), registration No. 1,699,602 issued July 7, 1992 (Villa Pizza and Design);

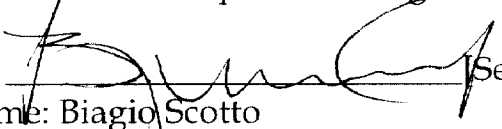
(b) those certain unregistered marks: Villazzo and Villa Pizza Cucina; and

(c) all variations of the aforesaid trademarks and trade names.

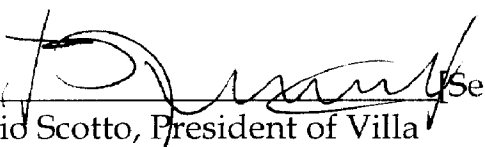
2. Assumption. Assignee hereby accepts the foregoing assignment of the Names and hereby assumes all duties and obligations of Assignor under the Names assigned herein.

IN WITNESS WHEREOF, of this Assignment and Assumption of Trademark and Names has been signed, sealed and delivered by the parties as of the date first above written.

ASSIGNOR: Villa Enterprises Management Ltd. Inc.

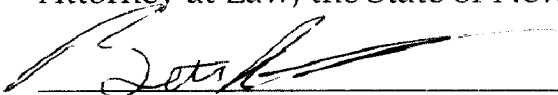
By:  [Seal]
Name: Biagio Scotto
Title: President

ASSIGNEE: Villa Holding, LLC

By:  [Seal]
Biagio Scotto, President of Villa
International Ltd., Inc., a New Jersey
Corporation
Managing Member

STATE OF NEW JERSEY)
) SS:
COUNTY OF MORRIS)

The foregoing instrument was acknowledged before me this 19th day of November, 1999, by Biagio Scotto, as president of Villa Enterprises Management Ltd. Inc., the Assignor. He is personally known to me.

Attorney at Law, the State of New Jersey


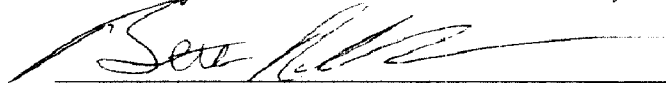
Beth R. Stearns

[Acknowledgements continued on next page]

STATE OF NEW JERSEY)
) SS:
COUNTY OF MORRIS)

The foregoing instrument was acknowledged before me this 19th day of November, 1999, by Biagio Scotto, as President of Villa International Ltd., Inc., Managing Member of Assignee. He is personally known to me.

Attorney at Law, the State of New Jersey



Beth R. Stearns



July 26, 2000

VIA EXPRESS MAIL

USPTO Assignment Division
Crystal Gateway 4, Room 335
Washington, D.C. 20231

Re: Recordation of Correction of Entity Type Previously Recorded
Reel/Frame 002009/0558

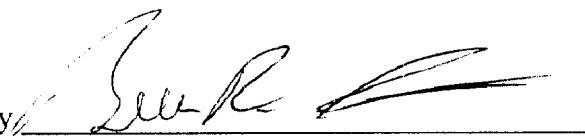
Dear Sir/Madam:

Accompanying this letter, please find a Recordation Form to correct the entity type on Registration No.(s) 2,047,089, 1,749,093, 1,827,830, 1,401,644 and 1,699,602. Also enclosed are copies of the previous Recordation and Assignment and Assumption of Trademark and the filing fee of \$140. Please record the enclosed documents and provide us with a recorded copy.

Thank you for your assistance.

Very truly yours,

Villa Enterprises Management Ltd., Inc.

By 

Beth R. Stearns
Vice President/General Counsel

BRS/mb

Enclosure

Villa Enterprises Management Ltd., Inc.
17 Elm Street · Morristown, New Jersey 07960 Tel: 973-285-4800 · Fax: 973-285-5252

TRADEMARK
REEL: 002124 FRAME: 0282

Express Mail Mailing Label No: EK118482473US

Date of Deposit: 7/26/00

Certification

I hereby certify that this paper or fee is being deposited with United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to USPTO Assignment Division, Crystal Gateway 4, Room 335, Washington, D.C. 20231



MARY BOLSTER



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

MARCH 30, 2000

PTAS

VILLA HOLDING, LLC
BETH R. STEARNS, ESQ.
17 ELM STREET
MORRISTOWN, NJ 07960



101245356A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 01/03/2000

REEL/FRAME: 002009/0558
NUMBER OF PAGES: 7

BRIEF: ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

ASSIGNOR:

VILLA ENTERPRISES MANAGEMENT LTD.,
INC.

DOC DATE: 11/19/1999
CITIZENSHIP: NEW JERSEY
ENTITY: CORPORATION

ASSIGNEE:

VILLA HOLDING, LLC
17 ELM STREET
VILLA PIZZA
MORRISTOWN, NEW JERSEY 07960

CITIZENSHIP: DELAWARE
ENTITY: CORPORATION

APPLICATION NUMBER: 74697217
REGISTRATION NUMBER: 2047089

FILING DATE: 07/05/1995
ISSUE DATE: 03/25/1997

MARK: VERY VILLA, VERY GOOD
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

**TRADEMARK
REEL: 002124 FRAME: 0284**

APPLICATION NUMBER: 74281135
REGISTRATION NUMBER: 1749093

FILING DATE: 05/29/1992
ISSUE DATE: 01/26/1993

MARK: VILLA PIZZA

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74329782
REGISTRATION NUMBER: 1827830

FILING DATE: 11/06/1992
ISSUE DATE: 03/22/1994

MARK: VILLA PIZZA DELICIOUS ITALIAN FOOD FROM

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 73456214
REGISTRATION NUMBER: 1401644

FILING DATE: 12/08/1983
ISSUE DATE: 07/15/1986

MARK: VILLA PIZZA

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74169074
REGISTRATION NUMBER: 1699602

FILING DATE: 05/22/1991
ISSUE DATE: 07/07/1992

MARK: VILLA PIZZA

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

PAULA MCCRAY, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS