

08-23-2000



101440027 ONLY

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

MMD
RE: 7-26-00

1. Name of conveying party(ies):

Cozzoli Pizza Holding, LLC
17 Elm Street
Morristown, NJ 07960

Individual(s) Association

General Partnership
 Corporation-State New Jersey

Other Limited Liability Company / Delaware

Additional name(s) of conveying

party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Other to correct entity type previously recorded

Execution Date: 11/19/99 Reel/Frame 002009/0593

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

A. Trademark Application No(s)

B. Trademark registration No.(s) 1,488,871, 1,116,492, 1,145,334 and 1,048,738

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: 4

7. Total fee \$ 115.00

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 00000214 1488871

01 FC:481 40.00 DP
02 FC:482 75.00 DP

Villa (Recordation Correction)

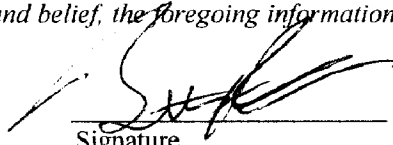
TRADEMARK
REEL: 002124 FRAME: 0294

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**

Villa (Recordation Correction)

**TRADEMARK
REEL: 002124 FRAME: 0295**

MRD

1-3-00

01-18-2000

RECEIVED

RECORDATION FORM COVER SHEET



2000 JAN -3 AM 9: 20

TRADEMARKS ONLY

101245357

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

OPR/FINANCE

1. Name of conveying party(ies):
Cozzoli Pizza Holding, LLC
Villa Pizza
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 Delaware
- 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) 1, 488, 871, 1,116,492; 1,145,334 and 1,048,738

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: 4

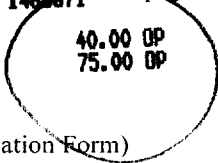
7. Total fee (37 CFR 3.41)... \$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

01/14/2000 DCDATES 00000000 148871

01 FC:481
02 FC:482



Cozzoli (Recordation Form)

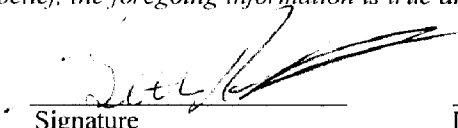
TRADEMARK
REEL: 002124 FRAME: 0296

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

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 19th day of November, 1999 by and between Cozzoli Pizza Holding, LLC ("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 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, 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. 1,048,738, issued September 21, 1976 (Cozzoli and Des.), (ii) Registration No. 1,116,492, issued April 10, 1979 (Cozzoli's), (iii) registration No. 1,145,334, issued December 30, 1980 (For the Slice of Your Life), (iv) Registration No. 1,488,871, issued May 17, 1998 (miscellaneous design (delivery boy on skate board)), and (v) Registration No. 1,305,499, issued November 13, 1984 (Cozzoli's).

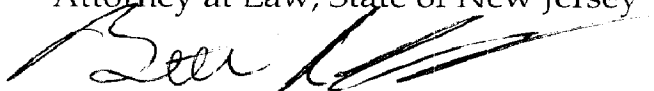
(b) the following names: (i) Hop Too's, (ii) Cozzoli's Pizza, (iii) Cozzoli's Pizzeria, (iv) Cozzoli's Pizza Café, and (v) all names listed on Exhibit "A" attached hereto; and

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

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 a general partner of Villa Enterprises Co., the managing member of Assignor. He is personally known to me.

Attorney at Law, State of New Jersey



Beth R. Stearns