FORM PTO-1594 (Rev. 6-93)	HEET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
	Patent and Trademark Office
Tab settings ⇒ ⇒ ▼ ▼	* • • • • • • • • • • • • • • • • • • •
To the Honorable Commissioner of Pa. 1 U	1467111 ached original documents or copy thereof
1. Name of conveying party(ies): Bank of America National Trust and Saving Association, as collateral agent Individual(s) XX Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? I Yes XX No 3. Nature of conveyance: Assignment Merger Security Agreement Change of National Copyright Security Agree Execution Date: May 26, 2000	Name:Boston Chicken, Inc. Internal Address: Attn: Amy Powers, Esq. Street Address:14123 Denver West Parkway
4. Application number(s) or patent number(s):	Additional name(s) & address(es) attached? Yes No
A. Trademark Application No.(s)	B. Trademark Registration No.(s) 2,074,346 2,029,513
Additional num	l nbers attached? ⊠ Yes □ No
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name: Murphy Sheneman Julian & Rogers Internal Address: Attn: Sara Hoehn	7. Total fee (37 CFR 3.41)\$ 3 4 3 5 6 7 6 7 6 7 6 7 6 7 6 7 6 7 6 7 6 7 6
Street Address: 2049 Century Park East 21st Floor City: Los Angeles State: CA ZIP: 900	8. Deposit account number:
DO I	NOT USE THIS SPACE
the original document. Devid Adems Sara Hoehn Name of Person Signing	Signature Date Date
Mail documents to be recorde	ed with required cover sheet information to:

Additional Names of Receiving Parties

- 1. BC Real Estate Investments, Inc., a Delaware corporation
- 2. BCI Acquisition Sub, L.L.C., a Delaware limited liability company
- 3. Progressive Food Concepts, Inc., a Delaware corporation
- 4. BCI Mayfair, Inc., a Delaware corporation
- 5. BCI R&A, Inc., a Delaware corporation
- 6. BCI Massachusetts, Inc., a Delaware corporation
- 7. BCI West, Inc., a Delaware corporation
- 8. BCI Southwest, Inc., a Delaware corporation
- Mid-Atlantic Restaurant Systems, Inc., a Delaware corporation
- 10. Mayfair Partners, L.P., a Delaware limited partnership
- 11. BC Great Lakes, L.L.C., a Delaware limited liability company
- 12. BC New York L.L.C., a Delaware limited liability company
- 13. BC Goldengate, L.L.C., a Delaware limited liability company
- 14. BC Superior, L.L.C., a Delaware limited liability company
- 15. BC Heartland, L.L.C., a Delaware limited liability company
- 16. BC Tri-States, L.L.C., a Delaware limited liability company
- 17. Finest Foodservice, L.L.C., a Delaware limited liability company
- 18. P & L Food Services, L.L.C., a Delaware limited liability company
- 19. R&A Food Services, L.P., a Delaware limited partnership
- 20. BC Boston, L.P., a Delaware limited partnership
- 21. BCE West, L.P., a Delaware limited partnership
- 22. B.C.B.M. Southwest, L.P., a Delaware limited partnership
- 23. Buffalo P&L Food Services, Inc., a Delaware corporation

Trademark (All are nowaed by Boston Chicken, Inc.)	Class(es)	Serial No.	Reg. No.	Date Issued
3X BBQ	30	74/691027	2,074,346	
Awning Design	42	74/607565	2,029,513	1/14/97
Boston	42	74/631420	1,996,529	8/27/96
Boston Hasics	29	74/344434	1,828,415	3/29/94
Boston Carver	30	74/631416	1,997,941	9/3/96
Boston Carver Sandwiches and Design	30	75/009727	2,066,383	6/3/97
Boston Chicken	42	74/023837	1,628,747	
Boston Chicken	9, 14, 16, 18, 20		1,919,315	9/19/95
	21, 24, 25, 28	, , , , , , , , , , , , , , , , , , , ,	.,,,,,,,,,	20 (37) 2
Boston Chicken	29, 30	74/235760	1,819,092	2/1/94
Boston Chicken (Stylized in Black)	42	74/446595	1,867,314	
Boston Chicken (Stylized in Red)	42	74/146593	1,859,018	
Boston Chicken (Stylized in White)	42	74/446594	1,860,130	
Boston Chicken Rotisserie and Chicken Design	29, 30	74/195440	1,847,986	8/2/94
Boston Chicken Rotisserie and Design	42	74/334286	1,865,024	
Boston Chicken Rotisserie and Design	25	74/461078	1,910,151	8/8 /95
Boston Chicken Rtoisserie and Design	29	74/400123	1,888,637	4/11/95
Boston Feasts	29	74/344435	1,828,416	3/29/94
Boston Market	29	74/410044	1,963,578	3/19/96
Boston Market	42	74/410045	1,940,179	12/5/95
Boston Market and Design	42	74/631862	1,982,175	6/25/96
Boston Market and Design	29	74/631872	2,102,511	10/7/97
Boston Market and Store Front Design	42	75/190992	2,161,437	6/2/98
Boston Market Home Style Meals and Design	42	74/631892	2,031,466	1/21/97
Boston Market Home Style Meals and Design	29	74/631854	2,031,465	1/21/97
Boston Market Logo	36	75/102806	2,131,807	1/27/98
Boston Trio	29	74/344436	1,828,417	3/29/94
Carver Club	30	74/727300	2,008,097	10/15/96
Carver Design	30	75/268916	2,139,128	2/24/98
Carver Design	42	75/299177	2,156,874	
Chambers Motorcars Boston	42	74/291,288	1,750,982	3/16/93
Chicken Carver	30	74/727361	2,005,962	10/8/96
Chicken Design	29, 30	74/235758	1,776,661	6/15/93
Chicken Design	42	74/019052	1,615,277	9/25/90
Doctors Vision Center	42	74/576,319		10/15/96
Don't Mess With Dinner	42	75/131820	2,007,443	7/8/97
Ham Carver	30	74/727304	2,005,965	10/8/96
Hearth Honey	29	74/729652		10/29/96
Home Cooking for Folks Who Can't Be Home Cooking	29	74/235757	1,778,001	6/22/93
Home Cooking for Folks Who Can't Be Home Cooking	42	74/163055	1,684,083	4/21/92

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				Date
Trademark (All are owned by Boston Chicken, Inc.)		Serial No.	Rcg. No.	issued
Intellistore	9	74/473677	1,974,032	5/14/96
Logo (Outline)	29, 42	74/590919	1,942,467	12/19/95
Logo (Red)	42	74/334747	1,795,404	9/28/93
Logo (Red)	29	74/400122	1,833,955	5/3/94
Market	42	73/294940	1,191,424	3/2/82
Max It	42	75/222808	2,180,046	8/11/98
Meat Loaf Carver	30	74/727302	2,005,963	10/8/96
People Pages	16	75/227234	2,138,602	2/24/98
Rotisseric and Design	42	74/334287	1,854,946	9/20/94
Rotisscrie and Design	29	74/400124	1,878,751	2/14/95
Serving Up Hope. Fighting Breast Cancer	42	75/103173	2,066,986	6/3/97
Serving Up Hope. Fighting Breast Cancer and Design	42	75/102704	2,166,808	6/23/98
Serving Up Hope Pighting Breast Cancer Buston (Aarket				
Home Style Meals	42	75/102,704	2,166,808	6/23/98
Side Item Sampler*	29, 30	74/590920	2,082,561	7/22/97
Slow Cooking Ready Now	42	74/305667	1,765,150	4/13/93
Summer Market	42	75/104506	2,116,918	11/25/97
Take Home Cooking*	42	74/023284	1,680,876	3/24/92
That's Home Cooking	42	74/559038	1,952,541	1/30/96
The Big Feast ⁶	42	74/041247	1,752,085	2/9/93
The Boston Chicken	42	72 776 6	1,517,660	12/20/88
The Freshest Thing Going	42	74/352899	1,792,089	9/7/93
This is Different. This is Progress	42	74/647465	1,966,632	4/9/96
Turkey Carver	30	74/727303	2,005,964	10/8/96
WINGS	16, 41	75/089471	2,106,455	10/21/97

^{*}These are registrations on the Supplemental Register.

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(Parkey and (All one arrowed by Bordon Chicken, Inc.)	Class(es)	Serial No.	Date Applied
Trademark (All are owned by Boston Chicken, Inc.) America's Best Chicken	42	Seriar ING.	Appaco
	30	75/248151	2/26/97
Apple Frenzy+	30 30		8/18/93
Boston Burger+		74/426773	
Hoston Carver+	42	75/234912	2/3/97
Boston Delivery+	42	74/426776	8/18/93
Boston Hearth	29, 30	75/094055	4/25/96
Boston Hearth Specialty Foods and Design	29, 30	75/239487	2/10/97
Boston Hearth	16, 25	75/268923	4/3/97
Boston Kitchen	42	74/592773	10/31/94
Boston Ladle	42	75/259,134	3/18/97
Boston Markei	9, 16, 20, 21, 25		4/3/97
Boston Market	36	75/102807	5/13/96
Boston Market Kids Logo	42	75/259689	3/18/97
BOSTONMARKET.COM	42	75/1 77 936	10/7/96
Boston Meat Loaf	29	74/512,867	4/15/94
Brownstone	32	75/115131	6/5/96
Crumble Jumble Apple Pie	30	75/247986	2/26/97
Digs	42	75/234921	2/3/97
Digs Design	42	75/234914	2/3/97
Digsaroni	30	75/290965	5/13/ 9 7
Digscover+	42	75/290959	5/13/97
Digscovery+	42	75/290957	5/13/97
F.A.S.T. Track and Logo	42	75/227617	1/17/97
Fresh Meal Express	29	75/233974	1/30/97
Home Style Meals Fast	42	75/227618	1/17/97
Market Meal	29	75/283557	4/29/97
Max It and Oval Design	42	75/222807	1 /8/9 7
Meal Express	29	75/233992	1/30/97
Paw Print Logo	42	75/269066	4/3/9 7
Paw Print Logo	25	75/268509	4/3/97
Paw Print Logo	28	75/268588	4/3/97
Saving Games, Saving Lives+	36	75/123877	6/24/96
Store Front Design	42	75/191345	11/1/96
Strawberry Shortcake Bliss	30	75/106498	5/20/96
The Taste of Coodness	42	75/300807	5/30/97
We Can Replace Mom's Cooking But We Can't Replace Mom		75/1 73469	9/30/96
we can replace within a cooking right we can't replace mon	. 	, 3, 1, 1, 3, 40, 7	7130170
We Work For Hours to Serve You in Seconds	42	75/193678	11/5/96

⁺ These applications have been abandoned

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State Trademark Registrations

Trademark (All are owned by Boston Chicken, Inc.)	State	Registration Number	Date
Boston	Illinois	80,111	3/13/97
Boston	Texas	55,296	1/24/96
Boston	California	45,727	3/20/96
Boston	Florida	T.967	1/2/96
Market	Minnesota	7.024	12/8/80
Boston	Colorado	135,623	11/3/95
Boston Chicken	Puerto Rico	33,751	7/20/94

ASSIGNMENT AND RELEASE OF PATENT, TRADEMARK AND COPYRIGHT SECURITY AGREEMENT

WHEREAS, pursuant to that certain Patent, Trademark and Copyright Security Agreement (the "Security Agreement") dated as of October 5, 1998, made by (a) BOSTON CHICKEN, INC., a Delaware corporation, (b) BC REAL ESTATE INVESTMENTS, INC., a Delaware corporation, (c) BCI ACQUISITION SUB, L.L.C., a Delaware limited liability company, (d) PROGRESSIVE FOOD CONCEPTS, INC., a Delaware corporation, (e) BCI MAYFAIR, INC., a Delaware corporation, (f) BCI R&A, INC., a Delaware corporation, (g) BCI MASSACHUSETTS, INC., a Delaware corporation, (h) BCI WEST, INC., a Delaware corporation, (i) BCI SOUTHWEST, INC., a Delaware corporation, (j) MID-ATLANTIC RESTAURANT SYSTEMS, INC., a Delaware corporation, (k) MAYFAIR PARTNERS, L.P., a Delaware limited partnership, (l) BC GREAT LAKES, L.L.C., a Delaware limited liability company, (m) BC NEW YORK L.L.C.. a Delaware limited liability company, (n) BC GOLDENGATE, L.L.C., a Delaware limited liability company, (o) BC SUPERIOR, L.L.C., a Delaware limited liability company, (p) BC HEARTLAND, L.L.C., a Delaware limited liability company, (g) BC TRI-STATES, L.L.C., a Delaware limited liability company, (r) FINEST FOODSERVICE, L.L.C., a Delaware limited liability company, (s) P & L FOOD SERVICES, L.L.C., a Delaware limited liability company. (t) R&A FOOD SERVICES, L.P., a Delaware limited partnership, (u) BC BOSTON, L.P., a Delaware limited partnership, (v) BCE WEST, L.P., a Delaware limited partnership, (w) B.C.B.M. SOUTHWEST, L.P., a Delaware limited partnership, and (x) BUFFALO P&L FOOD SERVICES, INC., a Delaware corporation, each as Debtor and Debtor in Possession (the Persons identified in clauses (a) through (x), individually a "Grantor" and collectively "Grantors"), in favor of BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, as collateral agent (in such capacity, "Collateral Agent") for the lenders ("Lenders"), each Grantor granted to Collateral Agent a security interest in such Grantor's interest in and to the Intellectual Property Collateral (as defined therein), including the Patents described in Schedule I (Part A) attached thereto and the Trademarks described in Schedule I (Part B) attached thereto; and

WHEREAS, the Security Agreement was recorded with the United States Patent and Trademark Office on April 1, 1999 at Reel/Frame 1881/0471; and

WHEREAS, the Security Agreement was recorded with the United States Patent and Trademark Office on April 1, 1999 at Reel/Frame 9893/0055; and

WHEREAS, Collateral Agent desires to release its security interest in the Intellectual Property Collateral and terminate the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent does hereby release its security interest in the Intellectual Property Collateral and reassigns to each Grantor, without

representation or warranty, express or implied, and without recourse, all right, title and interest of Collateral Agent in and to such Grantor's interest in the Intellectual Property Collateral.

May Dated: June 26, 2000

"Collateral Agent"

BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION

David A\Johanson

Vice President

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Boston Chicken (Stylized in Red)	42	74/446593	1,859,018	
Boston Chicken (Stylized in White)	42	74/446594	1,860,130	10/25/94
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Boston Chicken Rotisserie and Design	42	74/334286	1,865,024	11/29/94
Boston Chicken Rotisserie and Design	25	74/461078	1,910,151	X/8/95
Boston Chicken Rtoisserie and Design	29	74/400123	1,888,637	4/11/95
Boston Feasts	29	74/344435	1,828,416	3/29/94
Boston Market	29	74/410044	1,963,578	3/19/ 9 6
Boston Market	42	74/410045	1,940,179	12/5/95
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Boston Market Home Style Meals and Design	29	74/631854	2,031,465	1/21/97
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Carver Design	30	75/268916	2,139,128	2/24/98
Carver Design	42	75/299177	2,156,874	5/12/98
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Don't Mess With Dinner	42	75/131820	2,007,443	7/8/9
Ham Carver	30	74 /727 3 04	2,005,965	10/8/94
Hearth Honey	29	74/729652	2,011,788	10/29/90
Home Cooking for Folks Who Can't Be Home Cooking	29	74/235757	1,778,001	6/22/9
Home Cooking for Folks Who Can't Be Home Cooking	42	74/163055	1,684,083	4/21/97

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		·		Date
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Meat Loaf Carver	30	74 /72730 2	2,005,963	10/8/96
People Pages	16	75 /227234	2,138,602	2/24/98
Rotisscric and Design	42	74/334 287	1,854,946	9/20/94
Rotisscrie and Design	29	74/400124	1,878,751	2/14/95
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Serving Up Hope. Fighting Breast Cancer and Design	42	75/102704	2,166,808	6/23/98
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Summer Market	42	75/104506	2,116,918	11/25/97
Take Home Cooking*	42	74/023284	1,680,876	3/24/92
That's Home Cooking	42	74/559038	1,952,541	1/30/96
The Big Feast*	42	74/041247	1,752,085	2/9/93
The Boston Chicken	42	727766	1,517,660	12/20/88
The Freshest Thing Going	42	74/352899	1,792,089	9/7/93
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Words and Allens around by Dath and Children	Classical		Date
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America's Best Chicken	42		
Apple Frenzy+	30	75/248151	2/26/97
Boston Burger+	30	74/426773	8/18/93
Hoston Carver+	42	75/234912	2/3/97
Boston Delivery+	42	74/426776	8/18/93
Boston Hearth	29, 30	75/0 94 055	4/25/96
Boston Hearth Specialty Foods and Design	29, 30	75/23 948 7	2/10/97
Boston Hearth	16, 25	75/268923	4/3/97
Boston Kitchen	42	74/592773	10/31/94
Boston Ladle	42	75/259,134	3/18/97
Boston Market	9, 16, 20, 21, 25	75/268735	4/3/97
Boston Market	36	75/102 807	5/13/96
Boston Market Kids Logo	42	75/259689	3/18/97
BOSTONMARKET.COM	42	75/1 77936	10/7/96
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Digs	42	75/234921	2/3/97
Digs Design	42	75/234914	2/3/97
Digsaroni	30	75/ 290965	5/13 /9 7
Digscover F	42	75/290959	5/13/97
Digscovery !-	42	75/290957	5/13 / 97
F.A.S.T. Track and Logo	42	75/227617	1/17/97
Fresh Meal Express	29	75/233974	1/30/97
Home Style Meals Past	42	75/227618	1/17/97
Market Meal	29	75/283557	4/29/97
Max It and Oval Design	42	75/222807	1/8/97
Meal Express	29	75/233992	1/30/97
Paw Print Logo	42	75/269066	4/3/97
Paw Print Logo	25	75/268509	4/3 <i>/</i> 97
Paw Print Logo	28	75/268588	4/3/97
Saving Games, Saving Lives+	36	75/1 23877	
Store Front Design	42	75/191345	6/24/96 11/1/96
Strawberry Shortcake Bliss	30	75/10649 8	5/20/96
The Taste of Goodness	30 42		
We Can Replace Mom's Cooking But We Can't Replace Mom		75/300807 75/173469	5/30/97 9/30/96
To can replace from a cooking nut we can t replace mon		1311134 03	סצוטנוצ
We Work For Hours to Serve You in Seconds	42	75/1 93678	11/5/96

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Boston	Colorado	135,623	11/3/95
Boston Chicken	Puerto Rico	33,751	7/20/94

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