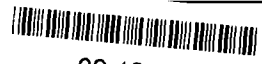


FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



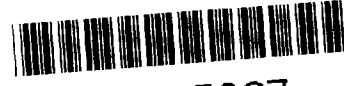
09-13-2000

U.S. Patent & TMO/TM Mail Rcpt. Dt. #40

U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK

10-24-2000



ORDINATION FORM COVER SHEET TRADEMARKS ONLY

US PATENT
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Assignments and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 9-13-00
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

10/23/2000 DBYRNF 00000000 75840465
01 FD:481 40.00 DF
02 FD:482 2177.00 DF

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 2154 FRAME: 0554

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)



Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/840,865"/>	<input type="text" value="75/386,299"/>	<input type="text" value="75/128,113"/>
<input type="text" value="75/977,331"/>	<input type="text" value="75/838,071"/>	<input type="text" value="75/838,074"/>
<input type="text" value="75/446,882"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,592,506"/>	<input type="text" value="1,527,536"/>	<input type="text" value="1,594,459"/>
<input type="text" value="1,933,506"/>	<input type="text" value="1,966,579"/>	<input type="text" value="1,807,783"/>
<input type="text" value="1,872,677"/>	<input type="text" value="1,722,742"/>	<input type="text" value="1,698,224"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Marc A. Bergsman

09/13/2000

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

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1,846,884	2,011,131	1,318,414
2,038,238	2,021,932	1,971,440
1,973,718	1,312,514	1,961,644
1,844,576	2,186,306	1,800,976
1,693,383	1,186,207	1,959,953
1,625,389	1,643,093	1,861,325
1,414,393	1,297,171	1,297,172

**RECORDATION FORM COVER SHEET
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Conveying Party

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1,933,785	1,942,623	2,100,638
2,045,982	1,149,439	1,692,084
1,568,859	1,893,501	2,114,142
2,060,595	2,077,453	2,052,205
2,143,501	2,071,479	2,000,451
1,126,227	2,301,875	1,561,628
1,989,367	1,953,668	842,596

RECORDATION FORM COVER SHEET
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1,828,392	2,036,763	1,951,509
2,067,136	1,708,478	2,143,495
1,916,918	2,012,825	1,897,154
1,799,805	2,011,105	2,121,711
1,295,178	1,297,170	1,811,270
2,110,017	2,028,599	2,103,419
1,380,869	1,827,042	1,974,901

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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Registration Number(s)

1,801,643	1,634,479	2,073,998
1,665,161	1,451,121	2,026,218
1,594,701	1,813,907	2,069,237
1,757,061	2,119,333	1,976,051
1,986,685	1,194,416	1,399,730
1,439,558	2,071,554	1,196,164
1,113,824	1,943,913	2,043,057

**RECORDATION FORM COVER SHEET
CONTINUATION
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<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

842,595	1,951,508	2,028,607
2,259,637	1,994,025	1,149,441
1,624,182	1,966,063	2,040,283
1,808,139	1,784,500	1,149,440
2,079,416	1,353,478	1,575,686
1,802,228	1,828,443	1,945,510
2,087,707	1,925,679	<input type="text"/>

ASSIGNMENT

ASSIGNMENT effective the 29st day of March, 2000, by and between Little Caesar Enterprises, Inc. (hereinafter "Assignor"), a Michigan corporation with an address at Fox Office Center, 2211 Woodward Avenue, Detroit Michigan 48201-3400, to LC Trademarks, Inc. (hereinafter "Assignee."), a Michigan corporation with an address at Fox Office Center, 2211 Woodward Avenue, Detroit Michigan 48201-3400.

WHEREAS, Assignor owns and has used, or is using the service marks and trademarks identified in Exhibit A in connection with its business (the "Marks").

WHEREAS, Assignee desire to acquire the Marks and the goodwill of the business associated therewith, as well as all of the applications and registrations therefor identified in Exhibit A.

NOW THEREFORE, in consideration of ten dollars (\$10) and other good and valuable consideration, Assignor hereby conveys, transfers, and assigns to Assignee all its rights, title, and interest in and to the Marks (including any common law marks used by Assignor in connection with its business), as well as all the applications and registrations therefor (as identified in attached Exhibits A), together with the goodwill of the business symbolized thereby.

Assignor further assigns to Assignee all rights to sue for and receive all damages occurring from any past infringing uses of the Marks.

Assignor warrants that it has good and valid title to the Marks, including the applications and registrations therefor.

Assignor agrees that upon request by Assignee, Assignor shall execute all papers, make all rightful oaths, testify on behalf of Assignee and do other lawful acts necessary to carry to the intent of this Assignment at Assignee's expense and request,

as well as provide such documents, material, information, or assistance as Assignee may consider necessary.

This Assignment shall be binding on the parties, their successors and/or assigns and all others acting by, through, with, or under their direction, and all those in privity therewith.

LITTLE CAESAR ENTERPRISES, INC

By: Michael Ilitch

Name: Michael Ilitch

Title: Chairman of the Board

State of Michigan)
ss)
County of Wayne)

Michael Ilitch being duly sworn, did depose and say this 29th day of March, 2000, that he/~~she~~ is an officer of Little Caesar Enterprises, Inc.; that he/~~she~~ is authorized to execute this Assignment on behalf of said corporation; that he/~~she~~ has read and signed the foregoing Assignment and knows and understands the contents thereof.

Jill M. McCormick
Notary Public
My Commission Expires: 11/7/03

JILL M. MCCORMICK
Notary Public, Macomb County, MI
My Commission Expires Nov 7, 2003

LC TRADEMARKS, INC.

By: Michael Ilitch

Name: Michael Ilitch

Title: Chairman of the Board

State of Michigan)
ss)
County of Wayne)

Michael Ilitch being duly sworn, did depose and say this 20th
day of March, 2000, that he/~~she~~ is an officer of LC Trademarks,
Inc.; that he/~~she~~ is authorized to execute this Assignment on behalf of said corporation;
that he/~~she~~ has read and signed the foregoing Assignment and knows and understands
the contents thereof.

Jill M. McCormick
Notary Public
My Commission Expires: 11/7/03

DC 71157-1 59416

JILL M. MCCORMICK
Notary Public, Macomb County, MI
My Commission Expires Nov 7, 2003

EXHIBIT A

SCHEDULE OF TRADEMARKS

REGISTERED TRADEMARKS

MARK	REG. NO.
AMERICA'S PIZZA CAFÉ (Design)	1,592,506
BABY CAESAR	1,527,536
BABY PANIPAN!	1,594,459
BIG!BIG!	1,933,506
BIGIBIG! CAESAR	1,966,579
BIGIBIG! DEAL	1,807,783
BIGIBIG! PEPPERONI	1,872,677
BLUE LINE	1,722,742
BLUE LINE (Design)	1,698,224
BONUS!BONUS!	1,846,884
BREAKFAST BABY	2,011,131
CAESARS SANDWICHES	1,318,414
CAESARS SINGLES	2,038,238
CHEESE MANIA!	2,021,932
CHEESER	1,971,440
CHEESERICHEESER!	1,973,718
CRAZY BREAD	1,312,514
CRAZY BREAD DIPPERS	1,961,644
CRAZY CHEESE	1,844,576
CRAZY COMBO MEAL	2,188,306
CRAZY!CRAZY!	1,800,976
CRAZY CRUST	1,693,383
CRAZY CRUSTS	1,186,207
CRAZY DIPPER DEAL	1,959,953
CRAZY EIGHTS	1,625,389
CRAZY EIGHTS	1,643,093
CRAZY KIDS MEAL	1,861,325
CRAZY SAUCE	1,414,393
CREATION STATION	1,297,171
CREATION STATION (Design)	1,297,172
CRISPY!CRISPY!	1,933,785
DELIVERS TWO!	1,942,623
DELIVERY!DELIVERY!	2,100,638
DON'T RUN ON EMPTY	2,045,982
DOUBLE	1,149,439
FAMILY CHOICE	1,692,084
FAMILY FUN PIZZERIA	1,568,859
FAVORITE FIVE	1,893,501
Football-Shaped Pizza (Design)	2,114,142
GET IT FAST! GET IT FRESH! GET IT NOW!	2,060,595
GIANT CAESAR	2,077,453
GO CRAZY	2,052,205
GOBBLE!GOBBLE!	2,143,501
GREAT TASTE! GREAT PRICE! PIZZA!PIZZA!	2,071,479
HAWAIIAN!HAWAIIAN!	2,000,451
HOME RUN	1,126,227
IF IT'S NOT RIGHT, WE'LL TAKE THE BITE	2,301,875

INTERNATIONAL SUBS	1,561,628
ITALIAN SAUSAGE!SAUSAGE!	1,989,367
IT'S THE MOST FUN YOU'LL EVER HAVE EATING PIZZA!	1,953,668
LITTLE CAESARS (Class 42)	842,596
LITTLE CAESARS (Class 28)	1,828,392
LITTLE CAESARS (Class 30)	2,036,763
LITTLE CAESARS (Class 41)	1,951,509
LITTLE CAESARS (Class 25)	2,067,136
LITTLE CAESARS CHEESER!CHEESER!	1,708,478
LITTLE CAESARS EXPRESS	2,143,495
LITTLE CAESARS FAMILY FUN CENTER	1,916,918
LITTLE CAESARS ITALIAN CHEESE BREAD	2,012,825
LITTLE CAESARS ITALIAN KITCHEN	1,897,154
LITTLE CAESARS ITALIANO	1,799,805
LITTLE CAESARS PERSONAL PIZZA	2,011,105
LITTLE CAESARS PIZZA KIT FUND- RAISING PROGRAM & Design	2,121,711
LITTLE CAESARS PIZZA!PIZZA! & ROMAN MAN Design (Oval)	1,285,178
LITTLE CAESARS PIZZA!PIZZA! & ROMAN MAN Design (Dome)	1,297,170
LITTLE CAESARS PIZZA!PIZZA! CRAZY KIDS & Design	1,811,270
LITTLE CAESARS PIZZA SHOP	2,110,017
LITTLE CAESARS SPECIALTY PLEASERS	2,028,599
LITTLE CAESARS SPORTS PIZZA!PIZZA!	2,103,419
LOVE KITCHEN	1,380,869
LUCKY SEVENS	1,827,042
MEATSA	1,974,901
MEATS!MEATS!	1,801,643
MIX OR MATCH!	1,634,479
MONDAY MADNESS	2,073,998
PAN!PAN!	1,665,161
PARTY PACK!	1,451,121
PARTY!PARTY!	2,026,218
PARTY!PARTY! PACK	1,594,701
PEPPERONI!PEPPERONI!	1,813,907
PEPPERONI PERFECTION	2,069,237
PICNIC!PICNIC!	1,757,061
PIZZA BY THE FOOT	2,119,333
PIZZA PERMIT (Class 16)	1,976,051
PIZZA PERMIT (Class 42)	1,986,685
PIZZA PIZZA	1,194,416
PIZZA!PIZZA! (Class 30)	1,399,730
PIZZA!PIZZA! (Class 42)	1,439,558
PIZZA!PIZZA! PICNIC	2,071,554
PIZZA PRIDE (Design)	1,196,164
PIZZA STATION	1,113,824
PIZZA STATION EXPRESS	1,943,913
READY-TO-GO! LUNCH BOX & Design	2,043,057
ROMAN MAN Design	842,595
ROMAN MAN Design (Circle) (Class 41)	1,951,508
ROMAN MAN Design (Circle) (Class 30)	2,028,607

ROMAN MAN Design (Image 2000)	2,259,637
SAVER!SAVER!	1,994,025
SINGLE	1,149,441
SLICE!SLICE!	1,624,182
SPAGHETTI!SPAGHETTI!	1,966,063
SPECIALTY PLEASERS	2,040,283
SURPRISE PRIZE	1,808,139
TEASER!TEASER!	1,784,500
TRIPLE	1,149,440
TUESDAY IS TWOSDAY	2,079,416
TWO GREAT PIZZAS! ONE LOW PRICE.	1,353,478
TWO GREAT PIZZAS! ONE LOW PRICE.	1,575,686
TWO ON TWO!	1,802,228
VEGGIE!VEGGIE!	1,828,443
WE DELIVER TWO!	1,945,510
WOW IT'S WEDNESDAY	2,087,707
"YOUR PIZZA PLAYGROUND"	1,925,679

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TRADEMARK APPLICATIONS
(Actual Use)

MARK	SERIAL NO.
CAESAR SIZE!CAESAR SIZE!	75,840,865
CAESAR SIZE IT	75,386,299
LITTLE CAESARS (Class 16-playing cards only)	75,128,113
LITTLE CAESARS (Class 16-general)	75,977,331
LUNCH!LUNCH!	75,838,071
LUNCH!LUNCH! COMBOS	75,838,074
THANK YOU!THANK YOU!	75,446,882

\\CORP\DEV\LEGAL\Trademarks\Forms\UFOC 2000 regs&apps.doc