

11-20-2000

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

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

Merger
Effective Date
Month Day Year _____

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name JB'S FAMILY RESTAURANTS, INC.

11/13/2000

Formerly JB'S RESTAURANTS, INC.

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Textron Financial Corporation

DBA/AKA/TA c/o Franchise Finance Division

Composed of _____

Address (line 1) 4545 South Wendler Drive

Address (line 2) Suite 109

Address (line 3) Tempe

AZ

85282

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

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.)

Other _____

Citizenship/State of Incorporation/Organization Delaware

11/20/2000 DNGUYEN 00000304 1526230

FOR OFFICE USE ONLY

81 FC:101
82 FC:182

40.00 OP
250.00 OP

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: 002179 FRAME: 0561

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1526230"/>	<input type="text" value="1523972"/>	<input type="text" value="1521369"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1527499"/>	<input type="text" value="1798342"/>	<input type="text" value="1705660"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1773876"/>	<input type="text" value="1920969"/>	<input type="text" value="1900199"/>

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: #

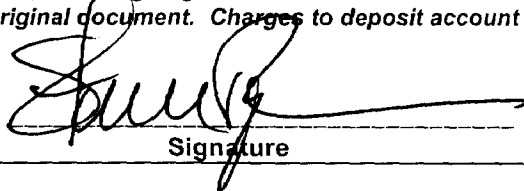
Authorization to charge additional fees: Yes No

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.

Steven J. Ryan, Esq.

Name of Person Signing



Signature

11/13/00

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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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of Nov 13, 2000 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") from LBW INVESTMENTS, L.L.C., an Arizona limited liability company ("LBW"), and JB'S FAMILY RESTAURANTS, INC., a Delaware corporation ("JB's", together with LBW sometimes referred to herein individually as a "Borrower" and collectively as the "Borrowers") in favor of TEXTRON FINANCIAL CORPORATION, a Delaware corporation (the "Lender"), the undersigned has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Lender:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
1526230	JB'S RESTAURANT	February 21, 1989
1523972	JB'S	February 7, 1989
1521369	JB'S RESTAURANT	January 17, 1989
1527499	JB'S	February 28, 1989
1798342	JB'S IS FAMILY	October 12, 1993
1705660	JB'S BAKERY	August 4, 1992
1773876	JB'S RESTAURANT & BAKERY	May 25, 1993
1920969	GALAXY DINER	September 19, 1995
1921228	GALAXY DINER	September 19, 1995
1900199	GALAXY DINER	June 13, 1995
1786029	JB'S IS FAMILY	August 3, 1993

TRADEMARK APPLICATIONS

Trademark
Applications No.

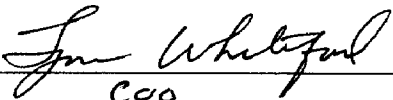
Description of Trademark
Applied For

Date of Trademark
Applications

The undersigned and Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement, and (ii) is not to be construed as an assignment of any trademark or trademark application.

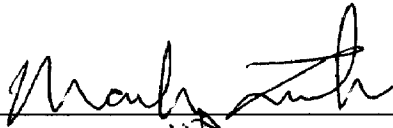
Very truly yours,

JB'S FAMILY RESTAURANTS, INC., a Delaware corporation

By 
Its COO

Acknowledged and Accepted:

TEXTRON FINANCIAL CORPORATION,
a Delaware corporation

By 
Its VP