

04-18-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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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
Effective Date
Month Day Year
03232001
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Fred's, Inc., a California corporation

03262001

Formerly _____

76065971

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Moose, Inc., a Hawaii corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1165 Garnet Avenue

Address (line 2) _____

Address (line 3) San Diego

CA

92109

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Hawaii

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.)

FOR OFFICE USE ONLY

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

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="76065971"/>	<input type="text" value="76155451"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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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.

J. Michael Wilson Esq.

March 30, 2001

Name of Person Signing

Signature

Date Signed

Trademark Assignment

This Agreement, is entered into effective as of March 23, 2001, by and between Fred's, Inc., a California corporation with a principal place of business located at 1165 Garnet Ave, San Diego, California 92109 ("Company"), and Moose, Inc., a Hawaii corporation with a principal place of business in California located at 1165 Garnet Ave, San Diego, California 92109 ("Moose"), who agree as follows:

Whereas, the Company's applications to register the trademarks specified in Section 1 below are now pending before the United States Patent & Trademark Office; and

Whereas, the Company wishes to assign to Moose all right, title and interest in and to the trademarks specified in Section 1, below; and

Whereas, Moose wishes to accept such assignment;

Now Therefore, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties agree as follows:

1. Assignment.

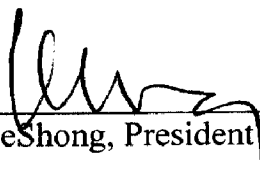
The Company hereby assigns to Moose, and Moose hereby accepts, all right, title and interest in and to the trademarks specified below, including renewal rights therein, the exclusive right to enforce and to obtain registrations therefor in the United States and throughout the world in the sole name of Moose, its successors or assigns, and including the goodwill of the business symbolized by such marks.

Trademark	Trademark Application No.
Fred's Mexican Cafe	76065971
Fred's Mexican Café	76155451

IN WITNESS WHEREOF, the parties hereto are duly authorized to and do hereby execute this Agreement as of the effective date stated above.

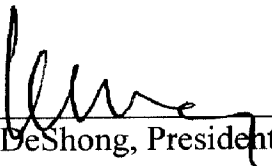
COMPANY

Fred's, Inc.,
a California corporation

By: 
Lee DeShong, President

MOOSE

Moose, Inc.,
a Hawaii corporation

By: 
Lee DeShong, President