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UNITED STATES PATENT AND TRADEMARK OFFICE

04-26-2001

RECORDATION FORM COVER SHEET

U.S. Patent & TMOfo/TM Mail RcptDt. #73

TRADEMARKS ONLY

4.26.01

To the Honorable Commissioner of Patents and Trademarks:

Please record the attached original document or copy thereof.

1. Name and address of conveying party:

Fleet National Bank, as Trustee
100 Federal Street
Boston, Massachusetts 02110

A national banking institution.

2. Name and address of receiving party:

State Street Bank and Trust Company, as Trustee
2 Avenue de Lafayette
Boston, Massachusetts

A national banking institution.

3. Nature of conveyance: Assignment, effective as of April 2, 1997.

4. Registration numbers:

SEE ATTACHED SCHEDULE A

1129705

5. Name and address of party to whom correspondence concerning document should be mailed:

Deidre A. Doherty, Esq.
Bingham Dana LLP
150 Federal Street
Boston, Massachusetts 02110

6. Total number of applications and registrations involved: 14

7. Total fee enclosed: \$365.00

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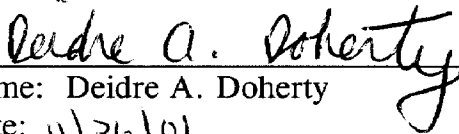
BUSDOCS:986442.1

TRADEMARK
REEL: 002291 FRAME: 0074

8. Deposit account number: 500927

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.


Name: Deidre A. Doherty
Date: 4/26/01

Mail documents to be recorded with required cover sheet information to:

Box Assignment Fee
Commissioner of Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

SCHEDULE A
Trademarks and Trademark Registrations

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
1. Furr's Cafeteria	1129705	January 22, 1980
2. Carryout Kitchen	1608630	July 21, 1990
3. Classic Garden	1866531	December 6, 1994
4. Furr's Pie Kitchen	1629549	December 25, 1990
5. Furr's	1870079	December 27, 1994
6. Furr's Family Dining	1878073	February 7, 1995
7. Freshly Cut in Texas	1903961	July 4, 1995
8. Bishop's Buffet	1920444	September 19, 1995
9. If You're Eating Anyplace Else, You're Probably Paying Too Much	1919031	September 12, 1995
10. Bishop's Buffet Seniors Club	1924269	October 3, 1995
11. Kid's Spot	1929207	October 24, 1995
12. Bishop's Cafeteria (Stylized)	1334864	May 7, 1998
13. Dynamic Foods	1987794	July 23, 1996
14. Furr's Seniors Club	1961045	March 5, 1996

EVIDENCE OF ASSIGNMENT

WHEREAS, in connection with that certain Agreement for the Acquisition of Corporate Trust Business dated April 2, 1997, between Fleet National Bank ("**Fleet**"), a national banking institution with a place of business at 100 Federal Street, Boston, MA 02110 and State Street Bank and Trust Company ("**State Street**"), with a place of business at 2 Avenue de Lafayette, Boston, Massachusetts, (the "**Agreement**"), State Street succeeded Fleet as trustee and collateral agent under, *inter alia*, that certain Amended and Restated Indenture dated as of November 15, 1995 (as supplemented by that First Supplemental Indenture dated as of January 24, 1996, the "Indenture") by and between Cafeteria Operators, L.P. ("COLP"), as issuer, and Fleet's predecessor in interest as trustee, Shawmut Bank, N.A., as trustee. Collateral securing COLP's obligations under the Indenture include, among other things, the federally registered trademarks identified on Schedule A hereto (the "**Trademarks**").

NOW THEREFORE, Fleet, as predecessor trustee, hereby acknowledges and agrees that it has assigned to State Street, as successor trustee, all its rights, title and interest in and to the Trademarks.

Dated as of April 10, 2001

FLEET NATIONAL BANK

By: Its Attorney-in-Fact

By: 

Name: PATRICK E. THEBADO
Title: VICE PRESIDENT

CERTIFICATE OF ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS)
)
COUNTY OF SUFFOLK)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 10th day of April, 2001, personally appeared Patrick E. Thebado to me known personally, and who, being by me duly sworn, deposes and says that he is Attorney In Fact for Fleet National Bank duly authorized to execute such instrument on behalf of said bank, and said officer acknowledged said instrument to be the free act and deed of said bank.


Notary Public
My Commission Expires: 11/9/2001

Janet P. Nickerson
Notary Public
My Commission Expires
November 9, 2001