

08-07-2001

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TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

<p>1. Name of conveying party: The Berkshire Fund One Boston Place, Suite 3425 Boston, Massachusetts 02108</p> <p><input checked="" type="checkbox"/> A Massachusetts Limited Partnership</p>	<p>2. Name and address of receiving party: Papa Gino's, Inc. 600 Providence Highway Dedham, MA 02026</p> <p><input checked="" type="checkbox"/> A Delaware Corporation</p>
<p>3. Nature of conveyance: Release of Security Interest recorded on 5/6/94 at Reel/Frame 1149/0011</p> <p>Execution Date: July 12, 2001</p>	<p>4. Trademark Registration Nos.: 1,241,353; 1,204,948; 1,135,377 and 904,848</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Kristen E. Mollnow, Esq. Nixon Peabody LLP Clinton Square Post Office Box 31051 Rochester, New York 14603</p>	<p>6. Total number of Registrations involved: 4</p>
<p>7. Total fee (37 CFR 3.41) \$ 115.00</p> <p><input checked="" type="checkbox"/> \$115.00 Check is enclosed.</p>	<p>8. Deposit Account Number: 50-1804</p> <p><input checked="" type="checkbox"/> Charge any additional fees to account.</p>
DO NOT USE THIS SPACE	

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true and correct copy of the original document.

Kristen E. Mollnow
Kristen E. Mollnow

7-30-01
Date

[Total number of pages including Cover Sheet and Release of Security Interest: 3]

08/06/2001 6TOM11 00000134 1241353

01 FC:481
02 FC:482

40.00 OP
75.00 OP

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TRADEMARK
REEL: 002342 FRAME: 0363

NOTICE OF RELEASE OF SECURITY INTEREST IN TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, The Berkshire Fund, of One Boston Place, Suite 3425, Boston, Massachusetts 02108, hereby expressly acknowledges the termination and release of all its right, title, and interest, including any collateral assignment or security interest, in and to all of the trademarks, service marks, trademark registrations, service mark registrations, and any applications for registration thereof owned by Papa Gino's Inc., formerly, Papa Gino's Acquisition Corporation, including, but not limited to, all trademarks, trademark registrations, service marks, and service mark registrations set forth on Schedule A attached hereto, and any licenses thereof and rights with respect thereto, and requests that such termination and release be made of record in the United States Patent and Trademark Office and indexed against the United States trademark registrations and service mark registrations set forth on said Schedule A.

The Berkshire Fund

Date: July 12, 2001

By: 

Name: Bradley M. Bloom

Title: Managing Member of Berkshire

Capital Managers LLC, the General Partner of Berkshire
Capital Associates, the General Partner of The Berkshire
Fund, A Limited Partnership

SCHEDULE A

A security interest granted by Papa Gino's Inc. to The Berkshire Fund, dated March 23, 1994, was recorded against the following trademark registrations on May 6, 1994 at Reel/Frame 1149/0011:

Mark	Registration No.	Registration Date	Status
MASTERPIZZA	1,241,353	6/7/83	Registered
P Design	904,848	12/22/70	Registered
PAPA GINO'S	1,135,377	5/13/80	Registered
PIZZA & MORE	1,204,948	8/10/82	Registered