

10-09-2001



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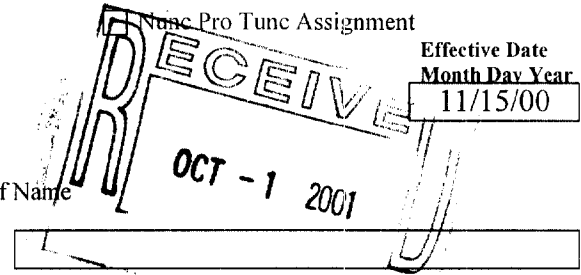
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

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

Conveyance Type

- Assignment License
- Security None Pro Tunc Assignment
- 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)
City State/Country Zip Code

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

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.)

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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.

10/05/2001 08:44:01 00000188 1771150
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TRADEMARK
REEL: 002379 FRAME: 0277

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="1,771,150"/>	<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): \$

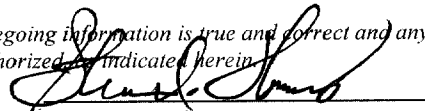
Method of Payment: Enclosed Deposit Account
Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

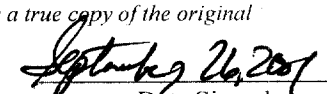
Deposit Account Number: #
Authorization to charge additional fees: Yes No

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.

Steven D. Thomas
Name of Person Signing


Signature


Date Signed

ASSIGNMENT
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Pursuant to that Security Agreement dated as of June 9, 1998 (the "Original Security Agreement") among the "Grantors" identified therein (the "Grantors") and NationsBank, N.A. (now known as Bank of America, N.A.), as Administrative Agent (in such capacity, the "Administrative Agent") for the lenders identified therein, the Grantors granted the Administrative Agent a continuing security interest in and continuing lien upon the trademarks, service marks and related registrations and applications (the "Trademarks"), respectively shown in Exhibit A attached hereto and incorporated herein.

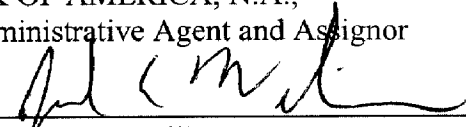
The Notice of Grant of Security Interest in Trademarks was recorded with the United States Patent and Trademark Office on June 1, 1999 at Reel 1906, Frame 0292.

As of November 15, 2000, the Original Security Agreement was amended, restated and replaced in its entirety by an Amended and Restated Security Agreement (the "Security Agreement") among the Grantors and Bank of America, N.A., as Collateral Agent (in such capacity, the "Collateral Agent") for the lenders referenced therein. In the Security Agreement the Grantors granted the Collateral Agent a continuing security interest in and continuing lien upon the Trademarks.

Bank of America, N.A., as Administrative Agent under the Original Security Agreement, hereby transfers and assigns its interest in and to the Security Agreement and security interest in and continuing lien upon the Trademarks to Bank of America, N.A., as Collateral Agent, with the right to exercise all powers set forth therein as Collateral Agent thereunder.

Very truly yours,

BANK OF AMERICA, N.A.,
as Administrative Agent and Assignor

By: 
Name: John E. Williams
Title: Managing Director

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Collateral Agent and Assignee

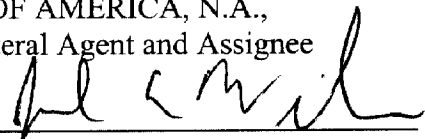
By: 
Name: John E. Williams
Title: Managing Director

EXHIBIT A

SCHEDULE OF TRADEMARK ASSIGNED

Grantor: Arrington Travel Center, Inc.

U.S. Registered Trademark

Mark	Registration No.	Registration Date
Impacct	1,771,150	5/18/93