

FORM PTO-1594 (Rev. 8-93)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0951-0011 (exp. 4/94)

Atty Docket No. 33441.204371

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

1. Name of conveying party(ies): Under The Yellow Sign, Inc.

- Individuals(s), Association, General Partnership, Limited Partnership, Corporation-State: Delaware, Other

Additional names(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies) Name: WH CAPITAL, LLC

Internal Address, Street Address: 5986 Financial Drive, City: Norcross State: Georgia Zip: 30091

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-Country, Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional names(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: October 17, 2001

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s) See Attached Schedule A

B. Trademark Registration No.(s) See Attached Schedule A

Additional numbers attached? Yes No

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

Name: William H. Brewster, Esq.

Internal Address: Kilpatrick Stockton LLP

Street Address: 1100 Peachtree Street, Suite 2800

City: Atlanta State: Georgia Zip: 30309-4530

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41).....\$ 415.00

Enclosed

Authorized to be charged to deposit account The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

11-0860

DO NOT USE THIS SPACE

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.

Lise Shettler Name of Person Signing

Rose Sketler Signature

January 23, 2002 Date

Total number of pages including cover sheet, attachments, and document: 15

TRADEMARK

REEL: 002402 FRAME: 0351

700010005

Schedule A Trademarks

Trademark Name	Goods	Application Number	Registration Number	Status
A UNIQUE AMERICAN PHENOMENON	Restaurant services.	76/196341		Pending
FASCIA DESIGN	Restaurant services.	76/202715		Pending
BUILDING DESIGN	Restaurant services.	76/203113		Pending
SCATTERED, SMOTHERED & COVERED	Prepared food, namely, potatoes(Cl.30); Restaurant services(Cl.42)	76/196342		Suspended
UNDER THE YELLOW SIGN	Restaurant services.	76/196339		Pending
AMERICA'S PLACE TO EAT	Restaurant services.	76/224540		Published
AMERICA'S PLACE TO WORK	Restaurant services.		2180400	Registered
AMERICA'S PLACE TO WORK; AMERICA'S PLACE TO EAT	Restaurant services.		1667081	Registered
AUNT MAGGIE'S	Pies for consumption on or off the premises.		1338236	Registered
GOOD FOOD FAST	Restaurant services.	75/894552		Published
GOOD FOOD FAST	Restaurant services.		1759304	Registered
PAPA JOE'S	Restaurant services.		1221241	Registered
W H COFFEE HOUSE	Restaurant services.		1207600	Registered
WAFFLE HOUSE	Lapel pins and wrist watches(Cl.14); Paper napkins, note pads, business cards, postcards, pens and bumper stickers(Cl.16); Ornamental novelty buttons, non-metal key rings and plastic name badges(Cl.20); Mugs, cups, water bottles, and beverage ware(Cl.21); Clothing, namely, shirts, t-shirts, jackets, ties and headgear(Cl.25)	76/216909		Pending
WAFFLE HOUSE (and design)	Restaurant services.		1463113	Registered
WH	Restaurant services.		1001174	Registered

TRADEMARK ASSIGNMENT

This Trademark Assignment is made and entered into as of October 17, 2001 (the "Effective Date"), between **Under The Yellow Sign, Inc.**, a Delaware corporation ("Assignor") and **WH Capital, LLC**, a Georgia limited liability company ("Assignee"):

WHEREAS, Assignor adopted and used or has a bona fide intent to use in the United States the trademarks, service marks, and trade names listed in the attached Exhibit A, (the "Marks"), in connection with the goods and services identified in Exhibit A, and is the owner of the Marks, and of the registrations and applications for the Marks identified in Exhibit A (the "Registrations and Applications"); and

WHEREAS, Assignor desires to transfer the Marks and the Registrations and Applications to Assignee; and

WHEREAS, Assignor desires to transfer to Assignee any related trademarks, service marks, or trade names developed and used in the future by Assignor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, the parties agree as follows:

1. Assignor assigns to Assignee all of Assignor's rights, title and interest in and to the Marks, including the Registrations and Applications, together with the good will of the business symbolized by the Marks.

2. Upon request of Assignee, Assignor will assign to Assignee all of Assignor's rights, title and interest in and to any trademarks, service marks, or trade names obtained, developed or used by Assignor after the Effective Date and associated with the provision of goods or services to which the Marks are related. In connection with said assignments, Assignor will execute such documents and provide such information and assistance as is reasonably required to effect the said assignments.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its authorized representative.

UNDER THE YELLOW SIGN, INC.

By: Jonathan S. Waller
Name: Jonathan S. Waller
Title: Vice President

Dated October 17, 2001

Exhibit A: Trademarks

Trademark Name	State/Country Name	Goods	Application Number	Registration Number	Status
WAFFLE HOUSE	Alabama	Restaurant services		108-215	Registered
WAFFLE HOUSE	Alabama	Prepared foods and ingredients of foods		108-214	Registered
WAFFLE HOUSE	Alabama	Restaurant franchising services		108-216	Registered
WAFFLE HOUSE	Arizona	Foods and ingredients of foods.		18943	Registered
W.H. COFFEE HOUSE	Arkansas	Advertising and business.		16580	Registered
WAFFLE HOUSE	Arkansas	Foods and ingredients of foods.		16522	Registered
W.H. COFFEE HOUSE	Arkansas	Restaurant services.		16480	Registered
WAFFLE HOUSE	Arkansas	Restaurant and food service to include advertising and technical assistance in the operation and assistance of franchised locations and wholesale marketing.		18520	Registered
WAFFLE HOUSE (and design)	California	Coffee, waffle batter, tea, cocoa.		102978	Registered
WAFFLE HOUSE (and design)	California	Packaged foods and food ingredients for wholesale and retail sale and prepared foods for restaurant sale, meats, eggs, poultry, jellies.		102979	Registered
WAFFLE HOUSE (and design)	California	Restaurant and food service.		48692	Registered
WAFFLE HOUSE (and design)	Colorado	Franchising restaurant.		19851010406	Registered
WAFFLE HOUSE (and design)	Colorado	Packaged foods and ingredients for wholesale and retail sale and prepared foods for restaurant sale.		19851013824	Registered
WAFFLE HOUSE (and design)	Connecticut	Packaged foods and food ingredients for wholesale and retail sale and prepared foods for restaurant sale.		3829	Registered
WAFFLE HOUSE (and design)	Connecticut	Retail restaurant and food service including advertising and technical assistance manuals and marketing of wholesale food and food ingredients.		3828	Registered
W.H. COFFEE HOUSE (and design)	Connecticut	Food and restaurant services.		4730	Registered
W.H. COFFEE HOUSE (and design)	Connecticut	Food and restaurant services.		4731	Registered
WAFFLE HOUSE	Florida	Restaurant and foods, and catering services		910675	Registered
WAFFLE HOUSE	Florida	Foods and ingredients of foods.		917851	Registered

Exhibit A: Trademarks

Trademark Name	State/Country Name	Goods	Application Number	Registration Number	Status
W.H. COFFEE HOUSE	Florida	Retail and wholesale marketing of food, food ingredients and related products, technical manuals, paper goods.		920684	Registered
W.H. COFFEE HOUSE	Florida	Restaurant and food service catering including retail and wholesale marketing of foods, food ingredients and related products, technical manuals, paper goods, advertising and franchising.		920685	Registered
COMMERCIAL ENERGY CONTROL (and design) PJ'S	Georgia	Services related to energy use and cost control consulting.		S-2366	Registered
PJ'S	Georgia	Restaurant and food service to include franchising.		S-2844	Registered
W.H. COFFEE HOUSE (and design) COMMERCIAL ENERGY CONTROL (and design) COMMERCIAL ENERGY CONTROL (and design) WAFFLE HOUSE	Georgia	Restaurant and food service to include franchising.		S-2843	Registered
WAFFLE HOUSE (and design)	Georgia	Foods and ingredients of foods.		T-82	Registered
WAFFLE HOUSE (and design)	Georgia	Services related to energy use and cost control consulting.		S-2359	Registered
WAFFLE HOUSE (and design)	Georgia	Services related to energy use and cost control consulting.		S-2360	Registered
WAFFLE HOUSE (and design)	Georgia	Restaurant and restaurant franchising services		S-19282	Registered
WAFFLE HOUSE (and design)	Georgia	Packaged foods and food ingredients for wholesale and retail and prepared for restaurant sale.		T-3633	Registered
WAFFLE HOUSE (and design) PAPA JOE'S (stylized)	Georgia	Restaurant and food services.		S-2987	Registered
WAFFLE HOUSE	Georgia	Restaurant and food services, including franchising.		S-434	Registered
WAFFLE HOUSE	Georgia	prepared takeout food namely, eggs, grits, toast, bacon, waffles, hash browns, sausage, chicken, steak, hamburgers and salad		T-19402	Registered
WAFFLE HOUSE	Illinois	Restaurant and food service including advertising, technical assistance in the operation and		42320	Registered

Exhibit A: Trademarks

Trademark Name	State/Country Name	Goods	Application Number	Registration Number	Status
WAFFLE HOUSE	Illinois	assistance of franchising locations and wholesale marketing.		45952	Registered
W.H. COFFEE HOUSE (and design)	Indiana	Packaged foods and food ingredients for wholesale and retail sale and prepared foods for restaurant sale.		5009-2084	Registered
W.H. COFFEE HOUSE (and design)	Indiana	Restaurant and food service operations including retail and wholesale marketing of foods, food ingredients and related products, technical manuals, paper goods, advertising and franchising.		5009-2085	Registered
WAFFLE & STEAK (and design)	Indiana	Restaurant and food service to include advertising and technical assistance in the operation of restaurants.		1997-0460	Registered
W.H. COFFEE HOUSE (and design)	Indiana	Restaurant and food service operations including retail and wholesale marketing of foods, food ingredients and related products, technical manuals, paper goods, advertising and franchising.		5009-2086	Registered
WAFFLE HOUSE	Indiana	wholesale marketing of foods, food ingredients and related products, technical manuals, paper goods, advertising and franchising.		2001-0203	Registered
WAFFLE HOUSE	Indiana	Restaurant services		2001-0202	Registered
WAFFLE & STEAK (and design)	Indiana	Prepared foods and ingredients of foods		1997-0461	Registered
WAFFLE HOUSE	Indiana	Restaurant and food service to include advertising and technical assistance in the operation of restaurants.		2001-0204	Registered
WAFFLE HOUSE	Iowa	Restaurant franchising services		7970	Registered
WAFFLE HOUSE		Advertising and business.			Registered

Exhibit A: Trademarks

Trademark Name	State/Country Name	Goods	Application Number	Registration Number	Status
WAFFLE HOUSE (and design) WAFFLE HOUSE	Iowa Kansas	Food and ingredients of food. Packaged foods and food ingredients for wholesale and retail sale and prepared foods for restaurant sale.		2067	Registered Registered
WAFFLE HOUSE	Kansas	Restaurant and food service to include advertising, technical assistance in the operation and assistance of franchised locations, and wholesale marketing.			Registered
WAFFLE HOUSE (and design)	Kentucky	Packaged foods and food ingredients.		11805	Registered
WAFFLE HOUSE WAFFLE HOUSE	Kentucky Louisiana	Packaged foods and ingredients for wholesale and retail sale and prepared foods for restaurant sale.		10277	Registered Registered
WAFFLE HOUSE (and design) W.H. COFFEE HOUSE W.H. COFFEE HOUSE WAFFLE HOUSE WAFFLE HOUSE WAFFLE HOUSE	Louisiana Louisiana Louisiana Maryland Maryland Maryland	Advertising and business. Advertising and business. Foods and ingredients of foods Restaurant services Advertising and business		2001-01252	Registered Registered Registered Registered Pending Registered Registered
WAFFLE HOUSE (and design)	Massachusetts	Packaged food and food ingredients for wholesale and retail sale and prepared foods for restaurant sale.		2001-01253 54727	Registered Registered
WAFFLE HOUSE (and design)	Massachusetts	Restaurant and food service to include advertising and technical assistance in the operation of restaurants.		54724	Registered
WAFFLE HOUSE (and design)	Massachusetts	Packaged food and food ingredients for wholesale and retail sale and prepared foods for restaurant sale.		54726	Registered
WAFFLE HOUSE (and design)	Massachusetts	Restaurant and food service to include advertising and technical assistance in the operation of restaurants.		54725	Registered
WAFFLE HOUSE	Michigan	Restaurant and food services		MC9-036	Registered

Exhibit A: Trademarks

Trademark Name	State/Country Name	Goods	Application Number	Registration Number	Status
WAFFLE HOUSE (and design) WAFFLE HOUSE (and design)	Minnesota Minnesota	including advertising and technical assistance manuals; marketing of wholesale food ingredients. Coffee and waffle batter. Restaurant and food service to include advertising and technical assistance in the operation of restaurants.		26507 26505	Registered Registered
WAFFLE HOUSE (and design) W.H. COFFEE HOUSE (and design)	Minnesota Mississippi	Meats and eggs. Restaurant and food service to include franchising.		26506	Registered Registered
WAFFLE HOUSE WAFFLE HOUSE WAFFLE HOUSE (and design)	Mississippi Mississippi Mississippi	Restaurant franchising services Restaurant services Retail restaurant and food services including advertising and technical assistance and marketing of wholesale food and food ingredients. Prepared foods and ingredients of foods			Registered Registered Registered
WAFFLE HOUSE WAFFLE HOUSE (and design)	Mississippi Mississippi	Packaged foods and food ingredients for wholesale and retail sale. Prepared foods for restaurant sale.			Registered Registered
W.H. COFFEE HOUSE (and design) WAFFLE HOUSE	Missouri Missouri	Restaurant and food service. Prepared foods and ingredients of foods		S-6756 015450	Registered Registered
WAFFLE HOUSE WAFFLE HOUSE WAFFLE HOUSE (and design)	Missouri Missouri Missouri	Restaurant services. Restaurant franchising services. Restaurant and food service including advertising and technical assistance manuals; marketing of wholesale food ingredients.		S015451 13979	Registered Pending Registered
WAFFLE HOUSE (and design) W.H. COFFEE HOUSE (and design)	Missouri Missouri	Food and food ingredients for wholesale and retail sale; prepared foods for restaurant sale. Restaurant and food service to include franchising.		13980 S-6755	Registered Registered

Exhibit A: Trademarks

Trademark Name	State/Country Name	Goods	Application Number	Registration Number	Status
WAFFLE HOUSE (and design)	Nebraska	Restaurant and food service; wholesale and retail marketing of food and food ingredients.		679534	Registered
WAFFLE HOUSE (and design)	Nebraska	Restaurant and food service; wholesale and retail marketing of food and food ingredients.		683515	Registered
WAFFLE HOUSE (and design)	New Jersey	Restaurant and food service to include advertising and technical assistance in the operation of restaurants.		14863	Registered
WAFFLE HOUSE (and design)	New Jersey	Packaged foods and food ingredients for wholesale and retail sale and prepared foods for restaurant sale; coffee, meats, waffle batter, carry-out containers, eggs, paper goods in restaurant.		14862	Registered
WAFFLE HOUSE	New Mexico	Restaurant and food services.		TN93092313	Registered
WAFFLE HOUSE (and design)	New Mexico	Packaged foods and food ingredients for wholesale and retail sale and prepared foods for restaurant sale.		TK97060503	Registered
WAFFLE HOUSE	North Carolina	Restaurant services		T-16546	Registered
WAFFLE HOUSE (and design)	North Carolina	Foods and ingredients of foods.		T-2723	Registered
WAFFLE HOUSE (and design)	North Carolina	Restaurant and food services to include advertising and technical assistance manuals.		T-2724	Registered
WAFFLE HOUSE	North Carolina	Prepared foods and ingredients of foods		T-16545	Registered
WAFFLE HOUSE	North Carolina	Restaurant franchising services		T-16543	Registered
WAFFLE HOUSE	Ohio	Restaurant franchising services			Pending
WAFFLE HOUSE	Ohio	Prepared foods and ingredients of foods			Pending
W.H. COFFEE HOUSE	Ohio	Advertising and business.		3813	Registered
W.H. COFFEE HOUSE	Ohio	Restaurant services.		3814	Registered
WAFFLE HOUSE	Ohio	Restaurant services			Pending
W.H. COFFEE HOUSE (and design)	Oklahoma	Advertising and business.		16640	Registered
WAFFLE HOUSE	Oklahoma	Foods and ingredients of foods.		28747	Registered

TRADEMARK

REEL: 002402 FRAME: 0360

Exhibit A: Trademarks

Trademark Name	State/Country Name	Goods	Application Number	Registration Number	Status
WAFFLE HOUSE	Oklahoma	Restaurant and food services.		28748	Registered
WAFFLE HOUSE	Oklahoma	Prepared foods and ingredients of foods;			Pending
		Restaurant services;			
WAFFLE HOUSE	Pennsylvania	Restaurant franchising services		2997168	Registered
WAFFLE HOUSE	Pennsylvania	Prepared foods and ingredients of foods			
WAFFLE HOUSE	Pennsylvania	Restaurant franchising services		2997170	Registered
WAFFLE HOUSE	Pennsylvania	Restaurant services		2997169	Registered
WAFFLE HOUSE (and design)	Rhode Island	Packaged foods and food ingredients, wholesale and retail sale and prepared foods for restaurant sale.		770714	Registered
WAFFLE HOUSE (and design)	Rhode Island	Retail restaurant and food service including advertising and technical assistance manuals and marketing of wholesale food and food ingredients.		770715	Registered
WAFFLE HOUSE	South Carolina	Prepared foods and ingredients for foods			Registered
WAFFLE HOUSE (and design)	South Carolina	Packaged foods and food ingredients for wholesale and retail sale and prepared foods for restaurant sale.			Registered
WAFFLE HOUSE (and design)	South Carolina	Restaurant and food service including advertising and technical assistance manuals and marketing of wholesale food and food ingredients.			Registered
WAFFLE HOUSE	South Carolina	Restaurant franchising services (Cl. 35);			Registered
WAFFLE HOUSE (and design)	Tennessee	Restaurant services (Cl. 42)			Registered
		Packaged foods and food ingredients for wholesale and retail sale and			

Exhibit A: Trademarks

Trademark Name	State/Country Name	Goods	Application Number	Registration Number	Status
WAFFLE HOUSE (stylized)	Tennessee	prepared foods for restaurant sale.			Registered
WAFFLE HOUSE	Tennessee	Restaurant and food service to include franchising.			Registered
WAFFLE HOUSE	Texas	Restaurant services			Pending
		Prepared foods and ingredients of foods;			
		Restaurant services; and			
WAFFLE HOUSE (and design)	Texas	Restaurant franchising services		56860	Registered
		Packaged foods and food ingredients for wholesale and retail sale and prepared foods for restaurant sale.			
WAFFLE HOUSE (and design)	Texas	Retail restaurant and food service including advertising and technical assistance manuals and marketing of wholesale food and food ingredients.		56861	Registered
A UNIQUE AMERICAN PHENOMENON	United States of America	Restaurant services.	76/196341		Pending
FASCIA DESIGN	United States of America	Restaurant services.	76/202715		Pending
BUILDING DESIGN	United States of America	Restaurant services.	76/203113		Pending
SCATTERED, SMOTHERED & COVERED	United States of America	Prepared food, namely, potatoes(Cl.30);	76/196342		Suspended
UNDER THE YELLOW SIGN	United States of America	Restaurant services(Cl.42)	76/196339		Pending
WAFFLE HOUSE	United States of America	Lapel pins and wrist watches(Cl.14); Paper napkins, note pads, business cards, postcards, pens and bumper stickers(Cl.16);	76/216909		Pending

Exhibit A: Trademarks

Trademark Name	State/Country Name	Goods	Application Number	Registration Number	Status
		Ornamental novelty buttons, non-metal key rings and plastic name badges(Cl.20);			
		Mugs, cups, water bottles, and beverageware(Cl.21);			
		Clothing, namely, shirts, t-shirts, jackets, ties and headgear(Cl.25)			
WAFFLE HOUSE (and design)	Utah	Retail restaurant and food service including advertising and technical assistance manuals and marketing of wholesale food and ingredients.		23852	Registered
WAFFLE HOUSE (and design)	Utah	Packaged foods and food ingredients for wholesale and retail sale and prepared foods for restaurant sale.		23851	Registered
WAFFLE HOUSE	Virginia	Retail restaurant and food service including advertising and technical assistance manuals and marketing of wholesale food and food ingredients.			Registered
WAFFLE HOUSE	Virginia	Packaged foods and food ingredients for wholesale and retail sale and prepared foods for restaurant sale.			Registered
WAFFLE HOUSE (and design)	Washington	Retail restaurant and food service, including marketing of wholesale food and food ingredients.		10196	Registered
WAFFLE HOUSE (and design)	Washington	Packaged foods and food ingredients for wholesale and retail sale, and prepared foods for restaurant sales.		10197	Registered
WAFFLE HOUSE	West Virginia	Prepared foods and ingredients of foods (Cl. 30);		1006633	Registered
		Restaurant franchising services; and			
		Restaurant services (Cl. 42)			

Exhibit A: Trademarks

Trademark Name	State/Country Name	Goods	Application Number	Registration Number	Status
WAFFLE HOUSE (and design)	Wisconsin	Both raw and prepared food ingredients for retail and wholesale marketing; batter mix, jellies, syrup, sugar, coffee, and various meat products.		24315	Registered
WAFFLE HOUSE (and design)	Wisconsin	Advertising material, paper goods technical assistance manuals to be used in the food service industry, retail restaurant and food service including advertising and technical assistance manuals and marketing of wholesale food and food ingredients.		24314	Registered
AMERICA'S PLACE TO EAT	USA	Restaurant services.	76/224540		Published
AMERICA'S PLACE TO WORK	USA	Restaurant services.		2180400	Registered
AMERICA'S PLACE TO WORK;	USA	Restaurant services.		1667081	Registered
AMERICA'S PLACE TO EAT					
AUNT MAGGIE'S	USA	Pies for consumption on or off the premises.		1338236	Registered
GOOD FOOD FAST	USA	Restaurant services.			Published
GOOD FOOD FAST	USA	Restaurant services.	75/894552		Registered
PAPA JOE'S	USA	Restaurant services.		1759304	Registered
W H COFFEE HOUSE	USA	Restaurant services.		1221241	Registered
WAFFLE HOUSE	USA	Lapel pins and wrist watches(Cl.14);	76/216909		Registered
		Paper napkins, note pads, business cards, postcards, pens and bumper stickers(Cl.16);			Pending
		Ornamental novelty buttons, non-metal key rings and plastic name badges(Cl.20);			
		Mugs, cups, water bottles, and beverageware(Cl.21);			

Exhibit A: Trademarks

Trademark Name	State/Country Name	Goods	Application Number	Registration Number	Status
WHAFFLE HOUSE (and design) WH	USA USA	Clothing, namely, shirts, t-shirts, jackets, ties and headgear(Cl.25) Restaurant services. Restaurant services.		1463113 1001174	Registered Registered