

02-11-2002



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

1. Name of conveying party(ies):

JPMORGAN CHASE BANK FORMERLY KNOWN AS THE CHASE MANHATTAN BANK SUCCESSOR BY MERGER TO MORGAN GUARANTY TRUST COMPANY OF NEW YORK
270 Park Avenue - 31st Floor
New York, NY 10017-2070

- Individual(s)
- General Partnership
- Corporation
- Other: a Banking Corporation of New York
- Merger
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: **Release of Security Interest**
- Merger
- Change of Name

Effective date: **January 2, 2002**

2. Name and address of receiving party(ies):

FRANCHISE SYSTEM HOLDINGS, INC.
249 East Ocean Boulevard
Long Beach, CA

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation of Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached list

Additional numbers attached: Yes No

1337393

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

Edward T. Colbert, Esq.
KENYON & KENYON
1500 K Street, NW
Suite 700
Washington, DC 20005-1257

6. Total number of applications and registrations involved: 37

7. Total fee (37 CFR 3.41): \$940.00
 Enclosed
 Authorized to be charged to Deposit Account

8. Deposit account number: 11-0600
(Attach duplicate copy of this page if paying by deposit account)

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.

Anne Grosheitsch
Name of Person Signing

Signature

February 5, 2002
Date

Total number of pages, including cover sheet, attachments and document: 8

02/08/2002 GTON11 00000101 110600 1337393

01 FC:481 40.00 CH
02 FC:482 900.00 CH

SCHEDULE A

1,337,393	BEST YEARS
780,480	LUXURY FOR LESS
718,705	RAMADA INN
741,047	RAMADA INN & Design
855,755	RAMADA INN Design
1,404,422	RAMADA REGULAR AWARDS PROGRAM
1,191,422	RAMADA & Design
1,297,103	RECREATRIUM
976,130	RAMADA
854,323	RAMADA INN
849,591	RAMADA
1,099,050	ROOMFINDER
1,402,564	ROMMFINDER II
1,402,476	RAMADACHEC (Stylized)
1,276,587	RAMADA HOTEL
1,026,369	Circle and Swirls Design
1,274,672	EXECU-RES
1,025,367	INFO 2001 (Stylized)
1,050,331	RAMADA REGULARS
977,005	RAMADA Design
973,610	R & Design
957,452	SURERATE (Stylized)
1,572,568	RAMADA SUITES
1,402,530	VENUES & Design
891,716	LUXURY FOR LESS (Stylized)
952,885	Animated Design (Innkeeper)

1,037,058	Animated Design (Turtle)
1,235,007	BRASS STAR
979,584	CAMP INN & Design
886,035	GOLDEN HARVEST
1,236,846	LA MARTINE
1,233,063	THEODORA'S
1,040,790	WELCOME HOME & Design
976,131	RAMADACAR & Design
976,584	Design
72/372,407	Sunburst Design
72/372,406	RADCO DEVELOPMENT & Design

RELEASE OF SECURITY INTEREST

This RELEASE OF SECURITY INTEREST is effective as of January 2, 2002, and is made by JPMORGAN CHASE BANK FORMERLY KNOWN AS THE CHASE MANHATTAN BANK SUCCESSOR BY MERGER TO MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York Banking corporation, doing business at 270 Park Avenue, 31st Floor, New York, NY 10017-2070 ("Agent"), in favor of FRANCHISE SYSTEM HOLDINGS, INC., a Delaware Corporation, doing business at 249 East Ocean Boulevard, Long Beach, CA ("Grantor").

WITNESSETH:

WHEREAS, on or about November 15, 1990, Grantor granted to Agent a lien on and security interest in the general intangibles of Grantor, including Grantor's trademarks as listed in Schedule I, and certain related rights, interests and assets; and

WHEREAS, the aforementioned security interest was reflected in a duly executed document entitled "TRADEMARK SECURITY AGREEMENT," which recorded on November 29, 1990 at Reel No. 775, Frame Nos. 335 through 341 of the records of the Assignment Division of the United States Patent and Trademark Office; and

WHEREAS, for good and valuable consideration, Agent has agreed to release the aforementioned security interest,

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:


1. Agent hereby irrevocably cancels and terminates the "TRADEMARK SECURITY AGREEMENT" and hereby irrevocably releases its lien on, security interest in, conditional assignment of, and any other interests of whatever kind or nature in or to, any and all general intangibles, intellectual property rights or interests, or proprietary rights or interests ever held or owned by Grantor, including without limitation all rights, interests and assets referred to in the aforesaid "TRADEMARK SECURITY AGREEMENT" which rights, interests and assets specifically include, without limitation, the "Trademarks" as defined in the "TRADEMARK SECURITY AGREEMENT" and which "Trademarks" specifically include, without limitation, those trademarks and corresponding United States registrations and applications set forth in Schedule A attached hereto.

2. Agent agrees to execute, deliver and record any and all documents, and to perform any and all acts, requested by Grantor to memorialize, effectuate, confirm or carry out the terms and provisions of this Release of Security Interest.

IN WITNESS WHEREOF, this Release of Security Interest is effective the date and year above first written.

JPMORGAN CHASE BANK FORMERLY KNOWN AS THE CHASE MANHATTAN BANK SUCCESSOR BY MERGER TO MORGAN GUARANTY TRUST COMPANY OF NEW YORK

Dated: 2/4/2002

By: 
 Name: CHRISTINA GOULD
 Title: VICE PRESIDENT

SCHEDULE A

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KENYON & KENYON

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RECORDED: 02/05/2002

TRADEMARK
REEL: 002440 FRAME: 0490