



10-16-2002



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RECOR

TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies):
MRO Mid-Atlantic Corp. 10-10-02

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

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

2. Name and address of receiving party(ies):
Name: Roy Rogers Franchise Company, L.L.C.
Internal Address:
Street Address: 4 South McCain Drive
City: Frederick
State: MD Zip: 21703

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: _____
 Other: Limited Liability Company - Maryland

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

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: July 12, 2002

4. Application Number(s) or Registration Number(s):
A. Trademark Application No.(s):
B. Trademark Registration No.(s):

2,058,092	1,447,946	1,072,917
1,844,584	1,174,613	1,061,424
1,843,069	1,165,024	882,909

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Cynthia C. Henderson
Fulbright & Jaworski, LLP
Internal Address: _____
Street Address: 801 Pennsylvania Avenue, NW
City: Washington State: DC Zip: 20004

6. Total Number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41) \$ 240.00
 Enclosed
 Authorized to be charged to Deposit Account
 Authorized to be charged to credit card (Form 2038 enclosed)

8. Deposit account number: 06-2375
(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.

Cynthia C. Henderson [Signature] October 10, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

40.00 UP
200.00 UP
10/16/2002 L MUELLER 0000213 2055092
01 FC:4521
02 FC:4522

ASSIGNMENT OF MARKS

THIS ASSIGNMENT OF MARKS is made as of July 12, 2002, by MRO Mid-Atlantic Corp., a Delaware corporation ("Assignor"), to Roy Rogers Franchise Company, L.L.C., a Maryland limited liability company ("Assignee").

This Assignment of Marks is made pursuant to that certain Asset Purchase Agreement (the "Agreement") dated as of June 17, 2002, between Assignor and Assignee with respect to certain assets relating to the business of franchising or licensing ROY ROGERS restaurant outlets.

Assignor is a corporation organized under the laws of the State of Delaware and has its principal office at 1 Blue Hill Plaza, P.O. Box 1588, Pearl River, New York 10965-8588, and is the owner of the right, title, and interest in, to, and under the trademarks, trade names and service marks which are listed on Schedule 1 attached hereto, and all registrations thereof and applications therefor (the "Marks").

Assignee is a limited liability company organized under the laws of the State of Maryland, having its principal office at 4 South McCain Drive, Frederick, Maryland 21703, and desires to acquire the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and pursuant to the Agreement, Assignor hereby sells, transfers, assigns, conveys and delivers to Assignee, its successors and assigns, all of Assignor's right, title and interest in, to, and under the Marks together with the goodwill associated therewith (including the registrations thereof and applications therefor, wherever filed), free and clear of Liens except Permitted Liens, together with any state or common law rights in the Marks, all rights of priority, and all claims of damage by reason of any past infringement of the Marks and their respective registrations with the right to sue and collect for same.

Capitalized terms used herein and not defined shall have the respective meanings set forth in the Agreement.

[SIGNATURE PAGE FOLLOWS]

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SIGNATURE PAGE TO ASSIGNMENT OF MARKS

IN WITNESS WHEREOF, Assignor has duly executed this Assignment as of the date first set forth above.

ASSIGNOR:

MRO MID-ATLANTIC CORP.

By: 

Name: David J. Gordon

Title: President

SCHEDULE 1 TO ASSIGNMENT OF MARKS

Federal

Reg. No.	Mark	Class(es)	Reg. Date	Status	Next Maint. Action
2,058,092	ROY ROGERS & Design (service mark)	42	4/29/97	Registered	Declaration of Continued Use due 4/29/03
1,844,584	ROY'S ROASTERS & Design (trademark)	29	7/12/94	Registered	Renewal application due 7/12/04
1,843,069	ROY'S ROASTERS (trademark)	29	7/5/94	Registered	Renewal application due 7/5/04
1,447,946	FIXIN'S BAR (service mark)	42	7/14/87	Registered	Renewal application due 7/14/07
1,174,613	ROY ROGERS ROAST BEEF BURGERS CHICKEN & Design (service mark)	42	10/20/81	Registered	Renewal application due 10/20/11
1,165,024	ROY ROGERS (stylized) (service mark)	42	8/11/81	Registered	Renewal application due 8/11/11
1,072,917	ROY ROGERS FAMILY RESTAURANT & Design (service mark)	42	9/6/77	Registered	Renewal application due 9/6/07
1,061,424	DOUBLE-R-BAR BURGER (service mark)	42	3/15/77	Registered	Renewal application due 3/15/07
882,909	ROY ROGERS (trademark/service mark)	16; 29; 30; 32; 35; 42	12/23/69	Registered	Renewal application due 12/23/09

State

Reg. No.	Mark	Class(es)	State	Reg. Date	Status	Next Maint. Action
16,866	ROY ROGERS (trademark)	29; 30; 31	Arizona	7/15/79	Registered	Renewal application due 7/14/09
8,396	ROY ROGERS (service mark)	42	Connecticut	10/21/91	Registered	Renewal application due 10/21/06
15,424	ROY ROGERS (trademark)	29; 30; 31	Delaware	11/3/69	Registered	Renewal application due 11/3/09
T14,714	ROY ROGERS (trademark)	29; 30; 31	Florida	7/11/91	Registered	Renewal application due 7/11/11
7182	ROY ROGERS (trademark)	29; 30; 31	Maryland	7/23/69	Registered	Renewal application due 7/23/09
S2500	ROY ROGERS (service mark)	42	Maryland	7/23/69	Registered	Renewal application due 7/23/09
21,498	ROY ROGERS (service mark)	42	Massachusetts	10/30/69	Registered	Renewal application pend: ng
3,015	ROY ROGERS (service mark)	42	New Jersey	8/10/81	Registered	Renewal application due 8/10/06
S-12,859	ROY ROGERS (service mark)	42	New York	11/17/81	Registered	Renewal application due 11/17/11
TM 5,990	ROY ROGERS (trademark)	29; 30; 31	Ohio	7/31/69	Registered	Renewal application due 7/31/09
778,721	ROY ROGERS (service mark)	42	Pennsylvania	2/8/80	Registered	Renewal application due 2/8/10
778,720	ROY ROGERS (trade mark)	29; 30; 31	Pennsylvania	9/4/69	Registered	Renewal application due 9/4/04
4,210	ROY ROGERS (trademark)	29	Virginia	9/6/91	Registered	Renewal application due 9/6/06
1,153	ROY ROGERS (service mark)	42	Virginia	9/6/91	Registered	Renewal application due 9/6/06

Foreign

Reg. No.	Mark	Country	Reg. Date	Status	Next Maint. Action
TMA 179,646	ROY ROGERS	Canada	11/26/71	Registered	Renewal application due 2/21/17
3146909	ROY ROGERS	Japan	4/30/96	Registered	Renewal application due 4/30/06
3031266	ROY ROGERS	Japan	3/31/95	Registered	Renewal application due 3/31/05
3031265	ROY ROGERS	Japan	3/31/95	Registered	Renewal application due 3/31/07
3031264	ROY ROGERS	Japan	3/31/95	Registered	Renewal application due 3/31/05
2640143	ROY ROGERS	Japan	3/31/94	Registered	Renewal application due 3/31/04
2234852	ROY ROGERS	Japan	6/28/90	Registered	Renewal application due 6/28/09
2168151	ROY ROGERS	Japan	9/29/89	Registered	Renewal application due 9/29/09
2168150	ROY ROGERS	Japan	9/29/89	Registered	Renewal application due 9/29/09
812184661	ROY ROGERS	Brazil	8/18/87	Registered	Renewal application due 8/18/07
812039394	ROY ROGERS & Design	Brazil	8/18/87	Registered	Renewal application due 8/18/07
95/07132	ROY ROGERS	South Africa	1/21/99	Registered	Renewal application due 6/6/05
92/10430	ROY ROGERS	South Africa	11/27/92	Registered	Renewal application pending
92/10429	ROY ROGERS	South Africa	11/27/92	Registered	Renewal application pending
92/10428	ROY ROGERS	South Africa	11/27/92	Registered	Renewal application pending
220372	ROY ROGERS & Design	South Korea	11/27/92	Registered	Renewal application due 8/27/11
217213	ROY ROGERS & Design	South Korea	7/22/91	Registered	Renewal application due 7/22/11
212318	ROY ROGERS & Design	South Korea	4/8/91	Registered	Renewal application due 4/8/11

Foreign - Pending Application

Serial No.	Mark	Country	Filing Date
40-2002-3759	ROY ROGERS & Design	South Korea	1/24/02