

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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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):

National Restaurant Management, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: February 19, 2003

2. Name and address of receiving party(ies)

Name: Trademark Holding, Inc.

Internal

Address: _____

Street Address: 560 Fifth Avenue

City: New York State: NY Zip: 10036

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- 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)

76/070,506
76/079,396

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Doreen L. Costa

Internal Address:

BAKER BOTTS L.L.P.

Street Address

30 Rockefeller Plaza
43rd Floor

City: New York State: NY Zip: 10112

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 80.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-4377

(Attach duplicate copy of this page if paying by deposit account)

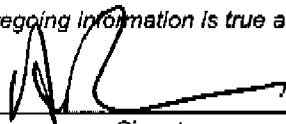
DO NOT USE THIS SPACE

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.

Abigail A. Rubinstein

Name of Person Signing



Signature

February 20, 2003

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT

WHEREAS, National Restaurant Management, Inc. (hereinafter "Assignor"), a corporation organized and existing under the laws of the State of Delaware, having a place of business at 560 Fifth Avenue, New York, NY 10036, is the owner of all right, title and interest in and to the trademarks identified in Schedule A attached hereto, the application thereof, and the goodwill thereof; and

WHEREAS, Trademark Holding, Inc. (hereinafter "Assignee"), a corporation organized and existing under the laws of the State of New York, with a place of business at 560 Fifth Avenue, New York, NY 10036, is desirous of acquiring said trademark identified in Schedule A attached hereto, the application thereof, and the goodwill thereof:

NOW, THEREFORE:

In consideration of and in exchange for the good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Assignor does hereby assign unto Assignee all its rights, title and interest in and to the said trademark identified in Schedule A attached hereto and the United States application thereof, together with the goodwill of the business symbolized by such trademarks, and insofar as the application has been filed based on an intent-to-use, that portion of the business to which the trademark pertains. Assignor further assigns to Assignee the right to sue and recover damages and profits for past infringements, if any.

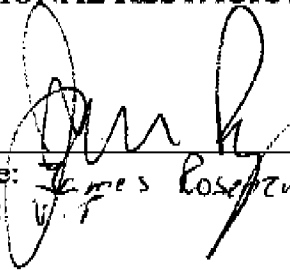
This Assignment shall be effective as of the 19 day of the month of Feb.,

2003.

IN WITNESS WHEREOF, the parties have caused this Assignment to be signed by their respective and duly authorized officer(s) or agent(s) on the date set forth below.

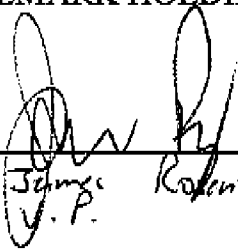
NATIONAL RESTAURANT MANAGEMENT, INC.

Dated: 2/19/03

By: 
Name: James Rosenzweig
Title: V.P.

TRADEMARK HOLDING, INC.

Dated: 2/19/03

By: 
Name: James Rosenzweig
Title: V.P.

SCHEDULE A

<u>Trademark</u>	<u>Reg. No./App. No.</u>	<u>Goods/Services</u>
LINDY'S	76/070,506	cheesecake in International Class 30; and restaurant and catering services in International Class 42
LEO LINDY'S	76/079,396	restaurant and catering services in International Class 42