

FORM PTO 1594
(Rev. 6-93)

RECORDATION COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

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

1. Name of conveying party(ies):

Boston Pizza International, Inc.

- Individual(s)
- General Partnership
- Corporation - Canada
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: BP International Rights Holdings Inc.

Internal Address:

Street Address: 1200-200 Burrard Street

City: Vancouver, British Columbia, Canada V7X 1T2

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Canada
- 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

3. Nature of conveyance:

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

Execution Date: July 17, 2002

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

A. Trademark Application No.(s): 76/370682 and 74/628476

B. Trademark Registration No.(s): 1,838,006

Additional numbers attached? Yes No

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

Name: Byron R. Jacobson

Internal Address: Dorsey & Whitney LLP

Street Address: 370 17th Street, Suite 4700

City: Denver State: CO ZIP: 80202-5647

6. Total Number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00
 Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 04-1415

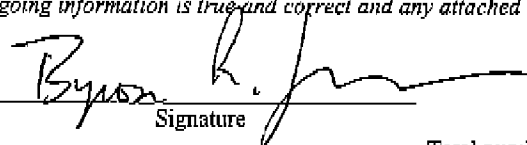
(Attach duplicate copy of this page if paying by deposit account)

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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.

Byron R. Jacobson
Name of Person Signing


Signature

March 14, 2003
Date

Total number of pages comprising cover sheet: 2

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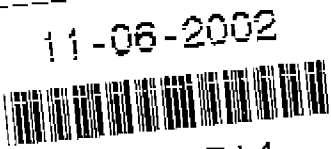
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Washington, D.C. 20231

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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.

Byron R. Jacobson
Name of Person Signing

Signature

October 4, 2002
Date

Total number of pages comprising cover sheet: 1

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02 FC:8522

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TRADEMARK

REEL: 2618 FRAME: 0377

Addendum to RECORDATION FORM COVER SHEET

Assignment from Boston Pizza International, Inc. to

BP International Rights Holdings Inc.

3. Nature of Conveyance

Other:

To correct the brief to read "Assignment" on a document recorded on October 8, 2002 at Reel/Frame: 002611/0513, to change Assignee's name to "BP International Rights Holdings Inc." and to add "Canada" to Assignee's address.

ASSIGNMENT – US TRADEMARKS

This Assignment is made as of the 17th day of July, 2002, BETWEEN **BOSTON PIZZA INTERNATIONAL INC.** (hereinafter called the "Assignor") whose full post office address is 5500 Parkwood Way, Richmond, British Columbia, V6V 2M4 AND **BP INTERNATIONAL RIGHTS HOLDINGS INC.** (hereinafter called the "Assignee"), whose full post office address is 1200 – 200 Burrard Street, Vancouver, British Columbia V7X 1T2.

WHEREAS, Assignor is the owner of the trademarks and trademark applications in the form more fully described in **Exhibit A** hereto (the "Marks");

WHEREAS, Assignor has filed applications, indicating the intention to use the Marks, but has not yet filed allegations of use under §§ 1(c) or 1(d) of the Lanham Act;

WHEREAS, Assignor is assigning the Marks in the above-identified applications as part of the entire business or portion thereof to which the Marks pertain as required by § 10 of the Lanham Act;


WHEREAS, Assignor desires to assign and Assignee desires to receive all of Assignor's right, title and interest in and to the Marks, together with the portion of the business to which the Marks pertain and the goodwill associated therewith.

NOW THEREFORE for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, assigns and sets over unto Assignee, its successors and assigns, all of Assignor's entire right, title and interest in and to the Marks, in the United States of America, together with the portion of the business to which the Marks pertain and the goodwill associated therewith, all common law rights related thereto, all rights of registration, renewal and extension, and the right to recover for claims for damages and profits for past infringements thereof.

Assignor agrees to execute and deliver at the request of the Assignee all papers, instruments, and assignments, and to perform any other reasonable acts Assignee may request in order to vest all of Assignor's right, title, and interest in and to the Marks in Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in the possession or control of Assignor.

IN WITNESS WHEREOF the parties have executed these presents as of the date first above written.

BOSTON PIZZA INTERNATIONAL INC.

By: 
[signature of representative]

Name: George Melville
Title: Chief Executive Officer

BP INTERNATIONAL RIGHTS HOLDINGS INC.

By: 
[signature of representative]

Name: Michael Cordoba
Title: President

EXHIBIT A

	<u>Trade-mark</u>	<u>Country</u>	<u>Registration No.</u>	<u>Application No.</u>
1.	BOSTON'S THE GOURMET PIZZA	USA	1,838,006	
2.	BOSTON PIZZA QUICK EXPRESS	USA	N/A	74/628,476
3.	BOSTON'S THE GOURMET PIZZA RESTAURANT & SPORTS BAR	USA	N/A	76/370,682