

Form PTO-1594
(Rev. 10/02)
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):
The Marcus Corporation

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

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

3. Nature of conveyance:

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

Execution Date: 11/03/1992

2. Name and address of receiving party(ies)

Name: The Marcus Corporation
Internal
Address: Suite 1700

Street Address: 250 East Wisconsin Avenue

City: Milwaukee State: WI Zip: 53202

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Wisconsin
- 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)

1236871, 1243322

Additional number(s) attached Yes No

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

Name: John M. Manion

Internal Address: Ryan Kromholz & Manion, S.C.

Street Address: P O Box 26618

City: Milwaukee State: WI Zip: 53228-0618

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-2360

DO NOT USE THIS SPACE

9. Signature.

John M. Manion, Reg. No. 38,957

Name of Person Signing


Signature

3/28/03

Date

Total number of pages including cover sheet, attachments, and document: 5

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

CERTIFICATE OF TRANSMISSION

I hereby certify that this correspondence is being facsimile transmitted to the United States Patent and Trademark Office, Assignment Recordation Services, Facsimile No. 703 306-5995 on 28 March 2003.

By: *Barbara J. Mueller*
Barbara J. Mueller

Dated: *3/28/03*

Form 31-C
Secretary of State
WISCONSIN
6/92

United States of America
State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS LA FOLLETTE, Secretary of State of the State of Wisconsin,
do hereby certify that

THE MARCUS CORPORATION

is a domestic corporation organized under the laws of this state and that its date
of incorporation is August 13, 1992.

I further certify that said corporation has not yet completed its initial report
year and, accordingly, has not filed an annual report under sec. 180.1622 or
180.1921 of the Wisconsin Statutes; and that said corporation has not filed articles
of dissolution.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed my
official seal, at Madison, on October 28, 1992.



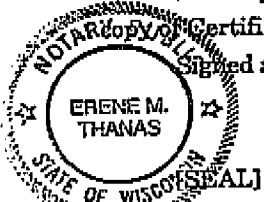
Douglas La Follette
DOUGLAS LA FOLLETTE
Secretary of State

BY: *Patricia Weber*

The above certificate contains the statements prescribed by the Wisconsin
Business Corporation Law for a certificate of status. Under current law, the status of
a corporation is not described in terms of "good" or "bad" standing.

STATE OF WISCONSIN)
)SS
COUNTY OF MILWAUKEE)

I hereby certify that the attached one page document is a true and complete
Certificate of Change of Name dated October 28, 1992.
Signed and seal this 30th day of November, 1992.



Erene M. Thanas
Notary Public

My Commission Expires: 7/18/93

MINUTES

THE MARCUS CORPORATION
ANNUAL SHAREHOLDERS MEETING

September 30, 1992

The Annual Shareholders Meeting of the Marcus Corporation was held on Wednesday, September 30, 1992 at the Pfister Hotel at 424 East Wisconsin Avenue, Milwaukee, Wisconsin. The meeting was called to order by Retired Chairman Ben Marcus at 10:00 a.m. who advised those present that he was delighted to turn over the stewardship of the Company to Steve Marcus. Ben Marcus then ceremoniously passed the gavel to Steve Marcus who proceeded to conduct the meeting.

Steve Marcus commented that the Company's past year had demonstrated it had the ability to monitor change in its businesses, to make necessary mid-course modifications to initiate a new vision and the confidence to do it. Several examples were the Restaurant Division's launching the Marc's Cafe and Coffee Mill concept, expansion of the Eastgate Theatre in Madison to 14 screens and 3,800 seats making it the largest movie theatre in Wisconsin, and the decision to move the corporate charter from Delaware to Wisconsin. The charter conversion which will save the Company \$102,000 in annual franchise taxes to Delaware was made possible by Wisconsin's dramatic improvement in its business climate and modernization of its corporate laws.

Steve Marcus then initiated the conduct of the formal business portion of the Shareholders Meeting by introducing Rob Irwin, Secretary of the Company who would vote the proxies received by management at the meeting. The Secretary announced that a quorum was present by 60.5% of the Company's common stock and 87.3% of the Class B Common Stock or a combined total of 85.5% of the stock eligible to vote at the meeting. The Secretary further announced that the Notice of the Annual Meeting was mailed on September 8, 1992 to all Shareholders of record as of the close of business on August 14, 1992. Certification of such mailing by Firststar Trust Company is attached.

Mr. Marcus then asked that the Minutes of the previous Annual Shareholders Meeting of September 26, 1991 be read. Upon motion duly made, seconded and overwhelmingly carried, the reading of the minutes of the September 26, 1991 Annual Shareholders Meeting was waived.

The next order of business was the adoption of a change in the state of incorporation of the company from Delaware to Wisconsin. Mr. Marcus called for a motion to effect such change in charter pursuant to the Agreement and Plan of Merger set forth in the Company's 1992 Proxy Statement which will also result in an increase in the number of authorized shares of the Company's common

stock from 14,000,000 to 20,000,000, Class B common stock from 6,000,000 to 9,000,000 and preferred stock from 500,000 to 1,000,000. Such motion was duly made, seconded and overwhelmingly carried.

Mr. Marcus then presented the slate of candidates for the Board of Directors and introduced each one along with their qualifications and prior service on the Board. There being no additional nominations from the floor upon motion duly made, seconded and overwhelmingly carried, the nominations were closed.

Upon motion duly made, seconded and overwhelmingly carried, the list of candidates as presented was elected. The following Directors will therefore serve until the next annual meeting of the Corporation:

Ben Marcus, Stephen Marcus, George Slater, Lee Sherman Dreyfus, Diane Marcus Gershowitz, Daniel F. McKeithan, Jr. and John L. Murray.

Steve Marcus then reported on the current activities of the Company on a corporate and divisional basis utilizing a series of slides to emphasize some of the changes and new developments occurring. He concluded that he was pleased to report 1992's favorable financial results, which were highlighted by:

- 1) Cash dividend increasing by 16.7% (common shareholders receiving \$.385/share and Class B shareholders \$.35/share),
- 2) Earnings per share increase of \$.24, from \$1.53 to \$1.77, an increase of almost 16%,
- 3) Book value per share up 9.5% to \$16.78,
- 4) Stock value increase from \$10 to \$24 per share during the past 1 1/2 years.

In addition, the first quarter fiscal 1993 results reflect record earnings of \$5,808,000, or \$.77 per share, an increase of 22% compared to last year's first quarter.

Mr. Marcus then responded to a number of questions from the Shareholders.

There being no further business to come before the meeting, upon motion duly made, seconded and overwhelmingly carried, the meeting was adjourned at 10:50 a.m.

Respectfully submitted,



Robin J. Irwin
Secretary