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DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

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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):

Cafe Enterprises, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 12/15/2002

2. Name and address of receiving party(ies)

Name: Racers, Inc.

Internal

Address:

Street Address: 4234 Wade Hampton Blvd, #B

City: Taylors State: SC Zip: 29687

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State South Carolina, 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) 2,065,580

(J. Jr.'s Filling Station & Grill)

Additional number(s) attached Yes No

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

Name: Thomas W. Epting

Internal Address: Leatherwood Walker Todd &

Mann, P.C.

Street Address: P.O. Box 87

City: Greenville State: SC Zip: 29602

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

12-0760

FINANCE SECTION 10 JAN 23 AM 9:41

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9. Signature.

Thomas W. Epting

Name of Person Signing

Signature

10 JAN 03 Date

Total number of pages including cover sheet, attachments and document: 2

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

TRADEMARK REEL: 002662 FRAME: 0069

**ASSIGNMENT**

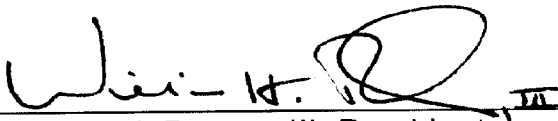
WHEREAS, CAFE ENTERPRISES, INC. ("Assignor"), of 4234 Wade Hampton Blvd., Suite B, Taylors, South Carolina 29687, a South Carolina corporation, has adopted, used and is using various trademarks and service marks in connection with its goods and services, respectively, including, but not limited to, the marks (and variations thereof): "J. JR'S FILLING STATION & GRILL (and design)" (Registration No. 2,065,580), J. JR'S, and J. JUNIOR'S," (collectively referred to as "the Marks").

WHEREAS, RACERS, INC. ("Assignee"), of 4234 Wade Hampton Boulevard, Suite B, Taylors, South Carolina 29687, a South Carolina corporation, is desirous of acquiring all of the Marks owned or in which an interest is held by Assignor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title, and interest in and to all of the Assignor's Marks, together with the goodwill of the business symbolized by the Marks, and in any and all applications for registration and registrations thereof.

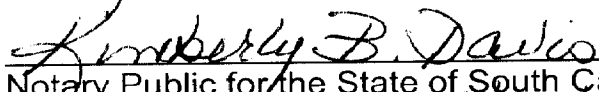
IN WITNESS WHEREOF, Assignor has executed this Assignment as of the date indicated below.

12/15/02  
Date

  
William H. Burton, III, President  
Cafe Enterprises, Inc.

State of South Carolina            )  
  )  
County of GREENVILLE        )

Subscribed and sworn before me  
this 15 day of DECEMBER, 2002.

  
Notary Public for the State of South Carolina  
My Commission expires: 4/23/03

804572

Name of person mailing correspondence:  Dated: 1/21/03  
Barbara Ballew