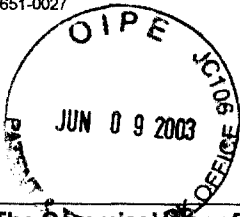


06-12-2003



102471133

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New 6-9-03

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving

Mark if additional names of receiving parties

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

06/11/2003 BYRNE 00000249 1774556

FOR OFFICE USE ONLY

01 FC:521 40.00 OP
02 FC:522 25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C.

REEL: 002750 FRAME: 0645

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1774556"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2110765"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Brian P. Kinder, Esq.

6/6/03

Name of Person Signing

Signature

Date Signed



UNIVERSITY RESTAURANT GROUP

University Restaurant Group, Inc.
Pine Avenue Grill Corporation
1401 Corporation
OAB Corporation
523 West 6th Corporation
Clear Water Cafe - Pasadena Corporation

TO OUR SHAREHOLDERS:

We are pleased to inform you that at a special meeting of the shareholders of University Restaurant Group, Inc. ("URG"), Pine Avenue Grill Corporation, 1401 Corporation, OAB Corporation, 523 West 6th Corporation, and Clear Water Cafe - Pasadena Corporation (collectively the "Affiliates") (together with URG, the "Companies") held on December 22, 1994, the holders of at least 2/3 of the outstanding shares of each of the Companies approved an Agreement and Plan of Merger dated as of December 22, 1994 providing for the consolidation of the Companies by means of the merger ("the Merger") of the Affiliates with URG and with two newly formed subsidiaries of URG, OAB Merging, Inc. and 523 Acquisition, Inc.

As a result of the Merger, which became effective December 26, 1994 with respect to URG, Pine Avenue Grill Corporation, 1401 Corporation, Clear Water Cafe - Pasadena Corporation, and effective December 27, 1994 with respect to OAB Corporation and 523 West 6th Corporation (collectively, the "Effective Date"), URG and the two newly formed subsidiaries are the surviving corporations, and the existence of the Affiliates has ceased. Each share of stock of the Affiliates outstanding immediately prior to the Effective Date has been converted into the number of shares of stock in URG as described in the Joint Proxy Statement dated December 16, 1994 which was furnished to shareholders of record of the Companies as of December 9, 1994.

Shareholders of the Affiliates may obtain new stock certificates representing the shares of common stock they now hold in URG by surrender of their old share certificates as promptly as practicable to the surviving corporations at 100 West Broadway, Long Beach, CA 90802, Attention: Emily Duffy as follows:

Shareholders of Pine Avenue Grill Corporation, 1401 Corporation and Clear Water Cafe - Pasadena Corporation: Stock certificates should be surrendered to URG.

Shareholders of OAB Corporation: Stock certificates should be surrendered to OAB Merging, Inc.

Shareholders of 523 West 6th Corporation: Stock certificates should be surrendered to 523 Acquisition, Inc.

100 West Broadway, Suite 550 • Long Beach, CA 90802
Tel. 310 437-8804 FAX 310 436-5433

555 EAST RESTAURANT

OCEAN AVE. SEAFOOD

PINE AVE. FISH HOUSE

TRATTORIA

THE WATER GRILL

CLEARWATER CAFE

HOSPITALITY CONSULTANTS LTD.

Enclosed is a copy of Chapter 13 of the California Corporations Code, respecting the rights of shareholders of a corporation which has merged with another corporation to require purchase of their shares for cash at a price equal to their fair market value. As required by Section 1300, fair market value is to be determined as of December 8, 1994, the day before the first announcement of the terms of the Merger. Sections 1300-1304 set forth the circumstances under which shareholders are entitled to require purchase of their shares and the actions which the shareholders desiring to require such purchase must take.

The price that has been determined to represent the fair market value of the Companies' shares, calculated as required by Section 1300 which excludes any appreciation in consequence of the Merger, but adjusted for the split of URG stock, is \$.50 per share.

Briefly, the procedure you must follow if you desire to exercise any rights you may have to require purchase of your shares:

1. You must make a written demand upon the corporation for the purchase of shares and payment of their value. Your demand must be received by the corporation within 30 days after the date upon which this notice was mailed.

2. The demand must state the number and class of shares and a statement of what you claim to be their fair market value as of the date before the announcement of the proposed merger (that statement will constitute an offer to sell the shares at such price.)

3. Within 30 days after the date of mailing of this notice, you must submit to the corporation at its principal office as indicated above certificates representing the shares demanded to be purchased, to be stamped or endorsed with a statement that they are dissenting shares.

4. If you and the corporation agree that the shares are dissenting shares and upon their price, you are entitled to the agreed price with interest thereon at the legal rate on judgments from the date of such agreement, and payment of the price shall be made within 30 days after the date of agreement, upon surrender of the certificates for the shares.

5. If the corporation denies that the shares are entitled to be purchased, or if you and the corporation fail to agree upon their value, then you must, within 6 months from the date of mailing this Notice, file a complaint in the Superior Court of Los Angeles County, California, asking the court to determine whether your shares are dissenting shares or their fair market value or both, or you will lose your right to require their purchase. In addition, you may intervene in any action pending to determine the status as dissenting shares or the fair market value of any shares involved in the Merger, and any corporation interested in the Merger may also bring such an action or file such a complaint. On trial of the action, the court is to determine issues as to the status of shares as dissenting shares and as to their fair market value.

Dated: December 29, 1994

BY ORDER OF THE BOARD OF DIRECTORS OF THE
COMPANIES

By:


M. Jeffrey King, Chairman of the Board

By:


A. Samuel King, Chief Executive Officer

By:


Emily A. Duffy, Secretary

TRADEMARK

RECORDED: 06/09/2003

REEL: 002750 FRAME: 0648