

FORM PTO-1594 (modified)

U.S. DEPARTMENT OF COMMERCE

(Rev 03/01)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. Patent and Trademark Office

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

The Marcus Corporation

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

Additional conveying party(ies) **NO**

3. Nature of conveyance:

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

Execution Date: **June 13, 2004**

2. Name and address of receiving party(ies):

Name: **Baymont Inns, Inc.**

Internal Address:

Street Address: **100 East Wisconsin Avenue**

City: State: Zip: **Milwaukee, WI 53202**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State-WI
- 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 patent number(s):

A. Trademark Application No.(s)

See Attached

B. Trademark Registration No.(s)

See Attached

Additional number(s) attached Yes No

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

Name: **Richard J. McKenna**
Internal Address: **FOLEY & LARDNER LLP**
Street Address: **777 East Wisconsin Avenue**
City: **Milwaukee** State: **Wisconsin** Zip: **53202-5306**

6. Total number of applications and registrations involved: **35**

7. Total fee (37 C.F.R. § 3.41): **890.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
06-1447

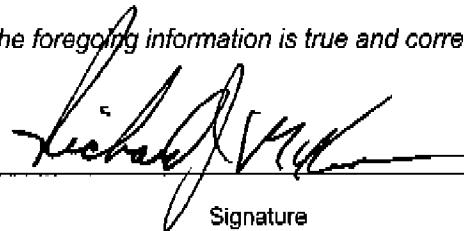
DO NOT USE THIS SPACE

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.

Richard J. McKenna

Name of person signing



Signature

7/16/04

Date

Total number of pages including cover sheet, attachments, and document: **8**

CH \$890.00 061447 78208736

MARK	APPLICATION/REGISTRATION NO.
Miscellaneous Design	78/208,736
Miscellaneous Design	76/418,128
Miscellaneous Design	76/418,129
IT'S TIME TO TURN IN	78/322,069
OVATIONS	78/264,567
BAYMONT	2,258,085
BAYMONT INN	2,286,567
BAYMONT INN & SUITES & Design	2,354,791
BAYMONT INN & SUITES & Design	2,309,146
BAYMONT INN & Design	2,307,473
BAYMONT INN & Design	2,354,792
BAYMONT INN & Design	2,383,033
BAYMONT INN & SUITES & Design	2,399,770
BAYMONT INNS & SUITES	2,713,336
BAYMONT REWARDS	2,426,636
BAYMONT REWARDS	2,407,225
CLUB BAYMONT	2,390,493
BUDGETEL	1,677,835
BUDGETEL INNS & Design	1,236,871
BUDGETEL INNS & Design	1,243,322
BUDGETEL Stylized	1,009,574
MORE FOR YOUR MONEY EVERY NIGHT. GUARANTEED.	1,868,760
WORTH CHECKING INTO	2,662,794
BUDGETELEVISION & Design	1,374,285
GUEST OVATIONS & Design	2,813,440
GUEST OVATIONS & Design	2,678,833
GUEST OVATIONS	2,672,865
GUEST OVATIONS	2,672,865
GUEST OVATIONS & Design	2,664,260
SMARTRAVELER, JR.	2,549,643
SMARTRAVELER	2,542,701
DRIVEREVIVED & Design	2,825,132
DRIVEREVIVED	2,731,871
ROADRUNNER CLUB	2,261,011
ROADRUNNER	1,728,473

INTELLECTUAL PROPERTY ASSIGNMENT

WHEREAS, THE MARCUS CORPORATION, a Wisconsin corporation with its principal place of business located at 100 East Wisconsin Avenue, Suite 1900, Milwaukee, Wisconsin ("Assignor") is the owner of certain copyright registrations and service marks listed on the attached Schedule A, and all of its unregistered copyrights, trademarks and service marks associated with the operation of its Baymont Inns portion of the limited service lodging division and the goodwill associated therewith (collectively the "Intellectual Property"); and

WHEREAS, BAYMONT INNS, INC., a Wisconsin corporation with its principal place of business located at 100 East Wisconsin Avenue, Suite 1900, Milwaukee, Wisconsin ("Assignee") wishes to acquire the Intellectual Property, together with the goodwill of the business.

NOW, THEREFORE, for good and valuable consideration, the receipt of which Assignor hereby acknowledges, Assignor hereby agrees to and does sell, assign and transfer to Assignee the entire right, title and interest of Assignor in and to the Intellectual Property, together with the goodwill of the business, as well as all rights of enforcement and recovery for past infringement. Assignor further agrees, at Assignee's expense, to take all reasonable and necessary steps to implement the provisions of this assignment.

IN WITNESS WHEREOF, a duly authorized officer of Assignor has executed this agreement on the date listed below.

THE MARCUS CORPORATION

BAYMONT INNS, INC.

By: [Signature]
Name: Thomas F. Kissinger
Title: General Counsel & Secretary

By: [Signature]
Name: Thomas F. Kissinger
Title: General Counsel & Secretary

Dated: July 13, 2004

Dated: July 13, 2004

CERTIFICATE OF NOTARY

State of Wisconsin)
) ss:
County of Milwaukee)

I, Candice Strueder, a Notary Public of the State of Wisconsin, hereby certify that Thomas F. Kissinger and Thomas F. Kissinger who executed the within Trademark Assignment before me this 13th day of July, 2004, has proven to me on the basis of satisfactory evidence, that they have full authority to execute documents on behalf of the named corporation.

[NOTARY SEAL/STAMP]

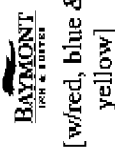





[Signature]
[Notary Public]

My Commission Expires: 4/30/06





SCHEDULE A

REGISTERED UNITED STATES TRADEMARKS

MARK	IMAGE	GOODS/ SERVICES	DISCLAIMER	REG.	REG.NO.	REG. DATE
BAYMONT	[typed word]	Hotel and motel services		Principal	2258085	6/29/99
BAYMONT INN	[typed words]	Hotel and motel services	No claim is made to the exclusive right to use "Inn" apart from the mark as shown.	Principal	2286567	10/12/99
BAYMONT INN & SUITES	 [w/red, blue & yellow]	Hotel and motel services	No claim is made to the exclusive right to use "Inn & Suites" apart from the mark as shown.	Principal	2354791	6/6/00
BAYMONT INN & SUITES		Hotel and motel services	No claim is made to the exclusive right to use "Inn & Suites" apart from the mark as shown.	Principal	2309146	1/18/00
BAYMONT INN		Hotel and motel services	No claim is made to the exclusive right to use "Inn" apart from the mark as shown.	Principal	2307473	1/11/00
BAYMONT INN	 [w/red, blue & yellow]	Hotel and motel services	No claim is made to the exclusive right to use "Inn" apart from the mark as shown.	Principal	2354792	6/6/00
BAYMONT INN	 [white, blue, red & yellow]	Hotel and motel services	No claim is made to the exclusive right to use "Inn" apart from the mark as shown.	Principal	2383033	9/5/00
BAYMONT INN & SUITES	 [white, blue, red & yellow]	Hotel and motel services	No claim is made to the exclusive right to use "Inn & Suites" apart from the mark as shown.	Principal	2399770	10/31/00







TRADEMARK

REEL: 002894 FRAME: 0552

MARK	IMAGE	GOODS/ SERVICES	DISCLAIMER	REG.	REG.NO.	REG. DATE
BAYMONT INNS & SUITES	[typed words]	Hotel and motel services	No claim is made to the exclusive right to use "Inns & Suites" apart from the mark as shown.	Principal	2713336	6/28/02
BAYMONT REWARDS	[typed words]	Promoting the sale of credit card accounts through the administration of incentive award programs	No claim is made to the exclusive right to use "Rewards" apart from the mark as shown	Principal	2426636	2/6/01
BAYMONT REWARDS	[typed words]	Hotel and motel services featuring a reward program for credit card holders in the nature of a point accumulation program with points used for future hotel and motel services	No claim is made to the exclusive right to use "Rewards" apart from the mark as shown	Principal	2407225	11/21/00
CLUB BAYMONT	[typed words]	Hotel and motel services	No claim is made to the exclusive right to use "Club" apart from the mark as shown	Principal	2390493	9/26/00
		motel services		Principal	78208736	Filing date January 30, 2003
		hotel services		Principal	76418128	Filing date June 10, 2002
		hotel services		Principal	76418129	Filing date June 10, 2002
BUDGETEL		Franchising of motels		Principal	76136002	Published for Opposition September 11, 2001
BUDGETEL	[typed word]	motel services		Principal	1677835	3/3/92

TRADEMARK

REEL: 002894 FRAME: 0553

MARK	IMAGE	GOODS/ SERVICES	DISCLAIMER	REG.	REG.NO.	REG. DATE
BUDGETEL INNS		motel services	No claim is made to the exclusive right to use the word "Inns", apart from the mark as shown.	Principal	1236871	5/3/83
BUDGETEL INNS		motel services	No claim is made to the exclusive right to use the word "Inns", apart from the mark as shown.	Principal	1243322	6/21/83
BUDGETEL	Budgetel	motel services		Principal	1009574	4/29/75
MORE FOR YOUR MONEY EVERY NIGHT. GUARANTEED	[typed words]	Hotel and motel services	Baymont	Principal	1868760	12/20/94
WORTH CHECKING INTO	[typed words]	hotel and motel services	Baymont	Principal	2662794	12/17/02
IT'S TIME TO TURN IN.	[typed words]	Hotel and motel services	Baymont	Principal	78322069	11/3/03
BUDGETELEVISION		Entertainment services		Principal	1374285	12/3/85
OVATIONS	[typed word]	Point Program and Hotel and Motel Services		Principal	78264567	Filing Date June 19, 2003
GUEST OVATIONS	 white & gold	Point Program and Hotel and Motel Services		Principal	2813440	2/10/04
GUEST OVATIONS	 blue, white & gold	Point Program and Hotel and Motel Services	NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "GUEST" APART FROM THE MARK AS SHOWN	Principal	2678833	1/21/03
GUEST OVATIONS	[typed words]	Point Program and Hotel and Motel Services	NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "GUEST" APART FROM THE MARK AS SHOWN	Principal	2672865	1/7/03
GUEST OVATIONS		Point Program and Hotel and Motel Services	NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "GUEST" APART FROM THE MARK AS SHOWN	Principal	2664260	12/17/02

TRADEMARK

REEL: 002894 FRAME: 0554

MARK	IMAGE	GOODS/ SERVICES	DISCLAIMER	REG.	REG.NO.	REG. DATE
SMARTRAVELER, JR.	[typed words]	publications		Principal	2549643	3/19/02
SMARTRAVELER	[typed words]	publications		Principal	2542701	2/26/02
DRIVEREVIVED	TM driverevived	Hotel and Motel services		Principal	2825132	3/23/04
DRIVEREVIVED	[typed word]	Hotel and motel services		Principal	2731871	7/1/03
ROADRUNNER CLUB	[typed words]	specialized hotel/motel services for preferred customers		Principal	2261011	7/13/99
ROADRUNNER	[typed words]	specialized hotel/motel services for preferred customers	Baymont	Principal	1728473	10/27/92