

FORM PTO-1594 (modified)
(Rev 03/01)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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**

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

Name: **Woodfield Suites, 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

3. Nature of conveyance:

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

Execution Date: **June 13, 2004**

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: **5**

7. Total fee (37 C.F.R. § 3.41): **\$140.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
06-1447

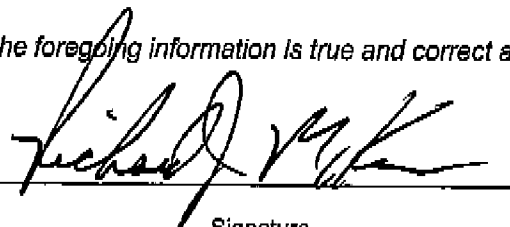
DO NOT USE THIS SPACE

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: **5**

CH \$140.00 061447 78364668

| MARK | APPLICATION/REGISTRATION NO. |
|---------------------------|-------------------------------------|
| Miscellaneous Design | 78/364,668 |
| WOODFIELD SUITES | 1,917,032 |
| WOODFIELD SUITES & Design | 1,893,405 |
| DREAMS GUARANTEED | 1,961,112 |
| FAR FROM ORDINARY | 2,740,167 |

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 registered service marks listed on the attached Schedule A, and all of its unregistered copyrights, trademarks and service marks associated with the operation of its Woodfield Suites portion of the limited service lodging division, and the goodwill associated therewith (collectively the "Intellectual Property"); and

WHEREAS, WOODFIELD SUITES, 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

WOODFIELD SUITES, INC.

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



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

Dated: July 13, 2004

Dated: July 13, 2004

SCHEDULE A

REGISTERED UNITED STATES SERVICE MARKS

| MARK | IMAGE | GOODS/ SERVICES | DISCLAIMER | REG. | REG.NO. | REG. DATE |
|----------------------|---|--------------------------|--|-----------|----------|------------------------------------|
| WOODFIELD SUITES | [typed word] | hotel/motel services | No claim is made to the exclusive right to use "suits" apart from the mark as shown. | Principal | 1917032 | 9/5/95 |
| WOODFIELD SUITES |  | hotel/motel services | No claim is made to the exclusive right to use "suits" apart from the mark as shown. | Principal | 1893405 | 5/9/95 |
| DREAMS GUARANTEED |  | Hotel/motel services | Woodfield | Principal | 78364668 | Filing date February 9, 2004 |
| FAR FROM ORDINARY | [typed words] | Motel services | Woodfield | Principal | 1961112 | 3/5/96 |
| | [typed words] | Motel and hotel services | Woodfield | Principal | 2740167 | 7/22/03 |