

01-15-2004

ET

Docket No.:

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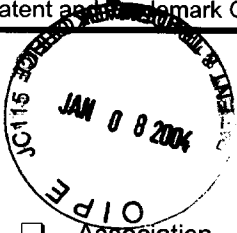
To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Barber Companies, Inc.

- Individual(s)
- General Partnership
- Corporation-State Alabama
- Other \_\_\_\_\_

Additional names(s) of conveying party(ies)  Yes  No



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

Name: Alabama Dairy Queen, Inc.

Internal Address: \_\_\_\_\_

Street Address: 27 Inverness Center Parkway

City: Birmingham State: AL ZIP: 35242

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Alabama
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

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

Execution Date: November 18, 2003

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

964,758

Additional numbers  Yes  No

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

Name: Timothy A. Bush, Esq.

Internal Address: \_\_\_\_\_

Street Address: 2311 Highland Avenue South

City: Birmingham State: AL ZIP: 35205

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:

501346

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.

Timothy A. Bush, Esq.

Name of Person Signing

[Signature]  
Signature

Total number of pages including cover sheet, attachments, and

6

Date 1/2/30/04

Mail documents to be recorded with required cover sheet information to:  
Mail Stop Recordation Services

Director of the United States Patent and Trademark Office  
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

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01/15/2004 LNUJELLER 0000039 501346 964758 40.00 DA 01 FC-8521

STATE OF ALABAMA)

JEFFERSON COUNTY)

## TRANSFER OF ASSETS AGREEMENT

THIS AGREEMENT, made and effective as of December 1, 2003, by and between **THE BARBER COMPANIES, INC.** (hereinafter referred to as "Transferor"), and **ALABAMA DAIRY QUEEN, INC.**, a corporation organized and existing under the laws of the State of Alabama (hereinafter referred to as the "Corporation"), as follows:

### WITNESSETH:

WHEREAS, the Transferor has caused the Corporation to be formed and has entered into a Subscription Agreement with the Corporation for the purchase of common capital shares of the Corporation as hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and undertakings of the parties herein set forth, it is agreed as follows:

1. Transferor hereby assigns, transfers, and conveys unto the Corporation all rights, title and interest in and to those assets (including accounts receivable) which are described on Exhibit "A" attached hereto, which is made a part hereof as though fully set out herein, in full payment for the common capital shares of the Corporation for which the Transferor has heretofore subscribed.

2. In accordance with the Subscription Agreement, the Corporation will cause to be issued to Transferor the following capital shares of the Corporation from its total authorized capital shares:

IN WITNESS WHEREOF, the Corporation, by and through its duly authorized officers, and the Transferor have caused this Transfer of Assets Agreement to be executed under seal on the 18<sup>th</sup> day of November, 2003.

**THE BARBER COMPANIES, INC.**

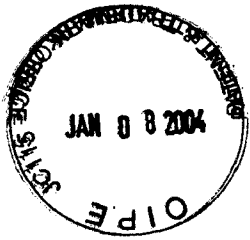
B. Austin Cunningham (SEAL)  
By: B. Austin Cunningham  
Its President

(TRANSFEROR)

**ALABAMA DAIRY QUEEN, INC.**

B. Austin Cunningham (SEAL)  
By: B. Austin Cunningham  
Its President

(CORPORATION)



## EXHIBIT A

### Asset List

All of the Assignor's right, title, and interest in and to the trademark BLITZ and the goodwill of the business associated therewith for hamburgers, cheeseburgers, frankfurter dipped in batter and fried, barbecue, french fried potatoes, hot dogs, cheese hot dogs, chili hot dogs, slaw hot dogs, onion rings, chicken sandwiches and roast beef sandwiches in class 46, including all common law and statutory rights therein and the federal trademark registration therefor (federal registration number 964,758).

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RECORDED: 01/08/2004

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REEL: 002897 FRAME: 0262