

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Byron's Inc.		12/31/1994	CORPORATION: TENNESSEE

RECEIVING PARTY DATA	
Name:	Rich Products Corporation
Street Address:	1150 Niagara Street
City:	Buffalo
State/Country:	NEW YORK
Postal Code:	14213
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	1548492	BYRON'S BAR-B-Q
Registration Number:	0788807	BYRON'S FROZEN BAR-B-Q BYRON
Registration Number:	1547577	BYRON'S PITPERFECT BAR-B-Q

CORRESPONDENCE DATA	
Fax Number:	(716)878-8767
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	716-878-8890
Email:	lturner@rich.com
Correspondent Name:	Lorrie K. Turner
Address Line 1:	1150 Niagara Street
Address Line 2:	Rich Products Legal Department
Address Line 4:	Buffalo, NEW YORK 14213

ATTORNEY DOCKET NUMBER:	BYRONS ASSIGN
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NAME OF SUBMITTER:	Lorrie K. Turner
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Total Attachments: 9
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Corporate Dissolution or Liquidation
 (Required under section 6043(a) of the Internal Revenue Code)

FILE COPY

OMB No. 1545-0041
 Expires 1-31-96

Please type or print	Name of corporation Byron's, Inc.			Employer identification number 62-1296137	
	Number, street, and room or suite no. (If a P.O. box number, see instructions below.) West Main Street, P.O. Box 1747			Check type of return	
	City or town, state, and ZIP code Gallatin, Tennessee 37066			<input checked="" type="checkbox"/> 1120 <input type="checkbox"/> 1120L <input type="checkbox"/> 1120-IC-DISC <input type="checkbox"/> 1120S <input type="checkbox"/> Other	
1 Date incorporated 10/22/86	2 Place incorporated Tennessee	3 Type of liquidation <input checked="" type="checkbox"/> Complete <input type="checkbox"/> Partial		4 Date resolution or plan of complete or partial liquidation was adopted 12/31/94	
5 Service Center where corporation filed its immediately preceding tax return Andover, MA	6 Last month, day, and year of immediately preceding tax year 1/1/94	7a Last month, day, and year of final tax year 12/31/94	7b Was corporation's final tax return filed as part of a consolidated income tax return? If "Yes," complete 7c, 7d, and 7e. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
7c Name of common parent Rich Products Corporation		7d Employer Identification Number of Common Parent 16-0903761	7e Service Center where consolidated return was filed Andover, MA		
8 Total number of shares outstanding at time of adoption of plan or liquidation				Common 20,000	Preferred 5,550
9 Date(s) of any amendments to plan of dissolution				N/A	
10 Section of the Code under which the corporation is to be dissolved or liquidated				332	
11 If this return concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed				N/A	

Attach a certified copy of the resolution or plan and all amendments or supplements not previously filed.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete.

<i>Joseph Segar</i> Signature of officer	Assistant Treasurer Title	1/4/95 Date
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Instructions

Paperwork Reduction Act Notice.—We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws and to allow us to figure and collect the right amount of tax.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

- Recordkeeping 5 hr., 1 min.
- Learning about the law or the form 6 min.
- Preparing and sending the form to the IRS 11 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form more simple, we would be happy to hear from you. You can write to both the Internal Revenue Service, Washington, DC 20224, Attention: IRS Reports Clearance Officer, T:FP; and the Office of Management and Budget, Paperwork Reduction Project (1545-0041), Washington, DC 20503. **DO NOT** send the tax form to either of these offices. Instead, see **When and Where To File** below.

Who Must File.—A corporation must file Form 966 if its adopts a resolution or plan to dissolve the corporation or liquidate any of its stock. Exempt organizations are not required to file Form 966. These organizations should see the Instructions for Form 990 or 990-PF.

When and Where To File.—File Form 966 within 30 days after the resolution or plan is adopted to dissolve the corporation or liquidate any of its stock. If the resolution or plan is amended or supplemented after Form 966 is filed, file another Form 966 within 30 days after the amendment or supplement is adopted. The additional form will be sufficient if the date the earlier form was filed is entered on line 11 and a certified copy of the amendment or supplement is attached. Include all information required by Form 966 that was not given in the earlier form.

File Form 966 with the Internal Revenue Service Center where the corporation is required to file its income tax return.

Distribution of Property.—A corporation must recognize gain or loss on the distribution of its assets in the complete liquidation of its stock. For purposes of determining gain or loss, the distributed assets are valued at fair market value. Exceptions to this rule apply to liquidation of a subsidiary and to a distribution that is made pursuant to a plan of reorganization.

Address.—Include the suite, room, or other unit number after the street address. If mail is not delivered to the street address and the corporation has a P.O. box, enter the box number instead of the street address.

Signature.—The return must be signed and dated by the president, vice president, treasurer, assistant treasurer, chief accounting officer, or any other corporate officer (such as tax officer) authorized to sign. A receiver, trustee, or assignee must sign and date any return required to be filed on behalf of a corporation.

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
Pursuant to the provisions of
SECTION 332 of the
INTERNAL REVENUE CODE OF 1986, AS AMENDED

ADOPTED: December 31, 1994
Effective as of December 31, 1994

AGREEMENT AND PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION made this 31th day of December, 1994, between Rich Products Corporation, a Delaware corporation (hereinafter called "Stockholder") and Byron's, Inc., a Tennessee corporation (hereinafter called "Corporation").

WHEREAS, the Stockholder owns 20,000 shares of no par value common stock and 5,550 shares of no par value preferred stock of the Corporation, which shares constitute all of the issued and outstanding capital stock of the Corporation; and

WHEREAS, it is advisable and in the best interests of the Stockholder and the Corporation that the Corporation be liquidated and dissolved;

NOW THEREFORE, the Stockholder and the Corporation do hereby adopt the following Plan of Complete Liquidation and Dissolution of the Corporation;

1. The Corporation shall be completely liquidated and dissolved in the manner as stated in this Plan of Complete Liquidation and Dissolution (hereinafter sometimes called "Plan").
2. A complete liquidation is contemplated hereby and is intended that such liquidation be in accordance with, and pursuant to the provisions of Section 332 of the Internal Revenue Code of 1986, as amended.
3. This Plan of Complete Liquidation and Dissolution shall be deemed adopted by the Stockholder and by the Corporation upon the approval and adoption of the Plan by the Directors and Stockholder of the Corporation and by the Directors of the Stockholder.
4. After this Plan has been adopted by the Board of Directors of the Corporation and ratified, confirmed, and approved by the Stockholder of the Corporation, the Corporation shall accomplish the liquidation by the cessation of business immediately except to the extent required to wind up its affairs and to pay, satisfy, discharge, or make provision for the payment and satisfaction of all of its outstanding debts and obligations, and as soon thereafter as practicable it shall distribute all of its assets to the sole Stockholder of the Corporation in consideration of the surrender by it for redemption and cancellation of all of the issued and outstanding shares of stock of the corporation.

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5. As soon as practicable, the payment, satisfaction, or discharge of all of the obligations and liabilities of the Corporation (or the making of appropriate provisions of the payment, satisfaction, or discharge of same), the distribution of all of the assets of the Corporation to the Stockholder, upon the surrender for redemption and cancellation of all of the issued and outstanding shares of stock of the Corporation by the Stockholder, the Corporation shall be dissolved, its charter surrendered and its corporate existence terminated in accordance with the laws of the State of Tennessee.

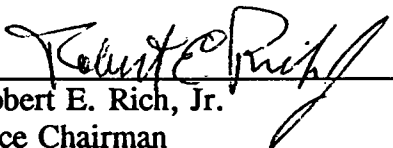
6. The payment or discharge of all of the debts and obligations of the Corporation and the final distribution to the Stockholder of all of its assets in complete liquidation of the Corporation, all as provided in the Plan shall be completed not later than the current taxable year of the Corporation.

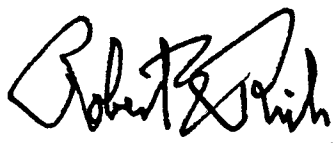
7. The officers of the Corporation and its Directors, both as Directors and trustees in dissolution of the Corporation under the laws of the State of Tennessee, are authorized to do and perform all such acts and execute and deliver all transfers, assignments, satisfactions, cancellations, and other documents or instruments in writing, and to pay all costs, fees and expenses, and generally do all such things as may be reasonably necessary or required to accomplish and effectuate this Plan of Complete Liquidation and Dissolution.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

ATTEST:

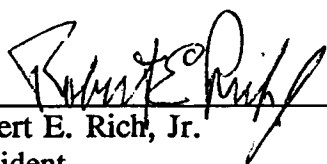
Byron's, Inc.

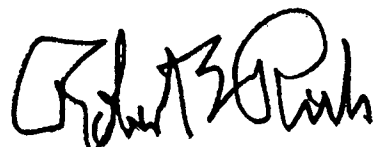

Robert E. Rich, Jr.
Vice Chairman


Robert E. Rich
Chief Executive Officer

ATTEST:

Rich Products Corporation


Robert E. Rich, Jr.
President


Robert E. Rich
Chairman of the Board

Byron's, Inc.

RESOLVED, that, after considering the possibilities of the continued operation of the Corporation, its prospects for development, and other pertinent factors, it is the judgment of the Directors of the Corporation that it is in the best interests of the Corporation that it be completely liquidated and dissolved; and

FURTHER RESOLVED, that the Directors deem it advisable and in the best interest of the Corporation that the Plan of Complete Liquidation and Dissolution, a copy of which has been reviewed by these Directors, be, and same hereby is, approved and adopted; and

FURTHER RESOLVED, that the proposed complete liquidation and dissolution of the Corporation shall proceed in the following manner:

1. All requisite steps and actions shall be taken to pay, discharge, and satisfy the debts and obligations of the Corporation or provision for the discharge of the debts and obligations of such Corporation provided for.

2. The Corporation shall cease to engage in the business for which it was organized or any other business, as soon as practicable under the circumstances, and in no event later than the current taxable year of the Corporation.

3. Immediately upon the Corporation's cessation of business as herein provided, and in no event later than the current taxable year of the Corporation, there shall be a distribution to Rich Products Corporation, the sole Stockholder of the Corporation, in complete liquidation of the Corporation (after paying or providing for the payment and satisfaction of the outstanding debts and obligations of the Corporation and any claims against it), of all the assets of the Corporation, in such form as they may then exist, or be, as a complete and shares of stock in the Corporation, duly endorsed for transfer in complete redemption and cancellation thereof.

FURTHER RESOLVED, that the officers and Directors of the Corporation are hereby authorized to do all things and to take all action that may be necessary or desirable or appropriate in connection with the execution and implementation of this Plan of Complete Liquidation and Dissolution of the Corporation and to take all necessary and requisite action to distribute and pay, satisfy, or provide for the payment, discharge, or satisfaction thereof, of all the debts, liabilities, and obligations of the Corporation, and to generally do all things necessary, desirable, or required to wind up the affairs of the Corporation and to liquidate it; and

FURTHER RESOLVED, that anything in these Resolutions to the contrary notwithstanding, these resolutions and the Plan for Complete Liquidation and Dissolution of the Corporation shall be submitted for ratification, approval, and adoption by the sole Stockholder in a manner provided by law; and

FURTHER RESOLVED, that the Directors of the Corporation do hereby recommend to the Stockholder of the Corporation the adoption of these Resolutions and the Plan of Complete Liquidation and Dissolution of the Corporation, attached hereto and made a part hereof, all as herein set forth and

FURTHER RESOLVED, that as, if, and when the Stockholder of the Corporation adopts the Resolutions and the Plan of Complete Liquidation and Dissolution and duly authorizes the dissolution of the Corporation, as provided by law, and the Corporation has been completely liquidated, the proper officers of the Corporation be, and hereby are authorized and directed to take, or cause to be taken, such action as may be necessary to carry out the purpose and intent of these Resolutions and to dissolve the Corporation and to wind up the affairs of such Corporation.

ARTICLES OF DISSOLUTION - FOR PROFIT CORPORATION

Pursuant to the provisions of Section 48-24-103 of the Tennessee Business Corporation Act, the undersigned corporation submits the following Articles of Dissolution:

1. The name of the corporation is Byron's, Inc.

2. The dissolution was authorized on December 22, 1994, 1994.

3. The resolution was duly adopted by the shareholders.

4. The written consent or a copy of the resolution authorizing the dissolution is attached.

5. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is December 31, 1994 (date), 12:00 am (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

December 22, 1994
Signature Date

Assistant Secretary
Signer's Capacity

Byron's, Inc.
Name of Corporation

Judith A. Maurer
Signature

Judith A. Maurer
Name (typed or printed)



Subscribed and sworn to before me, a Notary Public in and for the aforesaid State and County, by Robert E. Rich, Jr. and Maureen O. Hurley, respectively President and Secretary of Rich Products Corporation, who acknowledged that they executed the foregoing Certificate for the purposes therein contained and expressed.

WITNESS my hand and notarial seal of office this *22nd* day of December, 1994.

Jill K. Bond

Notary Public

JILL K. BOND
Notary Public, State of New York
Qualified in Erie County
My Commission Expires Sept. 13, 1995

TRADEMARK

REEL: 002974 FRAME: 0010

FILED

SECRETARY OF STATE
CORPORATIONS SECTION
JAMES K. POLK BUILDING, SUITE 1800
NASHVILLE, TENNESSEE 37243-0306

ISSUANCE DATE: 12/29/99
CONTROL NUMBER: 0544580
RECEIVED
STATE OF TENNESSEE

00 FEB 28 AM 11:33

RILEY DARNELL
SECRETARY OF STATE

RICH PRODUCTS CORPORATION
1150 NIAGARA STREET
P.O. BOX 245
BUFFALO, NY 14240

Assumed Name: BYRJN'S

Date of Expiration: MARCH 2, 2000

RE: EXPIRATION OF REGISTRATION OF ASSUMED CORPORATE NAME

Pursuant to the provisions of Section 48-14-101(3) of the Tennessee Business Corporation Act or Section 48-54-101(3) of the Tennessee Nonprofit Corporation Act, it has been determined that the registration of the assumed corporate name will expire in three (3) months.

You may renew the assumed name by completing an application for renewal of assumed corporate name within two (2) months preceding the expiration and paying the fee as prescribed in Section 48-51-303(A) or Section 48-11-303(A). Filing fee - \$10.00; Privilege Tax - \$10.00; Total Amount Due: \$20.00.

Failure to file the required document within the two (2) months preceding the expiration of the registration of the assumed corporate name will result in expiration of the assumed name.

APPLICATION FOR RENEWAL OF REGISTRATION OF ASSUMED CORPORATE NAME

Pursuant to the provisions of Section 48-14-101(4) of the Tennessee Business Corporation Act or Section 48-54-101(4) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application for renewal:

1. The true name of the corporation is Rich Products Corporation

Date: 1000