Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Shakey's Restaurants Franchising Company, LLC

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State
☒ Other Limited Liability Company

Citizenship (see guidelines) California

Execution Date(s) August 31, 2004

Additional names of conveying parties attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Sterling Foods, Inc.

Internal Address:

Street Address: 3813 Durbin St.

City: Irwindale

State: California

Country: USA Zip: 91706

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☒ Corporation Citizenship California
☐ Other Citizenship

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)

3. Nature of conveyance:

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) See attached list.

B. Trademark Registration No.(s) See attached list.

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Grace & Grace LLP, Michael K. Grace

Internal Address:

Street Address: 444 S. Flower St., Suite 3875

City: Los Angeles

State: California Zip: 90071

Phone Number: (213) 452 1220

Fax Number: (213) 452 1222

Email Address: mgrace@gracelaw.com

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $ 590.00

☒ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 0049
Expiration Date 02/07

b. Deposit Account Number

Authorized User Name

9. Signature: Jill M. Abasto
Signature

November 15, 2004
Date

Jill M. Abasto
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP $590.00 78503968

700131351

ITEM 4 OF PTO FORM 1594: LIST OF TRADEMARK REGISTRATION AND APPLICATION NOS.

TRADEMARK	REGISTRATION OR SERIAL NO.	REGISTRATION OR FILING DATE
SHAKEY'S FIRE BAKED CHICKEN	78/503,968	10/21/04
SHAKEY'S IT'S TIME	2,597,827	7/23/2002
MEXICAN FIESTA	2,716,028	5/13/2003
SHAKEY'S PIZZA CAFE	2,208,993	12/8/1998
SHAKEY'S PIZZA CAFE	2,260,530	7/13/1999
SHAKEY'S Shakey's	1,985,736	7/9/1996
THE PIZZA THAT STARTED IT ALL	1,988,616	7/23/1996

TRADEMARK	REGISTRATION OR SERIAL NO.	REGISTRATION OR FILING DATE
MO JO SHAKEY'S	1,974,592	5/21/1996
MOJO	1,771,676	5/18/1993
ALL-AMERICAN BUFFET	1,728,380	10/27/1992
SHAKEY'S Shakey's	1,445,725	6/30/1987
SHAKEY'S PIZZA & BUFFET RESTAURANT Shakey's Pizza & Buffet Restaurant	1,440,282	5/19/1987
S	1,426,986	1/27/1987

TRADEMARK	REGISTRATION OR SERIAL NO.	REGISTRATION OR FILING DATE
CAPT. SHAKEY'S BIRTHDAY CLUB	1,425,295	1/13/1987
SHAKEY'S PIZZA RESTAURANT	1,397,221	6/10/1986
SHAKEY'S PIZZA RESTAURANT	1,339,767	6/4/1985
SHAKEY'S	1,008,087	4/1/1975
BUNCH OF LUNCH	965,257	7/31/1973
SHAKEY'S	817,896	11/1/1966
SHAKEY'S PIZZA PARLOR AND YE PUBLIC HOUSE	811,107	7/12/1966

TRADEMARK	REGISTRATION OR SERIAL NO.	REGISTRATION OR FILING DATE
S	816,320	10/4/1966
IF YOUR PIZZA IS PERFECTION IT'S FROM SHAKEY'S	813,634	8/23/1966
SHAKEY'S	721,138	9/5/1961

FIRST AMENDMENT TO LONG-TERM AGREEMENT

This First Amendment to Long-Term Agreement (the "Amendment") is dated as of August 31, 2004 by and between Shakey's Restaurants Franchising Company, LLC ("SRFC"), successor in interest to Shakey's, Incorporated, a Delaware corporation ("Shakey's"), and Sterling Foods, Inc., a California corporation ("Sterling").

RECITALS

A. On June 1, 2002, Shakey's and Sterling entered into a written Long-Term Agreement (the "Agreement") to define the terms of a long-term relationship between them regarding use of Shakey's trademarks, the copyrights, know-how and the trade secrets used in operating, conducting, advertising and promoting Shakey's restaurant services and products in connection with five Shakey's restaurants operated by Sterling in Los Angeles and Riverside Counties.

B. On August 31, 2004, SRFC acquired all of Shakey's rights and obligations under the Agreement, the five License Agreements and the Security Agreement of even date therewith.

2. **Acknowledgment of Successorship.** Sterling and SRFC and each of them hereby acknowledge that SRFC has assumed all of the rights and shall be bound by all of the obligations of Shakey's under the Agreement, the License Agreements, and the Security Agreement.

TRADEMARK
REEL: 002978 FRAME: 0793

IN WITNESS WHEREOF, the duly authorized representatives of the Parties have executed this First Amendment to the Long-Term Agreement at Los Angeles, California as of the date first written above.

SRFC:

Shakey's Restaurants Franchising Company, LLC
a California limited liability company

By _____

Title PRESIDENT

STERLING:

STERLING FOODS, INC.
a California corporation

By _____

Title President