

08-12-2004



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RECORDATION FORM C
TRADEMARKS ONLY 102812210

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):
TacoTime International, Inc.

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

Citizenship (see guidelines) _____

Execution Date(s) March 31, 2004

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
Additional names, addresses, or citizenship attached? No

Name: Kahala Franchise Corp.
Internal
Address: Attn: Legal Dept.
Street Address: 7730 East Greenway Rd,
Suite 104
City: Scottsdale
State: Arizona
Country: U.S. Zip: 85260

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware, U.S.
 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)
08/11/2004 METACHE 00000045 2637068

B. Trademark Registration No.(s)
2,637,068 ; See Attached pages for additional trademarks

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
TacoTime (words & design); See attached pages for additional trademarks

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

Name: Kahala Franchise Corp.
Internal Address: Attn: Legal Dept,
Gina Sciara
Street Address: 7730 East Greenway Rd,
Suite 104
City: Scottsdale
State: Arizona Zip: 85260
Phone Number: (480) 443-0200
Fax Number: (480) 443-1972
Email Address: gsciara@kahalacorp.com

6. Total number of applications and registrations involved: 35

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 890.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: Gina Sciara August 4, 2004
Signature Date

Gina Sciara
Name of Person Signing

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

08/11/2004
01 FC:8521
02 FC:8522

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

**ATTACHMENT TO TRADEMARK RECORDATION FORM
COVER SHEET—Page 2**

CONTINUATION OF ITEM 4.

Registration Numbers and description of Trademarks

(Assignor—*Taco Time International, Inc.*; Assignee—*Kahala Franchise Corp.*)

<u>Trademark Registration No.</u>	<u>Trademark Description</u>
2,637,067	TACO TIME (words & design)
2,664,383	TACOTIME (words & design)
2,529,706	IT REALLY IS
2,438,363	CACTUSTIME
2,484,228	FIESTA PLATTERS
2,238,797	MEXI-ICE
2,179,601	CLASSIC CACTUS WRAPS
2,142,628	WALL OF FLAME
2,171,916	MORE TASTE FOR YOUR PESO
2,043,488	TACOTIME
2,312,124	BIG TIME IT
2,278,583	JUAN JR.
1,876,127	TACO TIME EXPRESS
1,836,385	TACOLAND
1,547,586	CRUSTOS
1,418,759	TACOLAND MEAL

**ATTACHMENT TO TRADEMARK RECORDATION FORM COVER
SHEET—Page 3**

CONTINUATION OF ITEM 4.

Registration Numbers and description of Trademarks

(Assignor—*Taco Time International, Inc.*; Assignee—*Kahala Franchise Corp.*)

Trademark Registration No.

Trademark Description

1,550,548	GIMME A CHIMI!
1,417,045	TASTE THE REAL DIFFERENCE
1,426,690	NUGGETS OLE'!
1,388,448	MEXI-FRIES
1,344,891	TACOTIME
1,354,539	CASITA BURRITO
1,349,867	BIG JUAN
1,355,690	TOSTADA DELIGHT
1,343,541	THIS GOOD! ONLY AT TACO TIME
1,305,240	TACOTIME (words & design)
1,287,141	TACO TIME (words & design)
1,240,686	TACO TIME (words & design)
1,211,961	Cactus Design (design only)
1,206,365	TACO TIME
1,188,184	ANYTIME IS TACO TIME
1,135,925	TACO TIME & Cactus Character Design (words & design)
0,920,869	TACO TIME (words & design)
0,841,358	TACO TIME

ASSIGNMENT AGREEMENT

This Assignment Agreement (the "Assignment") is made effective as of March 31, 2004 (the "Effective Date"), by and between Taco Time International, Inc., an Oregon corporation ("ASSIGNOR"), and Kahala Franchise Corp., a Delaware corporation ("ASSIGNEE").

WHEREAS, ASSIGNOR is the owner of the trademarks (the "Marks") and other intellectual property (the "Property") as described in "Exhibit A", attached hereto and incorporated by reference herein, together with the goodwill of the business symbolized thereby in connection with the goods and services on which the Marks are used.

WHEREAS, ASSIGNOR desires to convey, transfer, assign, deliver, and contribute to ASSIGNEE all of its right, title, and interest in and to the Marks and the Property; and

WHEREAS, ASSIGNEE desires to acquire all of ASSIGNOR's rights, title, and interest in and to the Marks and the Property and the goodwill symbolized thereby.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR hereby irrevocably sells, assigns, transfers, and conveys to ASSIGNEE all of its right, title, and interest in and to the Marks and the Property, as well as ASSIGNOR's right, title, and interest of every kind and character throughout the world, including, without limitation, all federal, state, foreign, statutory and common law and other rights and all domestic and foreign trademark applications and registrations therefor (and all extensions and renewals of such applications and registrations, and the right to apply for any of the foregoing), together with the goodwill of the business associated with the Marks and the Property, the same to be held and enjoyed by ASSIGNEE, its successors, assigns, and other legal representatives.

ASSIGNOR further assigns to ASSIGNEE all rights to sue for and receive all damages accruing from past, present, and future infringements or misappropriations of the Marks and the Property herein assigned.

This Assignment shall be binding upon the parties, their successors and/or assigns, and all others acting by, through, with, or under their direction, and all those in privity therewith.


ASSIGNOR further covenants that it will execute all documents, papers, forms and authorizations and take all other actions that may be necessary for securing, completing, or vesting in ASSIGNEE full right, title, and interest in and to the Marks and the Property.

[THE REMAINDER OF THIS PAGE IS LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF the parties have duly executed and delivered this Assignment Agreement as of the day and year first above written.

ASSIGNOR:

TACO TIME INTERNATIONAL, INC., an Oregon corporation

By: 
Its: President

ASSIGNEE:

KAHALA FRANCHISE CORP., a Delaware corporation


By: 
Its: VP-General Counsel

EXHIBIT A**Schedule of Trademarks and Intellectual Property**

MARK	<u>APPL./REG. No.</u>	STATUS	REGISTRATION DATE
TACOTIME (words & design)	2,637,068	Registered	October 15, 2002
TACO TIME (words & design)	2,637,067	Registered	October 15, 2002
TACOTIME (words & design)	2,664,383	Registered	December 17, 2002
IT REALLY IS	2,529,706	Registered	January 15, 2002
CACTUSTIME	2,438,363	Registered	March 27, 2001
FIESTA PLATTERS	2,484,228	Registered	September 4, 2001
MEXI-ICE	2,238,797	Registered	April 13, 1999
CLASSIC CACTUS WRAPS	2,179,601	Registered	August 4, 1998
WALL OF FLAME	2,142,628	Registered	March 10, 1998
MORE TASTE FOR YOUR PESO	2,171,916	Registered	July 7, 1998
TACOTIME	2,043,488	Registered	March 11, 1997
BIG TIME IT	2,312,124	Registered	January 25, 2000
JUAN JR.	2,278,583	Registered	September 21, 1999
TACO TIME EXPRESS	1,876,127	Registered	January 24, 1995
TACOLAND	1,836,385	Registered	May 10, 1994
CRUSTOS	1,547,586	Registered	July 11, 1989
TACOLAND MEAL	1,418,759	Registered	November 25, 1986
GIMME A CHIMI!	1,550,548	Registered	August 1, 1989
TASTE THE REAL DIFFERENCE	1,417,045	Registered	November 11, 1986
NUGGETS OLE'!	1,426,690	Registered	January 27, 1987
MEXI-FRIES	1,388,448	Registered	April 1, 1986
TACOTIME	1,344,891	Registered	June 25, 1985
CASITA BURRITO	1,354,539	Registered	August 13, 1985
BIG JUAN	1,349,867	Registered	July 16, 1985
TOSTADA DELIGHT	1,355,690	Registered	August 20, 1985
THIS GOOD! ONLY AT TACO TIME	1,343,541	Registered	June 18, 1985

TACOTIME (words & design)	1,305,240	Registered	November 13, 1984
TACO TIME (words & design)	1,287,141	Registered	July 24, 1984
TACO TIME (words & design)	1,240,686	Registered	May 31, 1983
Cactus Design (design only)	1,211,961	Registered	October 5, 1982
TACO TIME	1,206,365	Registered	August 24, 1982
ANYTIME IS TACO TIME	1,188,184	Registered	January 26, 1982
TACO TIME & Cactus Character Design (words plus design)	1,135,925	Registered	May 20, 1980
TACO TIME (words & design)	0,920,869	Registered	September 21, 1971
TACO TIME	0,841,358	Registered	December 26, 1967