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

8/24/04

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):

Pierre Dubé

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

Citizenship (see guidelines) U.S. Citizen

Execution Date(s) June 30, 2003

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 - Security Agreement Change of Name
 - Other _____
- Dated 6/30/2003

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Freebirds, LP, a Delaware

Internal limited partnership

Address: _____

Street Address: 3326 Longmire Drive

City: College Station

State: Texas

Country: USA Zip: 77845

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship Delaware
- Corporation Citizenship _____
- 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)

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule A attached hereto

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: Stephen L. Johnson

Internal Address: _____

Street Address: 4265 San Felipe, #1200

City: Houston

State: Texas Zip: 77027

Phone Number: 713.850.7766

Fax Number: 713.552.1758

Email Address: sjohnson@boyarmiller.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- 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:

Pierre Dubé

Signature

8/3/04

Date

Pierre Dubé

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

08/25/2004 BYRNE 00000046 2527269

01 FC:0521
02 FC:0522

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

TRADEMARK
REEL: 003036 FRAME: 0797

SCHEDULE A

Trademarks

Registration/Application No.

F (Word Mark)

2527269 (U.S. Patent and Trademark Office)
76187516 (Serial No.)

FREEB!RDS WORLD BURRITO
(Word Mark)

2214564 (U.S. Patent and Trademark Office)
75391346 (Serial No.)

CONTRIBUTION AND ASSIGNMENT OF TRADEMARKS

WHEREAS, **PIERRE DUBÉ**, an individual residing at 308 Collegeview, Bryan, Texas 77801 ("*Dubé*"), and **FREEBIRDS, L.L.C.**, a Texas limited liability company, having a place of business at 3326 Longmire Drive College Station, Texas 77845 ("*Freebirds, LLC*"), have used and are using in their business the trademarks shown on Schedule A attached hereto (the "Trademarks"), and such Trademarks are the subject of the corresponding applications and/or registrations in the U.S. Patent and Trademark Office and the State of Texas;

WHEREAS, **FREEBIRDS, LP**, a Delaware limited partnership, having a place of business at 3326 Longmire Drive College Station, Texas 77845 ("*Freebirds, LP*"), pursuant to the terms of that certain Contributory Bill of Sale and Assignment dated June 30, 2003, entered into by and among Freebirds, LP, Freebirds, LLC, Dubé, and certain other subsidiaries of Freebirds LLC, desires to acquire all right, title, and interest in the Trademarks together with the goodwill of the business symbolized by the Trademarks and the registrations and applications therefor;

WHEREAS, it is desired that the assignment of the Trademarks be made of record in the U.S. Patent and Trademark Office, and other appropriate Patent and Trademark Offices in the State of Texas;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and intending to be legally bound hereby, Dubé and Freebirds LLC each hereby contribute and assign to Freebirds LP all of their respective right, title, and interest in and to the Trademarks and registrations therefor, together with the goodwill of the business symbolized by the Trademarks.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Contribution and Assignment of Trademarks to be executed and delivered on this 3~~rd~~ day of August, 2004, to be effective as of June 30, 2003.

FREEBIRDS, LLC, a Texas limited liability company

By: Pierre Dubé
Pierre Dubé, President

Pierre Dubé
PIERRE DUBÉ

FREEBIRDS, LP, a Delaware limited partnership

By: Freebirds GP, LLC, a Delaware limited liability company, its general partner

By: Alan Hixon
Alan Hixon, President