

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mitzel's American Kitchens II, Inc.		12/12/2000	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	Elmer's Restaurants, Inc.		
Street Address:	11802 SE Stark Street		
City:	Portland		
State/Country:	OREGON		
Postal Code:	97216		
Entity Type:	CORPORATION: OREGON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1855383	MITZEL'S AMERICAN KITCHEN	
CORRESPONDENCE DATA			
Fax Number:	(503)778-2200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	503-778-2116		
Email:	trademarks@lanepowell.com		
Correspondent Name:	Anne W. Glazer		
Address Line 1:	601 SW Second Avenue		
Address Line 2:	Suite 2100		
Address Line 4:	Portland, OREGON 97204-3158		
NAME OF SUBMITTER:	J. Alfred Murray		
Signature:	/J. Alfred Murray/		
Date:	04/18/2005		

OP \$40.00 1855383

Total Attachments: 5

900023259

**TRADEMARK
 REEL: 003068 FRAME: 0443**

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After recording return to:

Robert S. Ball
Ball Janik, LLP
One Main Place
101 SW Main, Suite 1100
Portland, OR 97204-3219

Abbrev. Legal Description: Pcl. A: Ptn. NW ¼ of SE ¼ of Sec. 25, Twn. 28 N., Rng. 4 E.; Pcl. B: Ptn. NE ¼ of SW ¼ of Sec. 14, Twn. 26 N., Rng. 1 E.; Pcl. C: Lt. A, OHSP #3-85, Vl. 2, Pg. 23; Pcl. D: Ptn. Lt. 1, Shinns Cloverdale Add. To Kent, Vl. 6, Pg. 52; Pcl. E: Lt. 4, SP#8908020412

(complete legal description on pages B1-B4)

Tax Parcel Numbers: Pcl. A: 280425-004-020-00; Pcl. B: 142601-3-047-2008; Pcl. C: R1335-453-4210; Pcl. D: 775780-0010-01; Pcl. E: 04-20-07-6-008 & 04-20-07-6-008

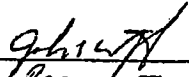
Assignment and Assumption Agreement

12 THIS ASSIGNMENT AND ASSUMPTION AGREEMENT is effective as of the day of December, 2000, by and between Mitzel's American Kitchens I, Inc., a Washington corporation, Mitzel's American Kitchens II, Inc., a Washington corporation, MC Poulso, a Joint Venture, and MC Oak Harbor, a Joint Venture (collectively, the "Assignors"), and Elmer's Restaurants, Inc., an Oregon corporation ("Assignee"). This Assignment and Assumption Agreement is entered into in conjunction with Assignors' conveyance to Assignee of the certain property pursuant to that certain Asset Purchase Agreement dated the 19th day of October, 2000 (the "Purchase Agreement"). Capitalized terms used but not defined herein shall have the respective meanings set forth in the Purchase Agreement.


For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignors hereby assign, transfer, convey, and delegate to Assignee those certain Restaurant Leases described on **EXHIBIT A** and applicable to the real property described on **EXHIBIT B** attached hereto and made a part hereof, and all of the contract rights and all other intangible property included in the Purchased Assets. Assignee hereby accepts all leased premises in their present condition. Assignee hereby assumes and agrees to keep, perform, and observe the Assumed Liabilities from and after the date hereof.

Assignors:

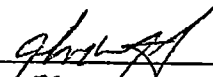
MITZEL'S AMERICAN KITCHENS I,
a Washington corporation

By: 
Its: President

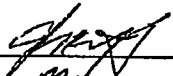
MITZEL'S AMERICAN KITCHENS II,
a Washington corporation

By: 
Its: President

MC Poulsbo, a Joint Venture

By: 
Its: Manager

MC Oak Harbor, a Joint Venture

By: 
Its: Manager

Assignee:

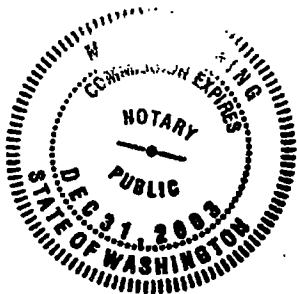
ELMER'S RESTAURANTS, INC.,
an Oregon corporation

By: _____
Its: _____

STATE OF WASHINGTON)
COUNTY OF KING) ss.

I certify that I know or have satisfactory evidence that John E. Mitzel is the person who appeared before me, and said person acknowledged that (s)he signed this instrument, on oath stated that (s)he was authorized to execute the instrument and acknowledged it as the Pres. of MITZEL'S AMERICAN KITCHENS I, INC., a Washington corporation, to be the free and voluntary act of such parties for the uses and purposes therein mentioned.

DATED: 12.9.2000

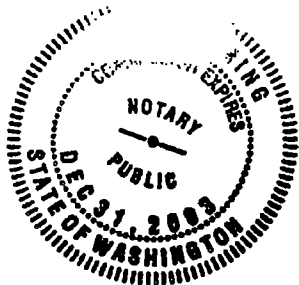


M.M. Fleming
[Notary Signature]
M. M. FLEMING
[Type or Print Name of Notary]
NOTARY PUBLIC for the State of
WASH, residing at
SEATTLE
My appointment expires:
12.31.03

STATE OF WASHINGTON)
COUNTY OF KING) ss.

I certify that I know or have satisfactory evidence that John E. Mitzel is the person who appeared before me, and said person acknowledged that (s)he signed this instrument, on oath stated that (s)he was authorized to execute the instrument and acknowledged it as the Pres. of MITZEL'S AMERICAN KITCHENS II, INC., a Washington corporation, to be the free and voluntary act of such parties for the uses and purposes therein mentioned.

DATED: 12.9.2000

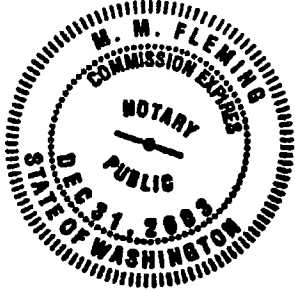


M.M. Fleming
[Notary Signature]
M.M. FLEMING
[Type or Print Name of Notary]
NOTARY PUBLIC for the State of
WASH, residing at
SEATTLE
My appointment expires:
12.31.03

STATE OF WASHINGTON)
COUNTY OF KING) ss.

I certify that I know or have satisfactory evidence that John E. Mitzel is the person who appeared before me, and said person acknowledged that (s)he signed this instrument, on oath stated that (s)he was authorized to execute the instrument and acknowledged it as the Pres MGR of MCPOULSBO, a Washington Joint Venture, to be the free and voluntary act of such parties for the uses and purposes therein mentioned.

DATED: 12.9.2000

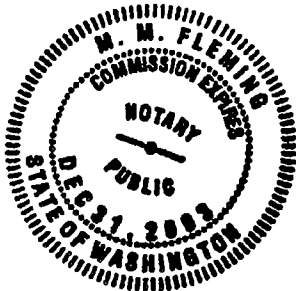


M M Fleming
[Notary Signature]
M.M. FLEMING
[Type or Print Name of Notary]
NOTARY PUBLIC for the State of
WASH, residing at
SEATTLE
My appointment expires:
12.31.2003

STATE OF WASHINGTON)
COUNTY OF KING) ss.

I certify that I know or have satisfactory evidence that John E. Mitzel is the person who appeared before me, and said person acknowledged that (s)he signed this instrument, on oath stated that (s)he was authorized to execute the instrument and acknowledged it as the Pres MGR of MC-Oak Harbor, a Washington joint venture, to be the free and voluntary act of such parties for the uses and purposes therein mentioned.

DATED: 12.9.2000



M M Fleming
[Notary Signature]
M M FLEMING
[Type or Print Name of Notary]
NOTARY PUBLIC for the State of
WASH, residing at
SEATTLE
My appointment expires:
12.31.03

STATE OF _____)
) ss.
COUNTY OF _____)

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, and said person acknowledged that (s)he signed this instrument, on oath stated that (s)he was authorized to execute the instrument and acknowledged it as the _____ of **ELMER'S RESTAURANTS, INC., an Oregon corporation**, to be the free and voluntary act of such parties for the uses and purposes therein mentioned.

DATED: _____

[Notary Signature]

[Type or Print Name of Notary]

NOTARY PUBLIC for the State of

_____, residing at

My appointment expires:

117045.0002\747887.5