

Form PTO-1594 (Rev. 07/05)
 OMB Collection 0651-0027 (exp. 6/30/2008)

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.

<p>1. Name of conveying party(ies): TW Royalty, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation- State: <u>NEVADA</u> <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____</p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No</p> <p>Name: <u>TUMBLEWEED, INC.</u> Internal Address: _____ Street Address: <u>2301 RIVER ROAD, SUITE 200</u> City: <u>LOUISVILLE</u> State: <u>KENTUCKY</u> Country: <u>U.S.</u> Zip: <u>40205</u></p> <p><input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>DELAWARE</u> <input type="checkbox"/> Other _____ Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>3. Nature of conveyance)/Execution Date(s) :</p> <p>Execution Date(s) <u>December 19, 2005</u></p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <small>Corrective Assignment, Reel 3213, Frame 0022, correcting state of incorporation</small></p>	<p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>2,030,239; 2,030,238; 1,509,508; 2,469,720</u></p> <p>Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</p>
<p>5. Name & address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Scott M. Oldham, Esq.</u> Internal Address: <u>Hahn Loeser & Parks LLP</u> Street Address: <u>One GOJO Plaza, Suite 300</u> City: <u>Akron</u> State: <u>Ohio</u> Zip: <u>44311-1076</u> Phone Number: <u>330.864.5550</u> Fax Number: <u>330.864.7986</u> Email Address: <u>trademarks@hahnlaw.com</u></p>	<p>6. Total number of applications and registrations involved: 4</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ <u>115.00</u></p> <p><input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p> <p>8. Payment Information:</p> <p>a. Credit Card Last 4 Numbers _____ Expiration Date _____</p> <p>b. Deposit Account Number <u>15-0450</u> Authorized User Name <u>Scott M. Oldham</u></p>
<p>9. Signature: _____ Signature Scott M. Oldham, Esq. Name of Person Signing</p> <p style="text-align: right;">Date: <u>9/5/2006</u></p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 6</p>	

CH \$115.00 150450 2030239

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

**12/19/2005
 900038171**

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TW Royalty, Inc.		12/07/2005	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	Tumbleweed, Inc.		
Street Address:	2301 River Road, Suite 200		
City:	Louisville		
State/Country:	KENTUCKY		
Postal Code:	40205		
Entity Type:	CORPORATION: KENTUCKY		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2030239	TUMBLEWEED MEXICAN CAFE	
Registration Number:	2030238	TUMBLEWEED SOUTHWEST MESQUITE GRILL & BAR	
Registration Number:	1509508	TUMBLEWEED	
Registration Number:	2469720	TUMBLEWEED SOUTHWEST GRILL	
CORRESPONDENCE DATA			
Fax Number:	(330)864-7986		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	330-864-5550		
Email:	trademarks@hahnlaw.com		
Correspondent Name:	Scott M. Oldham		
Address Line 1:	One GOJO Plaza, Suite 300		
Address Line 4:	Akron, OHIO 44311		
ATTORNEY DOCKET NUMBER:	200656.8-10 AND .5		
NAME OF SUBMITTER:	Scott M. Oldham		

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Signature:	/Scott M. Oldham/
Date:	12/19/2005
Total Attachments: 1 source=Assignment#page1.tif	

Trademark Assignment

WHEREAS, TW ROYALTY, INC., a Nevada Corporation, with its principal place of business at Bank of America Center, Suite 850, 101 Convention Center, Las Vegas, NV 89109 ("Assignor"), has adopted, owns and is using the following trademarks in the United States of America and various foreign territories. The Assignor owns the following identified trademark registrations on the Principal Register of the United States Patent and Trademark Office for the goods and/or services identified therein along with registrations in foreign countries ("the Marks"):

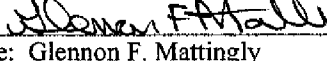
Trademark	Registration No.	Country	Registration Date
TUMBLEWEED MEXICAN CAFE	2,030,239	U.S.	January 14, 1997
TUMBLEWEED SOUTHWEST MESQUITE GRILL & BAR	2,030,238	U.S.	January 14, 1997
TUMBLEWEED	1,509,508	U.S.	October 18, 1988
TUMBLEWEED SOUTHWEST GRILL	2,469,720	U.S.	July 17, 2001
TUMBLEWEED	2,176,840	GB	September 8, 1998
TUMBLEWEED (mark & design)	000935346	GB	September 8, 1998
TUMBLEWEED (mark & design)	2,176,841	GB	September 8, 1998
TUMBLEWEED (mark & design)	000935437	EU	September 8, 1998
TUMBLEWEED (mark & design)	640,573	BX	September 1, 1998
TUMBLEWEED	640,508	BX	September 1, 1998
TUMBLEWEED	398 50 285	DE	November 27, 1998
TUMBLEWEED (mark & design)	398 50 284	DE	December 8, 1998

and

WHEREAS, TUMBLEWEED, INC., a Delaware Corporation, with its principal place of business at 2301 River Road, Suite 200, Louisville, KY 40205 ("Assignee"), desires to acquire the Marks and the above-referenced Registrations therefore;

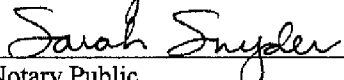
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to each of the Marks, together with the goodwill of the business symbolized by the Marks, and the registrations thereof.

TW ROYALTY, INC.

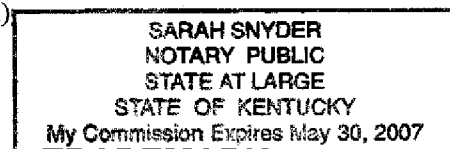
By: 
Name: Glennon F. Mattingly
Title: Vice-Chairman & Treasurer

Dated effective as of: December 7, 2005

Before me, a Notary Public, in and for the State of Kentucky, USA, personally appeared, Glennon Mattingly, who did sign the foregoing instrument. In Testimony whereof, I have hereunto set my hand and official seal this 7th day of August, 2006.


Notary Public

(Seal)



TRADEMARK