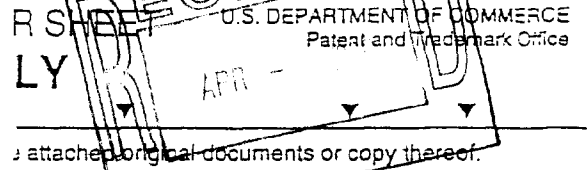


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To the Honorable Commissioner c

attached original documents or copy thereof.

1. Name of conveying party(ies):

Grand Bay Management Company
c/o Wyndham International, Inc.
1950 Stemmons Freeway, suite 6001
Dallas, Texas 75207

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 8, 1999

2. Name and address of receiving party(ies)

Name: Alexander Popov
Internal Address: c/o Smart ARC'S
Street Address: 2355 Telegraph Avenue
City: Berkeley State: CA ZIP: 94704

- Individual(s) citizenship U.S. - California
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

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)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,287,453

Additional numbers attached? Yes No

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

Name: Jay H. Begler

Internal Address: Harris Beach & Wilcox, -
LLP

Street Address: 530 Fifth Avenue

City: New York State: NY ZIP: 10036

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 1

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0637

(Attach duplicate copy of this page if paying by deposit account)

04/12/1999 DNGUYEN 00000004 500637 1287453

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DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Randi S. Miller
Name of Person Signing

Randi S. Miller
Signature

3/31/99
Date

Total number of pages including cover sheet, attachments, and document: 2

4-5-99


ASSIGNMENT OF TRADEMARK

This Assignment is effective as of the 8th day of January, 1999, and is entered into between GRAND BAY MANAGEMENT COMPANY, a corporation organized and existing under Florida law, c/o Wyndham International, Inc., 1950 Stemmons Freeway, Suite 6001, Dallas, Texas 75207, Attention: General Counsel (hereinafter "Assignor") and ALEXANDER POPOV, an individual residing in California, c/o Smart Alec's, 2355 Telegraph Avenue, Berkeley, California 94704 (hereinafter "Assignee").

In consideration of the sum of One Thousand Dollars (\$1,000.00), Assignor hereby assigns to Assignee all of Assignor's right, title and interest in and to the mark SMART ALEX and U.S. Registration No. 1,287,453, together with the goodwill of the business associated therewith.

Date: 1/8/99

GRAND BAY MANAGEMENT COMPANY

By: 
Name: Richard A. Holtzman
Title: President

HARRIS BEACH & WILCOX
530 FIFTH AVENUE
NEW YORK, NY 10036
PHONE: (212) 687-0100
FACSIMILE: (212) 687-0659

DATE: March 31, 1999

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

MARK: SMART ALEX
ASSIGNOR: Grand Bay Management Company
ASSIGNEE: Alexander Popov
APP/REG. NO.: 1,287,453
ATTY. REF: Popov - Temp

Dear Sir or Madam:

We enclose herewith the following documents in connection with the above-identified trademark application:

----- Trademark Application	----- Notice of Appeal
----- Petition for Cancellation	----- Application to Amend Registration
----- Request for Extension of Time	----- Response
----- Section 8 Declaration (with specimen)	----- Statement of Use(w/specimens)
----- Certificate Foreign Registration	---X--- Recordation Cover Sheet
----- Renewal (with specimen)	----X-- Assignment
----- Change of Correspondent's Address	----- Certificate of Express Mail

The Commissioner is authorized to charge the recordation fee of \$ 40.00 and any additional fees related to this application to deposit account No. 50-0637.

---X--- Please stamp and return the enclosed postcard.

Sincerely,



Randi S. Miller

Enclosures