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TO: **ATTN: Box ASSIGNMENTS/FEE**
Assistant Commissioner of Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513



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U.S. Patent & TMO/c/TM Mail Rcpt Dt. #31

Please record the attached original document(s) or copy(ies) thereon.

SUBMISSION TYPE:
New

CONVEYANCE TYPE:
Assignment
Effective Date: December 28, 1999

2 Total number of pages of attached conveyance document including any attachments.

CONVEYING PARTY(IES):
Boccones, Inc.
Boccones I, Inc.
BBH Licensing, Inc.
(Texas corporations)
17890 Blanco Road, Suite 301
San Antonio, Texas 78232

RECEIVING PARTY(IES):
T & K Britt Enterprises, Inc.
(Texas corporation)
9071 Blazing Star Trail
San Antonio, Texas 78266

ADDITIONAL NAME(S) OF CONVEYING PARTIES ATTACHED?
 YES
 NO

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.) Yes No

ADDITIONAL NAME(S) OF RECEIVING PARTIES ATTACHED?
 YES
 NO

DOMESTIC REPRESENTATIVE:

Name: (Not applicable)
Address:

CORRESPONDENT:

Name: William B. Nash
Address: Jackson Walker, LLP
112 E. Pecan, Suite 2100
San Antonio, TX 78205
Telephone: 210-978-7700

APPLICATION NUMBER(S) OR PATENT NUMBER(S):

A. Trademark Application No.(s):
App. No. ___ filed ___ for "___"
Additional numbers attached?
 Yes No

B. Trademark Registration No.(s):
Reg. No. 1,742,521 issued December 22,
1992 for BOCCONES
Additional numbers attached?
 Yes No

02/16/2000 DNGUYEN 00000281 1742521

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File OK

<p>STATEMENT AND SIGNATURE:</p> <p>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.</p> <p><i>William Nash</i> WILLIAM B. NASH 1/10/2000</p> <p>DATE _____</p>	<p>TOTAL NUMBER OF PROPERTIES (APPLICATIONS AND REGISTRATIONS) INVOLVED: One (1) (\$40.00 first/\$25.00 each add'l)</p> <hr/> <p>TOTAL FEE (37 CFR 3.41): \$40.00 <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to Charge Account No. 07-2400.</p> <hr/> <p>DEPOSIT ACCOUNT NUMBER 07-2400. (Attach duplicate copy of this form if paying by deposit account.)</p>
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CERTIFICATE OF MAILING

I hereby certify that this paper (along with any paper referred to as being attached or enclosed) is being deposited on the date shown below with the United States Postal Service in an envelope addressed to the "Assistant Commissioner of Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513", as follows:

<p align="center"><u>37 CFR 1.8(a)</u></p> <p><input type="checkbox"/> With sufficient postage as First Class Mail.</p> <p>Date: _____, 19__</p>	<p align="center"><u>37 CFR 1.10</u></p> <p><input checked="" type="checkbox"/> As "Express Mail Post Office to Addressee", Mailing Label No. <u>EL423 211200-US</u></p> <p>Date: <u>1/11</u>, 19<u>2000</u></p>
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Verisa T. Dark
Printed Name of Person Mailing Paper or Fee

Verisa T. Dark
Signature of Person Mailing Paper or Fee

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U.S. TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is effective this 28 day of December, 1999 ("Effective Date"), from BOCCONE'S INC., BOCCONE'S I INC., and BBH LICENSING INC., each being Texas corporations located at 17890 Blanco Road, Suite 301, San Antonio, Texas, 78232 (collectively the "Assignor"); to T&K BRITT ENTERPRISES INC., a Texas corporation located at 9071 Blazing Star Trail, San Antonio, Texas, 78266 ("Assignee").

WHEREAS, BBH LICENSING INC. is the listed owner of the following United States trademark:

BOCCONE'S, Reg. No. 1742521, for restaurant services in I.C. 042 (the "Trademark");

WHEREAS BOCCONE'S INC. and BOCCONE'S I INC. join in this assignment to the extent that they hereby assign any rights each may have in regard to the Trademark;

WHEREAS, Assignor is the exclusive owner of all right, title and interest in and to the Trademark; and

WHEREAS, Assignee wishes to acquire from Assignor the entirety of Assignor's right, title and interest in and to the Trademark;

NOW, THEREFORE, for good and valuable consideration (including that recited in the Asset Purchase Agreement dated as of December 18, 1999, to which Assignor and Assignee are parties), the receipt and adequacy of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and conveys to Assignee, its successors and assigns forever, free and clear of all liens and encumbrances except for that granted in the Intellectual Property Security Agreement and associated Intellectual Property Security Agreement, Assignor's entire right, title and interest in the United States trademark BOCCONE'S, Reg. No. 1742521, for restaurant services in I.C. 042, together with the goodwill of Assignor's business appertaining thereto and/or symbolized thereby, all income, royalties, damages and payments now or hereafter due or payable in respect to the Trademarks, and all causes of action (either in law or in equity) and the right to sue, counterclaim and recover for present and future infringement and/or dilution of the Trademarks and the rights thereto.

Assignor authorizes and requests the Commissioner of Patents and Trademarks of the United States, to issue the same to the said Assignee, its successors and assigns, in accordance with this Agreement.

Assignee, its successors and assigns, shall hold the rights to the foregoing for and during the existence of such Trademarks, as fully and as entirely as the same would have been held and enjoyed by Assignor had this Assignment not been made.

Assignor also shall, without further consideration, comply with all reasonable requests by Assignee, at no expense, to execute promptly any additional documents and to take promptly any further

TRADEMARK

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action necessary to vest good, valid and marketable title to the Trademarks in Assignee.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment on the date first written above.

BOCCONE'S INC.

By Al DiLiberto, Jr.
Al DiLiberto, Jr., President

T&K BRITT ENTERPRISES INC.

By Timothy J. Britt
Timothy J. Britt, President

BOCCONE'S I INC.

By Al DiLiberto, Jr.
Al DiLiberto, Jr., President

BBH LICENSING INC.

By Al DiLiberto, Jr.
Al DiLiberto, Jr., President