

09-06-2000

Form PTO-1594
1-31-92



U.S. Department of Commerce
Patent and Trademark Office

101450224

IEET
8.4.0

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):
CBOCS Limited Partnership

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

Additional name(s) of conveying party(ies) attached? yes no

2. Name and address of receiving party(ies):
Name: CBOCS General Partnership
Internal Address: _____
Street Address: 45525 N. I-94 Service Road
City: Belleville State: MI Zip: 48111

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Amendment to Limited Partnership Agreement of CBOCS Limited Partnership, converting the limited partnership to a general partnership
Execution Date: July 27, 2000

If assignee is not domiciled in the United States, a domestic representative designation is attached: yes no
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? yes no

4. Application number(s) or registration numbers(s)

A. Trademark Application No.(s)		B. Trademark Registration No.(s)			
75/461,885	75/899,217	2,046,776	2,003,068	2,260,787	1,550,323
75/930,691	75/899,216	2,003,067	2,020,562	1,931,274	2,334,314
75/930,692		2,020,561	1,142,958	2,213,197	2,135,287
		2,106,168	2,034,882	2,255,408	1,958,007
				2,334,313	1,575,813

Additional numbers attached? yes no

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Ronald J. Snyder
Internal Address: Dinsmore & Shohl LLP
Street Address: 1900 Chemed Center
255 East Fifth Street
City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved:..... 23

7. Total fee (37 CFR 3.41): \$ 590.00
 Enclosed
 Authorized to be charged to deposit account
 Please charge any deficiencies or credit any overpayment to deposit account

8. Deposit account number: 04-1133
(Attach duplicate copy of this page if **paying** by deposit account)

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.

Ronald J. Snyder, Esq. [Signature] 8/4/00
Name of Person Signing Signature Date

Total number of pages including cover sheet: 5

09/05/2000 NTHA11 00000117 75461885
01 FC:481
02 FC:482

CERTIFICATE OF EXPRESS MAIL
"Express Mail" mailing label number: EL529259325US
of Deposit: August 4, 2000
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to Box Assignment, Commissioner for Patents and Trademarks; Washington, DC 20231.

[Signature]

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TRADEMARK
REEL: 002129 FRAME: 0160

**AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT
OF
CBOCS LIMITED PARTNERSHIP**

This Amendment to Limited Partnership Agreement (this "Amendment") is made and entered into as of the 27th day of July, 2000 by and between CBOCS West, Inc., a Nevada corporation having its principal place of business located at 3773 Howard Hughes Parkway, Suite 300 North, Las Vegas, Nevada 89109 ("West") and CBOCS Michigan, Inc., a Michigan corporation having its principal place of business located at 45525 N. I-94 Service Road, Belleville, Michigan 48111 ("Michigan") (together, the "Partners").

WITNESSETH:

WHEREAS, on December 26, 1996, the Partners organized a limited partnership known as CBOCS Limited Partnership (the "Partnership") by filing a Certificate of Limited Partnership with the Michigan Department of Commerce - Corporation and Securities Bureau and entering into a Limited Partnership Agreement of CBOCS Limited Partnership (the "Limited Partnership Agreement"); and

WHEREAS, the Partners desire to convert the Partnership into a general partnership under the Michigan Uniform Partnership Act codified in Chapter 449 of the Michigan Compiled Laws (the "Act").

NOW THEREFORE, in consideration of the mutual promises and covenants hereinafter set forth, the parties hereto agree as follows:

1. The Partnership shall be converted from a limited partnership to a general partnership effective as of the date hereof. The Partners shall hold the same percentage partnership interests in the general partnership as each held in the limited partnership as follows:

<u>Partner</u>	<u>Percentage Partnership Interest</u>
West	10%
Michigan	90%

2. The name of the general partnership shall be CBOCS GENERAL PARTNERSHIP.

3. Any provisions of the Limited Partnership Agreement which conflict with this Amendment or the Act shall be rendered void and this Amendment and the Act shall govern.

4. All federal and state trademark registrations in the name of the Partnership, including but not limited to those listed on Exhibit A attached hereto, shall be owned by the general partnership, and recordation of this Amendment shall be undertaken to reflect the conversion of the Partnership from a limited partnership to a general partnership.

5. The Partners shall take any and all actions, make any and all payments and execute and file any and all documents or instruments necessary or desirable to carry out the purposes of this Amendment.

6. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Amendment effective as of the date set forth above.

CBOCS WEST, INC.

By: Patrick A. Scruggs
Patrick A. Scruggs, Treasurer

CBOCS MICHIGAN, INC.

By: _____
Bruce A. Hallums, President

4. All federal and state trademark registrations in the name of the Partnership, including but not limited to those listed on Exhibit A attached hereto, shall be owned by the general partnership, and recordation of this Amendment shall be undertaken to reflect the conversion of the Partnership from a limited partnership to a general partnership.

5. The Partners shall take any and all actions, make any and all payments and execute and file any and all documents or instruments necessary or desirable to carry out the purposes of this Amendment.

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IN WITNESS WHEREOF, the parties have executed this Amendment effective as of the date set forth above.

CBOCS WEST, INC.

By: _____
Patrick A. Scruggs, Treasurer

CBOCS MICHIGAN, INC.

By: Bruce A. Hallums
Bruce A. Hallums, President

EXHIBIT A

Registered Trademarks	Registration No.
COUNTRY SHRIMP SAMPLER	2,046,776
CRACKER BARREL BREAKFAST IN THE COUNTRY	2,003,067
CRACKER BARREL BREAKFAST IN THE COUNTRY	2,020,561
CRACKER BARREL CORNER MARKET OLD COUNTRY STORE'S QUALITY TAKE HOME FOOD	2,106,168
CRACKER BARREL GOOD COUNTRY COOKIN	2,003,068
CRACKER BARREL GOOD COUNTRY COOKIN	2,020,562
CRACKER BARREL OLD COUNTRY STORE	1,142,958
CRACKER BARREL OLD COUNTRY STORE	2,034,882
CRACKER BARREL OLD COUNTRY STORE	2,260,787
CRACKER BARREL OLD COUNTRY STORE	1,931,274
CRACKER BARREL OLD COUNTRY STORE	2,213,197
MISCELLANEOUS DESIGN	2,255,408
OLD FASHIONED COUNTRY CANDIES	1,550,323
OLD FASHIONED COUNTRY FIXIN'S	2,334,314
OLD FASHIONED COUNTRY FIXIN'S	2,334,313
OLD FASHIONED COUNTRY SNACKS	2,135,287
PATH TO STARDOM	1,958,007
STOREFRONT DESIGN ONLY	1,575,813

Pending Trademark Applications	Serial No.
MISCELLANEOUS DESIGN	75/461,885
POPOLO'S	75/930,691
POPOLO'S	75/930,692
SERRAMARE	75/899,217
SERRAMARE	75/899,216

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