

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TA Licensing, Inc.		01/31/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	HPT TA Properties Trust
Street Address:	400 Centre Street
City:	Newton
State/Country:	MASSACHUSETTS
Postal Code:	02458-2076
Entity Type:	Real Estate Investment Trust: MARYLAND

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Registration Number:	2503355	BUCKHORN FAMILY RESTAURANT
Registration Number:	1497166	COUNTRY PRIDE
Registration Number:	1962627	COUNTRY PRIDE RESTAURANT
Registration Number:	1796524	EXPRESS LANE
Registration Number:	2486341	FORK IN THE ROAD
Registration Number:	2618111	FORK IN THE ROAD
Registration Number:	1379114	KING OF THE ROAD
Registration Number:	1780908	MRS. B'S
Registration Number:	2550212	PRONTO! PAY
Registration Number:	0781013	ROAD KING
Registration Number:	2709717	ROADKING CLUB
Registration Number:	1369595	ROAD KING DRIVERS' CLUB
		SERVICE MAKES THE DIFFERENCE, OURS IS

CH \$865.00 2503355

Registration Number:	2203232	GUARANTEED.
Registration Number:	2498123	TA
Registration Number:	1490220	TA
Registration Number:	1167657	TA
Registration Number:	1917096	TA EXPRESS
Registration Number:	2872031	TA ROADMILES
Registration Number:	2390178	TA TRAVEL CENTER
Registration Number:	2469954	TA TRAVELCENTERS OF AMERICA
Registration Number:	1061848	TRUCKSTOPS OF AMERICA
Registration Number:	3104672	ACCESS TA
Serial Number:	78301708	ACCESS TA
Serial Number:	78301520	EXTRAMILES
Registration Number:	3080814	GOASIS
Registration Number:	3106086	REVVED UP ROADMILES
Serial Number:	76307675	ROAD KING CHROME CLUB
Serial Number:	78262255	TA SPEED ZONE
Serial Number:	78535214	ROAD KING CHROME CLUB
Serial Number:	78588721	CARVING BLOCK
Registration Number:	3164862	TA CAFE EXPRESS
Serial Number:	78749996	TA ROAD SQUAD
Serial Number:	78927705	COUNTRY PRIDE RESTAURANT
Serial Number:	77044474	GOASIS

CORRESPONDENCE DATA

Fax Number: (617)338-2880
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617-338-2800
Email: kherman@sandw.com
Correspondent Name: Kim Herman
Address Line 1: One Post Office Square
Address Line 2: Sullivan & Worcester LLP
Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	21388.6
NAME OF SUBMITTER:	Kim Herman
Signature:	/Kim Herman/

Date:

02/26/2007

Total Attachments: 6

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"TA LICENSING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HPT TA PROPERTIES TRUST" UNDER THE NAME OF "HPT TA PROPERTIES TRUST", A REAL ESTATE INVESTMENT TRUST ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 2007, AT 11:32 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2007, AT 1:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4293904 8100M

070107449



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5397761

DATE: 01-31-07

TRADEMARK
REEL: 003487 FRAME: 0899

AGREEMENT AND PLAN OF MERGER

BY AND BETWEEN

TA LICENSING, INC.

AND

HPT TA PROPERTIES TRUST

THIS WRITTEN AGREEMENT OF MERGER (this "Agreement") is entered into as of this 31st day of January, 2007, by and between TA Licensing, Inc., a Delaware corporation (the "Merging Corporation"), and HPT TA Properties Trust, a Maryland real estate investment trust (the "Surviving Entity").

FIRST: The Merging Corporation and the Surviving Entity agree to merge (the "Merger") in the manner as hereinafter set forth.

SECOND: The Surviving Entity shall survive the Merger and the Merging Corporation shall cease to exist.

THIRD: The Merger shall be effected by the appropriate filings required under the laws of the States of Delaware and Maryland and shall be effective at 1:30 P.M. on the date hereof (the "Effective Time").

FOURTH: The declaration of trust of the Surviving Entity will not be amended as a result of the Merger.

FIFTH: (a) The total number of shares of all classes of stock which the Merging Corporation has authority to issue is 1,000 shares, par value \$.01 per share, all of which are classified as shares of common stock (the "Merging Corporation Shares").

(b) The total number of shares of beneficial interest of all classes which the Surviving Entity has authority to issue is 1,000 shares, par value \$.01 per share, all of which are classified as common shares of beneficial interest (the "Surviving Entity Shares").

SIXTH: (a) Upon the Effective Time, the Merging Corporation shall be merged into the Surviving Entity. The Merger shall have the effects set forth in Section 8-501.1 of the Maryland REIT Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, the Surviving Entity shall possess any and all purposes and powers of the Merging Corporation; and all leases, licenses, property, rights, privileges, and powers of whatever nature and description of the Merging Corporation shall be transferred to, vested in, and devolved upon the Surviving Entity, without further act or deed, subject to all of the debts and obligations of the Merging Corporation.

(b) Upon the Effective Time, (i) by virtue of the Merger and without any action on the part of the holder thereof, each Merging Corporation Share issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be canceled without payment of any consideration therefor and (ii) each Surviving Entity Share issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

SEVENTH: The Surviving Entity agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Merging Corporation, as well as for enforcement of any its obligations arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders of the Merging Corporation as determined in appraisal proceedings pursuant to §262 of the Delaware General Corporate Law, and shall irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings, and the address to which a copy of such service shall be mailed to by the Secretary of State is HPT TA Properties Trust, 400 Centre Street, Newton, Massachusetts 02458.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly executed by the parties hereto as of the 31st day of January, 2007.

TA LICENSING, INC.

By: /s/ John R. Hoadley (SEAL)
Name: John R. Hoadley
Title: Executive Vice President

HPT TA PROPERTIES TRUST

By: /s/ John G. Murray (SEAL)
Name: John G. Murray
Title: President

TA LICENSING, INC.

ASSISTANT SECRETARY'S CERTIFICATE

January 31, 2007

I, John R. Hoadley, do hereby certify that I am the duly elected and qualified Assistant Secretary of TA LICENSING, INC., a Delaware corporation (the "Company"), and that the Agreement and Plan of Merger, dated as of January 31, 2007 (the "Merger Agreement"), among HPT TA Properties Trust and TA Licensing, Inc. has been approved, adopted, certified, executed and acknowledged by TA Licensing, Inc. in accordance with the provisions of Section 254 of the General Corporation Law of the State of Delaware.

[Signature Page to Follow]

IN WITNESS WHEREOF, I have signed this Assistant Secretary's Certificate of the Company as of the date first written above.

/s/ John R. Hoadley

Name: John R. Hoadley

Title: Assistant Secretary

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RECORDED: 02/26/2007

TRADEMARK
REEL: 003487 FRAME: 0904