

10-19-1999

Handwritten: 10/15/99



101173375

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

New

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Vertical stamp: 10/16/1999 1773596 162 1773596 162 1773596 162

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name 5/20/99 10:00:00

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,773,290"/>	<input type="text" value="1,626,425"/>	<input type="text" value="1,391,171"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,818,233"/>	<input type="text" value="1,696,584"/>	<input type="text" value="1,384,755"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,743,755"/>	<input type="text" value="1,403,394"/>	<input type="text" value="1,333,815"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

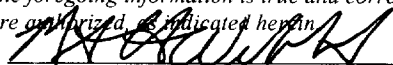
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized as indicated herein.

Mark H. Webbink
Name of Person Signing


Signature

10/13/99
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
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Name

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Address (line 2)

Address (line 3)

City

State/Country

Zip Code

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Corporation Association

Other

Citizenship/State of
Incorporation/Organization

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Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,343,067

1,068,735

1,322,741

1,367,126

1,179,634

1,214,411

1,165,051

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of October 8, 1999 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached **EXHIBIT A**

Trademark Applications


<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached **EXHIBIT A**

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

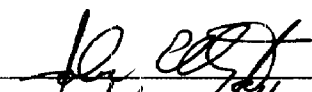
Very truly yours,

CLAREMONT RESTAURANT GROUP, LLC

By: 
Name: Rogan Ewendt
Title: Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 
Name: John Ellington
Title: Vice President

Schedule A**U.S. Trademarks of****Claremont Restaurant Group, LLC (NC)****Registered Trademarks**

Mark	Registration No.	Registration Date
WESTERN STEER STEAKS BUFFET BAKERY and Design	1,773,290	5/25/93
PRIME SIRLOIN BUFFET BAKERY STEAKS and Design	1,818,233	1/25/94
SAGEBRUSH STEAKHOUSE & SALOON	1,743,755	12/29/92
WESTERN STEER and Design	1,626,425	12/4/90
PRIME SIRLOIN	1,696,584	6/23/92
WESTERN STEER FAMILY STEAKHOUSE	1,403,394	7/29/86
WESTERN STEER	1,391,171	4/22/86
STEER and Design	1,384,755	2/25/86
Design Mark	1,333,815	4/30/85
STEERBURGER	1,343,067	6/18/85
WESTERN STEER FAMILY STEAKHOUSE and Design	1,322,741	2/26/85
PRIME SIRLOIN FAMILY STEAK HOUSE and Design	1,367,126	10/22/85
LITTLE RICHARD THE WESTERN STEER WS and Design	1,179,634	11/24/81
Design Mark	1,214,411	10/26/82
WALTZING MATILDA	1,165,051	8/11/81
WESTERN STEER FAMILY STEAKHOUSE	1,068,735	6/28/77