

07-24-2000

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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rademarks. Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): TravelCenters of America, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional names of conveying party(ies) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Travel Port Systems, Inc.</p> <p>Internal Address: _____</p> <p>Street Address: 103 Foulk Road, Suite 200 City <u>Wilmington</u> State <u>DE</u> Zip: <u>19803</u></p>
<p>3. Nature of Conveyance</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 29, 1999</u></p>	<p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p>
<p>4. Application number(s) or patent number(s): SEE EXHIBIT A</p> <p>A. Trademark Application No(s). _____ ; B. Trademark Registration No(s).. _____</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Jeanne E. Longmuir, Esq. Calfee, Halter & Griswold LLP 800 Superior Avenue, Suite 1400 Cleveland, Ohio 44114-2688</p>	<p>6. Total number of applications and registrations involved: <u>4</u></p> <p>7. Total fee (37 CFR 3.41): \$ <u>115.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Total Fee Due <input checked="" type="checkbox"/> Any deficiencies in the enclosed fees.</p>
<p>CERTIFICATE OF MAILING Date: <u>June 20, 2000</u></p> <p>I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope with sufficient postage addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Va., 22202-3513.</p> <p><u>George R. Hoskins</u> (Typed or Printed Name) <u>George R. Hoskins</u> (Signature)</p> <p>8. Deposit account number: <u>03-0172</u> <input checked="" type="checkbox"/> The Commissioner is hereby authorized to charge our deposit account for any deficiencies in the enclosed fees.</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>	
<p>07/21/2000 ASCOTT 00000117 75282268</p> <p>01 FC:48 40.00 DP 02 FC:48 75.00 DP</p> <p>DO NOT USE THIS SPACE</p>	
<p>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.</p> <p><u>Jeanne E. Longmuir</u> Name of Person Signing</p> <p><u>[Signature]</u> Signature</p> <p><u>6/20/00</u> Date</p> <p>Total number of pages comprising transmittal: <u>2</u></p>	

EXHIBIT A

<u>Mark</u>	<u>Serial No.</u>	<u>Registration No.</u>
BUCKHORN FAMILY RESTAURANT	75/282,268	n/a
SUPER CLEAR	74/721,972	2,106,032
TRAVELPORT	74/160,181	1,779,390
TRAVELPORT EXPRESS	74/647,508	2,032,834

TRADEMARK ASSIGNMENT

This is an Assignment by TravelCenters of America, Inc. ("ASSIGNOR"), to Travel Port Systems, Inc. ("ASSIGNEE"), effective as of December 31, 1999.

WHEREAS, ASSIGNOR is the owner of the trademarks and the registrations therefor listed in Schedule A (the "MARKS").

WHEREAS, ASSIGNEE is desirous of acquiring all right, title and interest in and to the MARKS as set forth and described in the registrations therefor listed in Schedule A, as well as the registrations listed in Schedule A.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR hereby assigns to ASSIGNEE all right, title and interest in and to the MARKS together with the goodwill of the business symbolized by the MARKS and all registrations therefor.

"ASSIGNOR"

TravelCenters of America, Inc.

By: James W. George
Name: JAMES W. GEORGE
Title: SR VP & CFO
Date: 12/29/99

State of Ohio)
) ss.
County of Cuyahoga)

Before me, a Notary Public in and for said County and State, personally appeared James W. George, who acknowledged himself to be the SR VP & CFO of TravelCenters of America, Inc., and that he, as SR VP & CFO, being authorized to do so, executed the foregoing instrument for the purposes and considerations therein expressed, on behalf of and in the name of said corporation.

Given under my hand and seal of office this 29th day of December, 1999.

Steven C. Lee
Notary Public

STEVEN C. LEE, ATTORNEY AT LAW
NOTARY PUBLIC - State of Ohio
My Commission Has No Expiration Date
Section 147.03 R.C.

SCHEDULE A

<u>State/Country</u>	<u>Mark</u>	<u>Serial No./Registration No.</u>	
Indiana	TRAVEL PORT	5010-1376	5010-1376
Nebraska	BINGO TRUCK STOP	NE3000002624	873,292
New Jersey	TRAVEL PORT		
New York	TRAVEL PORT		S-13047
North Carolina	TRAVEL PORT	T-10,091	T-10,091
Oregon	BURNSAHOL	OR3000001944	T13255
Pennsylvania	TRAVEL PORT		2,077,590
South Carolina	TRAVEL PORT		
United States	B BAR B RANCH (Stylized)	73/376,208	1,241,636
	BUCKHORN FAMILY RESTAURANT		75/282,268
	BURNSAHOL	73/320,886	1,194,181
	COUNTRY PRIDE	538,533	1,497,166
	COUNTRY PRIDE & DESIGN	74/405,058	1,962,627
	DIGGER O'DELL'S	73/320,960	1,236,806
	EXPRESS LANE	74/263,602	1,796,524
	EZ PAY	75/579,992	
	KING OF THE ROAD	73/466,430	1,379,114
	LOYAL FUELER	74/612,537	2,000,692
	MRS. B'S	74/231,573	1,780,908

<u>State/Country</u>	<u>Mark</u>	<u>Serial No./Registration No.</u>	
United States (cont ²)	POW-R-SURGE	73/332,240	1,253,361
	PRONTO! PAY	75/250,707	
	ROAD KING	72/185,935	781,013
	ROAD KING DRIVER'S CLUB	73/466,674	1,369,595
	SERVICE MAKES THE DIFFERENCE	75/227,745	2,203,232
	SUPER CLEAR	74/721,972	2,106,035
	TA & DESIGN	191,385	1,167,657
	TA AND DESIGN	73/694,076	1,490,220
	TA EXPRESS	74/466,119	1,917,096
	TA TRAVEL CENTER	75/345,368	
	TA TRAVELCENTERS OF AMERICA	75/345,369	
	TABB	74/627,844	2,201,614
	TABB LOYAL FUELER	74/627,843	2,046,411
	TRAVEL BANK	74/451,977	1,912,741
	TRAVELPORT EXPRESS	74/647,508	2,032,834
	TRAVELBANK AND DESIGN	74/463,925	2,012,224
	TRAVELPORT	74/180,181	1,779,390
	TRUCKERS BLEND	73/826,859	1,609,977
	TRUCKSTOPS OF AMERICA	73/072,141	1,061,848