



09-24-1998



Department of Commerce
Patent and Trademark Office
RADEMARK

08-28-1998

U.S. Patent & TMO/TM Mail Rpt Dt. #54

100837213

corr

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

New *8-28-98*

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment *22* License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other

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

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.)

Citizenship/State of Incorporation/Organization

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

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" value="75/224330"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,998,898"/>	<input type="text" value="1,883,798"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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

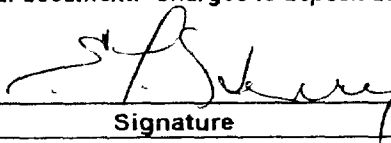
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #

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.

E.T. Henry/Senior Legal Assistant



August 26, 1998

Name of Person Signing

Signature

Date Signed



100667579

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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MLG 3-10-98

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name Arnie's Bagelicious Bagels, Inc. 1 23 98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Maplehurst Bagels, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 50 Maplehurst Drive.

Address (line 2) _____

Address (line 3) Brownsburg Indiana 46112
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Indiana

03/19/1996 TTOM11 00000213 1990898
01 FC:481 40.00 OP
02 FC:482 50.00 OP
03 FC:998 5.00 OP

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Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

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Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/224300"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,998,898"/>	<input type="text" value="1,883,798"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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Method of Payment: Enclosed Deposit Account

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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.

E.T. Henry/Senior Legal Assistant  March 9, 1998

Name of Person Signing Signature Date Signed

ASSIGNMENT OF UNITED STATES TRADEMARKS

THIS ASSIGNMENT, dated as of January 23, 1998 (the "Assignment"), is made by ARNIE'S BAGELICIOUS BAGELS, INC., a Delaware corporation ("Assignor") to MAPLEHURST BAGELS, LLC, an Indiana limited liability company ("Assignee").

WHEREAS, Assignor, Assignee, and The Quaker Oats Company, a New Jersey corporation, are parties to a certain Asset Purchase and Sale Agreement dated as of December 12, 1997 (the "Purchase Agreement");

WHEREAS, Assignor has adopted, and is using those United States trademarks set forth on Exhibit A to this Assignment (the "Trademarks");

WHEREAS, Assignor has agreed pursuant to the Purchase Agreement to sell, assign, transfer and convey to Assignee all of Assignor's right, title and interest in and to the Trademarks (and all extensions and renewals of the registrations thereof) and the goodwill associated with the Trademarks, but in no event including any Excluded Assets; and

WHEREAS, all capitalized terms used without definition herein shall have the meaning specified in the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby takes the following actions and makes the following agreement:

1. Assignor hereby sells, assigns, transfers and conveys to Assignee, Assignor's entire right, title and interest in and to the Trademarks (and all registrations, extensions and renewals of the registrations thereof) and the goodwill associated with the use of and symbolized by the Trademarks. Further, Assignor hereby assigns, transfers and sets over unto Assignee Assignor's rights, if any, to sue for and to collect damages, profits and other relief for any past infringement of the Trademarks.

EXCEPT AS SET FORTH IN THE PURCHASE AGREEMENT, AND SUBJECT TO THE LIMITATIONS THEREIN, ASSIGNOR MAKES NO REPRESENTATIONS OR WARRANTIES WHATSOEVER, EITHER EXPRESSED OR IMPLIED, WITH RESPECT TO THE TRADEMARKS.

2. At the request of Assignee, Assignor shall execute and deliver to Assignee any and all additional documents as Assignee may reasonably require to vest title to the Trademarks in Assignee and/or to carry out the intent of this Assignment.

IN WITNESS WHEREOF, Assignor has duly executed this Assignment as of the day and year first above written.

ARNIE'S BAGELICIOUS BAGELS, INC.

(SEAL)

By Joseph W. Bean
Title: Vice President

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On January 23, 1998, before me Margaret V. Brueck, a Notary Public, personally appeared Joseph W. Bean, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which he acted executed this instrument.

WITNESS my hand and official seal

Margaret V. Brueck
Notary Public

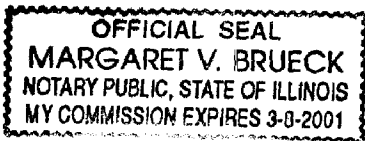


EXHIBIT A

<u>Trademark</u>	<u>Registration Number</u>	<u>Application or Registration Date</u>
Arnie's Bagelicious	1998898	September 10, 1996
Arnie's Bagels & Design	Pending (SN 75/224,300)	January 9, 1997
Miscellaneous Design (Bagel with a Bite/Bridge Design)	1883798	March 14, 1995



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

MAY 19 1998

MAY 14, 1998

PTAS



100667579A

ARENT FOX KINTNER, ET AL.
MICHAEL A. GROW
1050 CONNECTICUT AVENUE, NW
WASHINGTON, DC 20036

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 03/10/1998

REEL/FRAME: 1702/0581
NUMBER OF PAGES: 5

BRIEF: ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

ASSIGNOR:

ARNIE'S BAGELICIOUS BAGELS, INC.

DOC DATE: 01/23/1998
CITIZENSHIP: DELAWARE
ENTITY: CORPORATION

ASSIGNEE:

MAPLEHURST BAGELS, INC.
50 MAPLEHURST DRIVE
BROWNSBURG, INDIANA 46112

CITIZENSHIP: INDIANA
ENTITY: CORPORATION

APPLICATION NUMBER: 75224300
REGISTRATION NUMBER:

FILING DATE: 01/09/1997
ISSUE DATE:

MARK: ARNIE'S BAGELS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

**TRADEMARK
REEL: 1790 FRAME: 0522**

APPLICATION NUMBER: 74247250
REGISTRATION NUMBER: 1998898

FILING DATE: 02/19/1992
ISSUE DATE: 09/10/1996

MARK: ARNIE'S BAGELICIOUS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74521356
REGISTRATION NUMBER: 1883798

FILING DATE: 05/05/1994
ISSUE DATE: 03/14/1995

MARK:
DRAWING TYPE: MISCELLANEOUS DESIGN

MARGARET LASALLE, PARALEGAL
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS