FORM PTO-1618A Expires 06/30/99

11-18-1998







100901446

10-27-1998

RECORDATION FORM COVER SHEET

Mas 10-27-98

TRADEN	MARKS ONLY
	Please record the attached original document(s) or copy(ies).
Submission Type	Conveyance Type
New	Assignment License
Resubmission (Non-Recordation) Document ID #	Security Agreement Nunc Pro Tunc Assignment Effective Date
Correction of PTO Error	Merger Month Day Year
Reel # Frame #	Change of Name
Corrective Document Reel # [711 Frame # 0845	Other
Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
Name The Quaker Oats Company	1 23 98
Formerly	
Individual General Partnership	Limited Partnership Corporation Association
Other	
Citizenship/State of Incorporation/Organization	on New Jersey
Receiving Party	Mark if additional names of receiving parties attached
Name Maplehurst Bagels, LIC	
DBA/AKA/TA	
Composed of	•
Address (line 1) 50 Maplehurst Drive	
Address (line 2)	the
Address (line 3) Brownsburg	Indiana 46112 State/Country Zip Code
Individual General Partnership	Limited Partnership If document to be recorded is an assignment and the receiving party is
X Corporation Association	not domiciled in the United States, an appointment of a domestic representative should be attached.
Other	(Designation must be a separate document from Assignment.)
Citizenship/State of Incorporation/Organization Indiana	
FOR C	OFFICE USE ONLY
	peroximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and

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. Patient 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 (0851-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patient and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover should be information.

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

FORM PTO-16 Expires 08/30/99 OMB 0651-0027	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
Domestic Rep	resentative Name and Address Enter for the first R	eceiving Party only.
Name		
Address (line 1)		
Address (line 2)		
Address (line 3)		
Address (line 4)		
Corresponde	nt Name and Address Area Code and Telephone Number	202-857-6000
Name	Michael A. Grow	
Address (line 1)	Arent Fox Kintner Plotkin & Kahn	
Address (line 2)	1050 Connecticut Avenue, NW	
Address (line 3)	Washington, DC 20036	
Address (line 4)		
raucs	nter the total number of pages of the attached conveyance d cluding any attachments.	ocument #
Enter either the Trades 74/488026		stration Number(s)
Number of Pr	Fee Amount for Properties Listed (37 CFR 3.41)	#
Fee Amount Method of I Deposit Acc (Enter for pay	ayment: Enclosed Deposit Account	# 01-2300
Statement an		
attache indicat	best of my knowledge and belief, the foregoing information is true and copy is a true copy of the original document. Charges to deposit and herein.	account are authorized, as
	nior Legal Assistant Signature	August 6, 1998 Date Signed
Hame of	·	

F 100,4 DT (40,5 (20) for #s remove (46,650,001)

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

2 (49) then on Contents other top Copperate Drice TRACEMARK

Conveying Enter Additional	g Party I Conveying Party	Mark if additional r	names of conveying parties att.	iched Execution Date Month Day rear
Name _	Arnie's Bagelicious Bag	els, Inc.		1-23-98
Formerly _				
Individua	al General Partnership	Limited Partnership	X Corporation	Association
Other				
X Citizensi	hip State of Incorporation/Organizati	on <u>Delawa</u>	are	
Receiving Enter Additional	Party — Receiving Party —		of receiving parties attached	
Name				
DBA/AKA/TA				
Composed of				
Address (line 1)				
Address (fine 2)				
Address (line 3)				
Individu	ায় ual General Partnership	Limited Partnership	assignment an	20 code be recorded is an d the receiving party is
Corporat	<u> </u>		appointment o representative	n the United States, an La domestic should be attached lust be a separate
Other			document from	the Assignment)
Citizens	hip/State of Incorporation/Organizat	ion		
	Application Number(s) or R or Trademark Application Number or the R			ional numbers attached a same property).
Trac	demark Application Number(s)		Registration Numb	er(s)
				l

03-20-1998 U.S. Department of Commerce FORM PTO-1618A Patent and Trademark Office **TRADEMARK** OMB 0651-0027 100667625 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 Conveyance Type X License **Assignment** New Resubmission (Non-Recordation) Security Agreement **Nunc Pro Tunc Assignment** Document ID # **Effective Date** Month Day Year Merger Correction of PTO Error Frame # Reel # Change of Name **Corrective Document** Reel# Frame # Other **Conveying Party** Mark if additional names of conveying parties attached **Execution Date** Month Day Year Name The Quaker Oats Company 23 98 Formerly Individual General Partnership Limited Partnership Corporation **Association** Other Citizenship/State of Incorporation/Organization New Jersey Receiving Party Mark if additional names of receiving parties attached Maplehurst Bagels, Inc. Name DBA/AKA/TA Composed of 50 Maplehurst Drive Address (line 1) Address (line 2) Address (line 3) Brownsburg Indiana State/Country ZIp Code If document to be recorded is an Limited Partnership General Partnership Individual assignment and the receiving party is not domiciled in the United States, an **X** Corporation Association appointment of a domestic representative should be attached. (Designation must be a separate Other document from Assignment.) Citizenship/State of Incorporation/Organization Indiana FOR OFFICE USE ONLY 03/19/1998 TTON11 01 FC:481 00000294 74488026 iō.00 0P

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

Mail documents to be recorded with required cover sheet(s) information to:

Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

FORM	PTO-1618B
Expires 96/	30/99
014D 0251	2027

Page 2

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

Domestic Representative Name and Address Enter for the first Receiving Party only.
Name
Address (line 1)
Nodress (intern
Address (line 2)
Address (line 3)
Address (line 4)
Correspondent Name and Address Area Code and Telephone Number 202-857-6000
Name Michael A. Grow
Address (Mne 1) Arent Fox Kintner Plotkin & Kahn
Address (line 2) 1050 Connecticut Avenue, NW
Address (line 3) Washington, DC 20036
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) 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) 74/488,026
Number of Properties Enter the total number of properties involved. # 1
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): Method of Payment: Enclosed X Deposit Account Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 01-2300
Deposit Account Number: # V= Z300 Authorization to charge additional fees: Yes X 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

RECORDATION FORM COVER SHEET CONTINUATION

TRADEMARKS ONLY

Solvenserings Commense	
in Arwant and Trademal & Office	
"FADEMARK	

Name	, ,		conveying parties attached Execution Date Month Day Year
-	Arnie's Bagelicious Bag	gels, Inc.	
Formerly _			
Individu	al General Partnership	Limited Partnership X	Corporation Association
Other			
<u>x</u> Citizensl	nip State of Incorporation/Organizat	tion Delaware	
Receiving Enter Additional	Party — Receiving Party —	Mark if additional names of receivi	ng parties attached
Name			
DBA/AKA/TA			
Composed of			
Address (line 1)			
Address (line 2)			
Address (line 3)			
Individu	ony Jal General Partnership	State Jountry	☐ If document to be recorded is an
		Limited Partnership	assignment and the receiving party is not domiciled in the United States, an
Corporat		Limited Partnership	assignment and the receiving party is
			assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached
Corporate Other	tion Association		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
Corporate Other Citizens Trademark	ion Association	Registration Number(s)	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 the Assignment.) Mark if additional numbers attached
Corporate Other Citizens Trademark Enter either th	hip/State of Incorporation/Organiza Application Number(s) or F	Registration Number(s)	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 the Assignment.) Mark if additional numbers attached
Corporate Other Citizens Trademark Enter either th	hip/State of Incorporation/Organiza Application Number(s) or Fig. 12 Trademark Application Number or the Fig. 12 Trademark Application Number or the Fig. 13 Trademark Application Number (s) Trademark (s) T	Registration Number(s)	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 the Assignment.) Mark if additional numbers attached softh numbers for the same property).
Corporate Other Citizens Trademark Enter either th	hip/State of Incorporation/Organiza Application Number(s) or Fig. 12 Trademark Application Number or the Fig. 12 Trademark Application Number or the Fig. 13 Trademark Application Number (s) Trademark (s) T	Registration Number(s)	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 the Assignment.) Mark if additional numbers attached softh numbers for the same property).
Corporate Other Citizens Trademark Enter either th	hip/State of Incorporation/Organiza Application Number(s) or Fig. 12 Trademark Application Number or the Fig. 12 Trademark Application Number or the Fig. 13 Trademark Application Number (s) Trademark (s) T	Registration Number(s)	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 the Assignment.) Mark if additional numbers attached softh numbers for the same property).
Corporate Other Citizens Trademark Enter either th	hip/State of Incorporation/Organiza Application Number(s) or Fig. 12 Trademark Application Number or the Fig. 12 Trademark Application Number or the Fig. 13 Trademark Application Number (s) Trademark (s) T	Registration Number(s)	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 the Assignment.) Mark if additional numbers attached softh numbers for the same property).
Corporate Other Citizens Trademark Enter either th	hip/State of Incorporation/Organiza Application Number(s) or Fig. 12 Trademark Application Number or the Fig. 12 Trademark Application Number or the Fig. 13 Trademark Application Number (s) Trademark (s) T	Registration Number(s)	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 the Assignment.) Mark if additional numbers attached softh numbers for the same property).
Corporate Other Citizens Trademark Enter either th	hip/State of Incorporation/Organiza Application Number(s) or Fig. 12 Trademark Application Number or the Fig. 12 Trademark Application Number or the Fig. 13 Trademark Application Number (s) Trademark (s) T	Registration Number(s)	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 the Assignment.) Mark if additional numbers attached softh numbers for the same property).
Corporate Other Citizens Trademark Enter either th	hip/State of Incorporation/Organiza Application Number(s) or Fig. 12 Trademark Application Number or the Fig. 12 Trademark Application Number or the Fig. 13 Trademark Application Number (s) Trademark (s) T	Registration Number(s)	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 the Assignment.) Mark if additional numbers attached softh numbers for the same property).
Corporate Other Citizens Trademark Enter either th	hip/State of Incorporation/Organiza Application Number(s) or Fig. 12 Trademark Application Number or the Fig. 12 Trademark Application Number or the Fig. 13 Trademark Application Number (s) Trademark (s) T	Registration Number(s)	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 the Assignment.) Mark if additional numbers attached BOTH numbers for the same property).

GENERAL ASSIGNMENT OF OTHER INTELLECTUAL PROPERTY

THIS ASSIGNMENT, dated as of January 33, 1998 (the "Assignment"), is made by THE QUAKER OATS COMPANY, a New Jersey corporation ("Quaker") and ARNIE'S BAGELICIOUS BAGELS, INC., a Delaware corporation ("ABB" and collectively with Quaker, "Assignor") to MAPLEHURST BAGELS, LLC, an Indiana limited liability company ("Assignee").

WHEREAS, Assignor and Assignee are parties to a certain Asset Purchase and Sale Agreement dated as of December 12, 1997 (the "Purchase Agreement");

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 all trademarks, trade names, trade dress, copyrights, patents and patent applications, trade secrets, know-how, processes, technology, proprietary information, computer software, formulas, recipes, mixing instructions and product specifications, other than Intellectual Property, which are owned by Assignor and used exclusively in the Business, including without limitation the items listed on Exhibit A, but in no event including any Excluded Assets (collectively the "Other Intellectual Property"); 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, to and under the Other Intellectual Property and the goodwill associated with the use thereof. 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 Other Intellectual Property.
- 2. At the request and expense of Assignee, Assignor shall, or shall cause its appropriate Affiliates to, execute and deliver to Assignee any and all additional documents as Assignee may reasonably require to vest title to the Other Intellectual Property in Assignee and/or to carry out the intent of this Assignment.

ASSIGNOR MAKES NO REPRESENTATIONS OR WARRANTIES WHATSOEVER, EITHER EXPRESSED OR IMPLIED, WITH RESPECT TO THE OTHER INTELLECTUAL PROPERTY.

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

	THE QUAKER OATS COMPANY
(SEAL)	By: Mechal from Title: Vice President
	ARNIE'S BAGELICIOUS BAGELS, INC.
(SEAL)	Title: Vice President
STATE OF ILLINOIS)	
COUNTY OF COOK) SS.	
me on the basis of satisfactory evidence within instrument and they acknowledge	re me Magnet V. Bruel, a Notary Public, pauble Rem personally known to me (or proved to e) to be the persons whose names are subscribed to the ed to me that they executed the same in their ignatures on the instrument the persons or the entities ed this instrument.

Notary Public

OFFICIAL SEAL
MARGARET V. BRUECK
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 3-8-2001

WITNESS my hand and official seal

EXHIBIT A

Trade Names

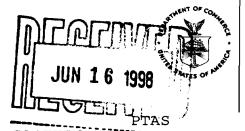
Arnie's Bagels

Arnie's Bagel Company

Trademarks

Arnie's Bagels "If you have an itch for fresh, hot bagels we make ours from scratch" Illinois State Registration No. 075330

Arnie's Bagels "If you have an itch for fresh, hot bagels we make ours from scratch" Federal Application No. 74/488026



JUNE 09, 1998

ARENT FOX KINTNER PLOTKIN & KAHN
MICHAEL A. GROW
1050 CONNECTICUT AVE. NW
WASHINGTON, DC 20036

UNITED STATES DEPARTMENT OF COMMERCE Patent and Trademark Office

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

JUN 17 1998



4.1.10

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: 1711/0845 NUMBER OF PAGES: 6

BRIEF: ASSIGNMENT OF AN UNDIVIDED PART OF ASSIGNOR'S INTEREST

ASSIGNOR:

QUAKER OATS COMPANY, THE

DOC DATE: 01/23/1998 CITIZENSHIP: NEW JERSEY ENTITY: CORPORATION

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: 74488026

REGISTRATION NUMBER:

FILING DATE: 02/08/1994

ISSUE DATE:

MARK: "IF YOU HAVE AN ITCH FOR FRESH HOT BAGEL DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

ANTIONE ROYALL, EXAMINER ASSIGNMENT DIVISION OFFICE OF PUBLIC RECORDS

RECORDED: 10/27/1998