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FORM PTO-1618A  
Expires 06/30/99

11-18-1998

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



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MAO  
10-27-98

10-27-1998

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #34

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 Agreement  Nunc Pro Tunc Assignment
- Merger
- 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  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

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

TRADEMARK  
REEL: 1816 FRAME: 0625

**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

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)

**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)

74/488026		


**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:

#

01-2300

Authorization to charge additional fees:

Yes

No

if required

**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

Name of Person Signing

Signature

August 6, 1998

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

FORM T-100 (REV. 10-90)  
U.S. PATENT AND TRADEMARK OFFICE

U.S. PATENT AND TRADEMARK OFFICE  
TRADEMARK

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Election 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**

Enter Additional 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 \_\_\_\_\_

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Trademark Application Number(s)

Registration Number(s)



03-20-1998



100667625

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

3-10-98  
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Submission Type

- New
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Document ID # \_\_\_\_\_
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  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger  Change of Name
  - Other \_\_\_\_\_
- Effective Date  
Month Day Year  
\_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Name The Quaker Oats Company

Execution Date  
Month Day Year  
1 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

Name Maplehurst Bagels, Inc.

DBA/AKATA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 50 Maplehurst Drive

Address (line 2) \_\_\_\_\_

Address (line 3) Brownsburg

Indiana

46112

- Individual  General Partnership  Limited Partnership

- Corporation  Association

Other \_\_\_\_\_

- Citizenship/State of Incorporation/Organization Indiana

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.)

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03/19/1998 TTOM11 00000294 74488026  
01 FC:481 40.00 OP

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TRADEMARK  
REEL: 1816 FRAME: 0628

**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**

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Mark if additional numbers attached

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Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="74/488,026"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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**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:

#

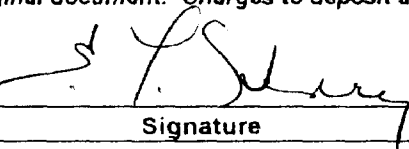
Authorization to charge additional fees:

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



March 9, 1998

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

DEPARTMENT OF REVENUE  
DIVISION OF TRADEMARKS & SERVICE  
TRADEMARK

Conveying Party

Enter Additional 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

Enter Additional 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)

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Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)



## GENERAL ASSIGNMENT OF OTHER INTELLECTUAL PROPERTY

THIS ASSIGNMENT, dated as of January 23, 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.





## EXHIBIT A

### Trade Names

Arnie's Bagels

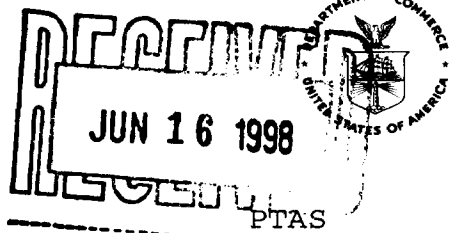
Arnie's Bagel Company

### 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



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

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

JUN 17 1998

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



\*100667625A\*

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

**TRADEMARK  
REEL: 1816 FRAME: 0634**

ANTIONE ROYALL, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS