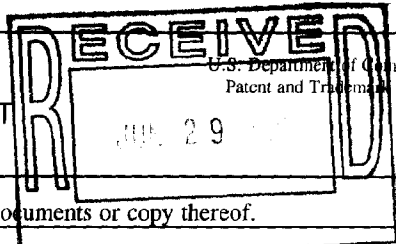


07-02-1999



101083491



SHEET

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

6/29/99
mep

1. Name of conveying party(ies):

ABP Holdings, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation (Delaware)
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: ABP Corporation

Address: 19 Fid Kennedy Avenue
Boston, Massachusetts 02110

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: May 14, 1999

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation (Delaware)
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) **See attached**

B. Trademark Registration No.(s) **See attached**

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be sent:

Brian Jaenicke
Legal Assistant
White & Case
1155 Avenue of the Americas
New York, New York 10036-2787

1132219-0010

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41)..... \$ 325.00

- Enclosed
- Any deficiency is authorized to be charged to
Deposit Account No. 23-1705

8. Deposit Account No. 23-1705 (in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Brian T. Jaenicke

Print Name of Person Signing

Brian T. Jaenicke

Signature

6/29/99

Date

07/01/1999 DMSJYEN 00000183 231705 1134895

01 FC:481
02 FC:482

15.00 CH

40.00 OP
285.00 OP

Number of pages including cover sheet, attachments, and document: 7

COMMISSIONER OF PATENTS AND TRADEMARKS
BOX ASSIGNMENT
WASHINGTON D.C. 20231

TRADEMARK
REEL: 001922 FRAME: 0795

ATTACHMENT TO RECORDATION FORM COVER SHEET

REGISTERED TRADEMARKS

MARK	REG. NO.
AU BON PAIN	1134895
AU BON PAIN AND DESIGN	1270374
AU BON PAIN THE FRENCH BAKERY CAFE	1289415
AU BON PAIN	1757444
CHOICES FROM AU BON PAIN	2004703
MOCHA BLAST	2146927
AU BON PAIN CHOICES	2040393
AU BON CAFE	2138338
DESIGN (BAGUETTE MAN)	2139010
AU BON PAIN THE BAKERY CAFE	2203593

PENDING TRADEMARKS

MARK	APP. NO.
AU BON PAIN FRESH BREAD CAFE..	75/279482
AUBONPAIN.COM	75/512842
BAGELS WITH BRAVADO	75/273939

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ABP CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "ABP HOLDINGS, INC." UNDER THE NAME OF "ABP CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF MAY, A.D. 1999, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2291832 8100M

991193782

AUTHENTICATION:

9746380

DATE:

05-14-99

TRADEMARK
REEL: 001922 FRAME: 0797

CERTIFICATE OF OWNERSHIP AND MERGER

of

ABP CORPORATION
a Delaware corporation

into

ABP HOLDINGS, INC.
a Delaware corporation

It is hereby certified that:

1. ABP Corporation (hereinafter called the "Corporation") is a corporation of the State of Delaware.
2. The Corporation, as the owner of all of the outstanding shares of the stock of ABP Holdings, Inc. ("Holdings"), hereby merges itself into Holdings a corporation of the State of Delaware.
3. The following is a copy of the resolutions adopted on the 13th day of May, 1999, by the Board of Directors of the Corporation to merge the corporation into ABP Holdings, Inc.:

RESOLVED, that the Corporation be merged into ABP Holdings, Inc. ("Holdings"), pursuant to the laws of the State of Delaware as hereinafter provided, so that the separate existence of the Corporation shall cease as soon as the merger shall become effective, and thereupon the Corporation and Holdings will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED, that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of the Corporation shall become vested in and be held by Holdings as fully and entirely and without change or diminution as the same were before held and enjoyed by the Corporation, and Holdings shall assume all of the obligations of the Corporation.

(b) No pro rata issuance of the shares of stock of Holdings which are owned by the Corporation immediately prior to the effective time of the merger shall be made, and such shares shall be surrendered and extinguished.

(c) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of the Corporation may surrender the same to Holdings at its office in Boston, MA and such holder shall be entitled upon such

surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of common stock of Holdings. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of the Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of Holdings.

(d) From and after the effective time of the merger, the Certificate of Incorporation and the By-Laws of Holdings shall be the Certificate of Incorporation and the By-Laws of Holdings as in effect immediately prior to such effective time except that Article One of the Certificate of Incorporation, relating to the name of the corporation is hereby amended and changed so as to read as follows at the effective time of the merger:

"1. The name of the corporation is ABP Corporation."

and said Certificate of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

(e) The members of the Board of Directors and officers of Holdings shall be the members of the Board of Directors and the corresponding officers of Holdings immediately before the effective time of the merger.

(f) From and after the effective time of the merger, the assets and liabilities of the Corporation and of Holdings shall be entered on the books of Holdings at the amounts at which they shall be carried at such time on the respective books of the Corporation and of Holdings, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of Holdings, in accordance with generally accepted accounting principles, the capital and surplus of Holdings shall be equal to the capital and surplus of the Corporation and of Holdings.

RESOLVED, that these resolutions to merge be submitted to the stockholders entitled to vote of the Corporation at a meeting to be called and held after twenty days' notice of the time, place, and purpose thereof mailed to each holder of the outstanding shares of stock entitled to vote of the Corporation at his address as it appears on the records of the Corporation or pursuant to a written waiver of such notice signed by all of the persons entitled thereto, unless the holders of all of the outstanding shares of stock entitled to vote of the Corporation shall dispense with the holding of a meeting and shall act in writing without a meeting; and, in the event that the holders of at least a majority of the outstanding stock entitled to vote of the Corporation shall vote for the approval of the merger at a meeting, or, in the event that the holders of all of the outstanding stock entitled to vote of the Corporation shall dispense with a meeting and shall consent in writing signed by them for the approval of the proposed merger, the proposed merger shall be deemed to be approved provided, that, notwithstanding the approval of the said stockholders of the Corporation for the proposed merger, the Board of Directors of the Corporation may terminate the proposed merger at any time

prior to filing, in that connection, a Certificate of Ownership and Merger in the Department of State of the State of Delaware,

RESOLVED, that in the event that the proposed merger shall not be terminated, the proper officers of the Corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into Holdings and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect this merger.

4. The proposed merger therein certified has been approved in writing by the holders of all of the outstanding stock entitled to vote of the Corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

* * * * *