

WLD 8/2/99

08-04-1999

Form PTO-1594 (Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION F
TRADEMARK



DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademark.

101109827

document or copy thereof

1. Name of conveying party(ies):
Uncle B's Bakery, Inc.

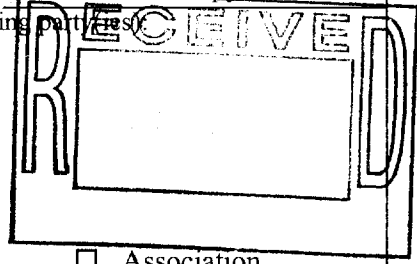
Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Iowa
 Other _____

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

2. Name and address of receiving party(ies):

Hotels of America, Inc.
2 Greenwich Plaza
Greenwich, CT 06830

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Delaware
 Other _____



3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 20, 1999

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)

4. Application number(s) or trademark number(s):
A. Trademark Application No(s).
74/543,342; 74/422,305; 74/218,915; 74/096,966;
74/096,964

B. Trademark Registration No(s).
1,699,292; 2,029,901; 2,095,761; 2,147,793; 2,192,017

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

Debra A. Bulmer, Paralegal
FAEGRE & BENSON LLP
2200 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-3901
(612) 336-3000

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41) \$265.00

Enclosed
 Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and believe, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Debra A. Bulmer, Paralegal July 29, 1999
Name of person signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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

08/03/1999 DNGUYEN 00000397 1699292
M2:20257694.01
01 FC:481
02 FC:482

40.00 OP
225.00 OP

52177-211148

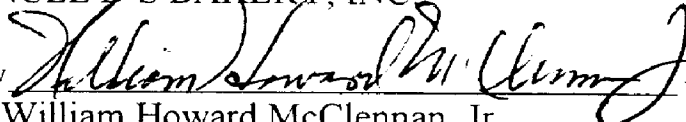
TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made and entered into this 20 day of July, 1999, by and between Uncle B's Bakery, Inc., a corporation organized under the laws of the State of Iowa ("Assignor"), and Hotels of America, Inc., a corporation organized under the laws of the State of Delaware ("Assignee").

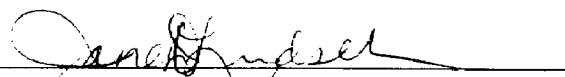
Assignor has adopted and used and is the owner of the trademarks and/or service marks set forth in the attached Exhibit A (collectively the "Marks"). Pursuant to an Asset Purchase Agreement dated as of June 2, 1999 by and among the Assignor, Bank Austria Creditanstalt Corporate Finance, Inc. and the Assignee, as authorized pursuant to an Order Approving the Sale to Hotels of America, Inc. of the Debtor's Assets and the Assumption, Assignment and Sale of Certain of the Debtor's Executory Contracts, Free and Clear of Liens, Claims and Encumbrances entered on June 28, 1999 by the United States Bankruptcy Court for the Northern District of Iowa, Western Division, in the Chapter 11 bankruptcy case entitled *In re Uncle B's Bakery, Inc.*, Case No. 98-02682-F, Assignor has agreed to transfer, assign and sell, among other things, all of its rights in the Marks to Assignee, including all registrations and applications for registration therefor.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby transfer, assign and sell to Assignee all of its right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, all registrations and applications for registration of the Marks, and all claims for damages by reason of past infringement of the Marks with the right to sue for and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

UNCLE B'S BAKERY, INC

By 
William Howard McClennan, Jr.
Its President

Subscribed and sworn to before me
this 20 day of July, 1999.


Notary Public



M2:20253459.03

EXHIBIT A -- TRADEMARK ASSIGNMENT

REGISTERED U.S. TRADEMARKS

Trademark	Registration No.	Registration Date	Status
UNCLE B'S	1,699,292	July 7, 1992	Registered
UNCLE B'S BAKERY BAGELS and Design	2,029,901	January 14, 1997	Registered
ZIP STRIP	2,095,761	September 9, 1997	Registered
BAGEL TO GO!	2,147,793	March 31, 1998	Registered
UNCLE B'S BAKERY BAGEL TO GO!	2,192,017	September 29, 1998	Registered

PENDING/ABANDONED U.S. TRADEMARK APPLICATIONS

Trademark	Serial No.	Date Filed	Status
MILLSPRING	74/543,342	June 28, 1994	Pending - Opposition Filed; Opposition Pending
UNCLE B'S and Design	74/422,305	August 9, 1993	Abandoned
UNCLE B'S and Design	74/218,915	November 4, 1991	Abandoned
BAGEL WORKS and Design	74/096,966	September 14, 1990	Abandoned
BAGEL WORKS	74/096,964	September 14, 1990	Abandoned

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