

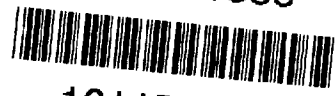
MCD 9-17-99

D

09-23-1999

FORM PTO-1594
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



101151996

Tab settings ⇨ ⇨ ⇨

To the Honorable Commission

1. Name of conveying party(ies)
Compass Group USA, Inc.



Record the attached...
Name and Address of receiving party(ies):

Name: Compass Group PLC

Internal Address:

Street Address:

Cowley House
Guildford Street
Chertsey, Surry KT16 9BA
UNITED KINGDOM

09-17-1999

U.S. Patent & TMOrc/TM Mail Rcpt Dt. #26

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: September 14, 1999

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other UK public limited company

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)

B. Trademark registration No.(s)
2,007,101 NOT JUST DONUTS
2,009,074 NOT JUST DONUTS

Additional numbers attached? Yes No

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

Name: Timothy J. Lyden
Internal Address: Hogan & Hartson LLP

Street Address: 8300 Greensboro Drive
Suite 1100
City: McLean State: VA Zip: 22102

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$ 190.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
08-2550
(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.

Timothy J. Lyden
Name of Person Signing

Signature

September 17, 1999
Date

Total number of pages comprising cover sheet: 5

09/22/1999 MTHAI1
01 FC:481
02 FC:482
03 FC:998

00000184 2007101
40.00 OP
125.00 OP
25.00 OP

Assignor: Compass Group USA, Inc.
Assignee: Compass Group PLC
Conveyance: Assignment
Execution: September 14, 1999
Page 2

Mark:	Registration No.
NOT JUST DONUTS (& Design)	2,007,128
NOT JUST DONUTS (& Design)	2,007,126
UPPER CRUST	2,112,139
UPPER CRUST (& Design)	2,245,310

TRADEMARK ASSIGNMENT

WHEREAS, Compass Group USA, Inc., a Delaware corporation with offices at 2400 Yorkmont Road, Charlotte, North Carolina 28217 (the "Assignor"), owns the marks and corresponding U.S. federal trademark and service mark registrations identified in Exhibit A, attached hereto (the "Marks"); and

WHEREAS, Compass Group PLC, a United Kingdom public limited company with offices at Cowley House, Guildford Street, Chertsey, Surry KT16 9BA, in the United Kingdom (the "Assignee"), desires to acquire all right, title and interest in and to the Marks, including the federal registrations therefor.

NOW THEREFORE, for good and valuable consideration paid by Assignee and other mutual promises, receipt and sufficiency of which is hereby acknowledged by both parties, Assignor hereby assigns to Assignee all of Assignor's right, title and interest in and to the Marks together with the goodwill of the business symbolized by the Marks, the federal registrations therefor, and the right to sue and collect damages and/or profits for past infringements of the Marks.

9.14.99

Date

COMPASS GROUP USA, INC.

By:

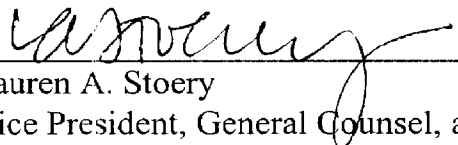

Lauren A. Stoery
Vice President, General Counsel, and
Secretary

Exhibit A

<u>Mark:</u>	<u>Registration No.</u>
NOT JUST DONUTS	2,007,101
NOT JUST DONUTS	2,009,074
NOT JUST DONUTS (& Design)	2,007,128
NOT JUST DONUTS (& Design)	2,007,126
UPPER CRUST	2,112,139
UPPER CRUST (& Design)	2,245,310

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In the Matter of:

Registrant: Compass Group PLC (by assignment from
Compass Group USA, Inc.) :

Registrations: :

<u>Mark</u>	<u>Registration No.</u>	:
NOT JUST DONUTS	2,007,101	:
NOT JUST DONUTS	2,009,074	:
NOT JUST DONUTS (& Design)	2,007,128	:
NOT JUST DONUTS (& Design)	2,007,126	:
UPPER CRUST	2,112,139	:
UPPER CRUST (& Design)	2,245,310	:

Assignment Division
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

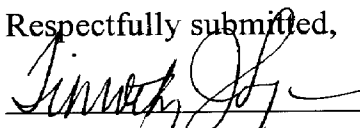
Dear Sir:

DESIGNATION OF DOMESTIC REPRESENTATIVE

Registrant, Compass Group PLC (by assignment from Compass Group USA, Inc.), hereby designates Compass Group USA, Inc., whose postal address is 2400 Yorkmont Road, Charlotte, NC 28217, as Registrant's representative upon whom notices or process may be served in proceedings affecting the above-referenced registrations.

Respectfully submitted,

By:



Kenneth J. Hautman
Timothy J. Lyden
Hogan & Hartson L.L.P.
Suite 1100
8300 Greensboro Drive
McLean, Virginia 22102
(703) 610-6100

Attorneys for Applicant
Compass Group PLC

Date: September 17, 1999