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U.S. Patent & TMO/c/TM Mail Rcpt Dt. #57

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OFFICE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

MRD
1-15-00

W.R. Smith & Company, Inc.

- Individual(s)
- General Partnership
- Corporation-State (of New Jersey)
- Other _____
- Association
- Limited Partnership

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

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

Name: HUF Bagelsmith Enterprises, L.L.C.

Internal Address: _____

Street Address: 37 Van Syckel Road

City: Hampton State: NJ Zip: 08827

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New Jersey _____
- Other _____

03/07/2000 DNGUYEN 00000037 1152749

01 FC:481
02 FC:482

40.00 OP
50.00 OP

TRADEMARK
REEL: 002031 FRAME: 0672

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) and address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 3, 2000

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

A. Trademark Application No.(s) B. Trademark Registration No.(s)

1,152,749
1,459,643
1,624,164

Additional numbers attached? Yes No

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

Name: John K. Donaghy, Esq.
Internal Address: _____
Street Address: 6108 McKay Drive
City: Brandywine State: MD Zip: 20613

6. Total number of applications and registrations involved: _____

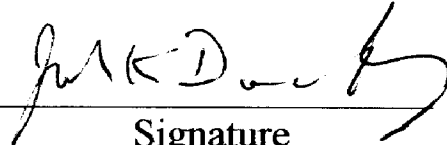
7. Total fee (37 CFR 3.41) \$90.00
 Enclosed Authorized to be charged to deposit account

8. Deposit account number: n/a

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.

John K. Donaghy
Name of Person Signing


Signature

January 14, 2000
Date

ASSIGNMENT

WHEREAS, W.R. Smith & Company, Inc., a New Jersey corporation, having a place of business at 188 River Road, Annandale, New Jersey 08801, has adopted and will use the marks THE BAGELSMITH reg. no. 1,152,749; Boy and Scenery reg. no. 1,459,643; and Boy on Drum reg. no. 1,624,164 (hereafter Assignor);

NOW WHEREAS, HUF Bagelsmith Enterprises, L.L.C., having a place of business at 37 Van Syckel Road, Hampton, New Jersey 08827 (hereafter Assignee) is desirous of obtaining all right, title and interest and goodwill of the business and the registrations associated therewith;

WHEREAS, Assignor does hereby assign and convey all rights, title, interest and goodwill of the business and reg. nos. 1,152,749; 1,459,643; and 1,624,164 to Assignee;

NOW THEREFORE, for good and valuable consideration, the receipt of which is acknowledged herewith said Assignor does herewith assign said registrations and all rights, title and interest and the goodwill of the business associated therewith to Assignee.

W.R. SMITH & COMPANY, INC.

Date:

Jan 3, 2009

Wayne R. Schmidt

Title:

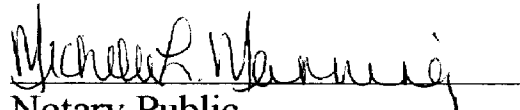
President

ACKNOWLEDGMENT:

STATE OF New Jersey

COUNTY OF Hunterdon

I hereby certify that Wayne Schmied, personally known to me, appeared before me this 3rd day of January, 2000, and acknowledged that he/she signed the attached Assignment as his/her free and voluntary act.


Notary Public

My Commission Expires: 9-25-2004

MICHELLE L. MANNING
Notary Public State of New Jersey
My Commission Expires Sept. 25, 2004