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Expires 06/30/99
OMB 0651-0027

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

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- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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)

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- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

03/23/2000 DCOATES 00000006 1966192

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
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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

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)

<input type="text" value="1966192"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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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

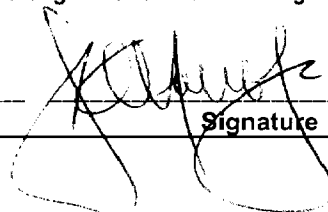
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

Jerry K. Mueller, Jr.
Name of Person Signing



Signature

February 9, 2000
Date Signed

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)

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Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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Authorization to charge additional fees: Yes No

Statement and Signature

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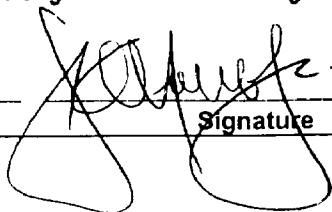
Jerry K. Mueller, Jr.

February 9, 2000

Name of Person Signing

Signature

Date Signed



ASSIGNMENT OF TRADEMARKS

WHEREAS, TODD J. APPELBAUM (hereinafter "Assignor"), is the owner of trademark registrations and trade names (the "Trademarks") listed on the attached Schedule I;

WHEREAS, CUP O'JOE HOLDINGS, INC., an Ohio corporation (hereinafter "Assignee"), is desirous of acquiring the entire right, title and interest in and to said Trademarks, and the goodwill associated therewith;

WHEREAS, Assignor and Assignee have entered into an Agreement (the "Agreement") of even date herewith pursuant to which Assignor has agreed to sell the Trademarks to Assignee;

NOW, THEREFORE, in consideration of the agreements made by Assignee under the Agreement and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign and transfer unto Assignee the entire and undivided right, title and interest associated therewith and in and to the Trademarks identified on the attached Schedule I, together with all the goodwill of its business symbolized thereby and all registrations and pending applications to register the same, as well as all rights to injunctive relief, damages or profits, due or accrued, arising out of all causes of action, past and future, including infringement of the Trademarks, or other violations, or injury to the said goodwill, and the right to use for and recover the same in its, the Assignee's, own name and its successors, assigns or other legal representatives.

Assignor hereby agrees to execute any and all documents that Assignee may reasonably deem necessary or appropriate to evidence the assignments made hereby and to complete the same of record with the Trademark Office and the Secretary of State.

Assignor hereby represents and warrants that he has good right and title to transfer the aforesaid property rights free and clear of all encumbrances of any kind or character.

IN WITNESS WHEREOF, this Assignment has been executed this 14th day of January, 2000.

Witnessed By:

Kathleen A Casdorp

Todd J. Appelbaum
Todd J. Appelbaum

Robert J Brown

[ACKNOWLEDGMENT ON FOLLOWING PAGE]

STATE OF OHIO,
COUNTY OF DELAWARE, SS:

On this 14th day of January, 2000, before me appeared Todd J. Appelbaum who signed this instrument and acknowledged that he signed it as a free act.



ROBERT T. PAPP
ATTORNEY AT LAW
Notary Public - State of Ohio
My Commission Has No Expiration Date

Robert T. Papp
Notary Public

SCHEDULE I

a) Federal Trademarks

CUP O'JOE and Design

Reg. No. 1,966,192

b) Ohio Trade Name

c) CUP O'JOE

RN 179100