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04-25-2000

FORM PTO-1594  
1-31-92



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

101332873

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof.

ATTORNEY DOCKET NO.: 14116.3000

1. Name of conveying party:

AFC Enterprises, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: Minnesota
- Other

Additional names of conveying parties attached?

- YES
- NO

2. Name and address of receiving party:

Name: CBB Acquisition Corp.

Internal Address:

Street Address: 246 Industrial Way West

City: Eatontown

State: New Jersey

Zip: 07724

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

If Assignee is not domiciled in the United States, a domestic representative designation is attached:

- YES
- NO

Additional name(s) and address(es) attached?

- YES
- NO

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01 FC:481  
02 FC:482

3. Nature of conveyance:

<input checked="" type="checkbox"/>	Assignment	<input type="checkbox"/>	Merger	<input type="checkbox"/>	Other
<input type="checkbox"/>	Security Agreement	<input type="checkbox"/>	Change of Name		

Execution Date: August 30, 1999

Effective Date: August 30, 1999

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

A. Trademark Application No.(s): 75/357,954  
75/978,388

B. Trademark Registration No.(s): 1,386,980 2,187,384  
2,187,385 2,199,460  
2,245,364 2,318,460  
2,318,475

Additional numbers attached?  YES  NO

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Nancy K. Gardner, Esq.  NEEDLE &amp; ROSENBERG, P.C.  Suite 1200, The Candler Building  127 Peachtree Street, N.E.  Atlanta, Georgia 30303-1811  (404) 688-0770</p>	<p>6. Total number of applications and registrations involved: 9</p>
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7. Total fee (37 CFR 3.41): \$240.00

Enclosed

Authorized to be charged to Deposit Account.

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The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.  
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8. Deposit account number: 14-0629  
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(Attach duplicate copy of this form if paying by deposit account)

9. 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.

Nancy K. Gardner Date March 22, 2000  
Nancy K. Gardner, Esq.

Total Number of Pages Including Cover Sheet, Attachments, and Document: 5

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: BOX ASSIGNMENT, Assistant Commissioner for Trademarks, Washington, D.C. 20231, on this 22nd day of March, 2000.

Everardo McFarlane Date 3-22-2000  
Everardo McFarlane

Schedule 1.1(f)  
CHESAPEAKE BAGEL BAKERY TRADEMARK REPORT

Trademark Description	Country	Classes	Status	App. No.	App. Date	Reg. No.	Reg. Date	Ren. Date
CHESAPEAKE BAGEL BAKERY (word mark)	Canada	30	Pending	649888 ✓	07/14/97			
CHESAPEAKE BAGEL BAKERY (word mark)	Canada	42	Pending	649870 ✓	07/14/97			
CHESAPEAKE BAGEL BAKERY (design)	Canada	42	Pending	649888	07/14/97			
CHESAPEAKE BAGEL BAKERY (design mark)	Canada	30	Pending	649885 ✓	07/14/97			
ULTIMATE BAGEL KNOT (word mark)	United States	30	Registered	78273436 ✓	09/11/97	2248384	08/18/99	09/18/09
CHESAPEAKE BAGEL BAKERY (word mark)	United States	30	Registered	73082883 ✓	08/08/95	1388380	03/18/98	03/18/08
CHESAPEAKE BAGEL BAKERY (word mark)	United States	42	Registered	78273433 ✓	09/11/97	2187384	08/08/98	08/08/08
CHESAPEAKE BAGEL BAKERY (word mark)	United States	35,42	Registered	78273438 ✓	09/11/97	2189460	10/27/98	10/27/08
CHESAPEAKE BAGEL BAKERY (and design)	United States	30	Registered	78273434 ✓	09/11/97	2187385	08/08/98	08/08/08
CHESAPEAKE BAKERY CAFE (word mark)	United States	30, 42	Pending	73387984 ✓	09/18/97			
CHESAPEAKE (word mark)	United States	29,30,42	Pending	75668748 ✓	10/20/98			
CHESAPEAKE, BAGELS, BAKERY & CAFE Design	United States	29,30,42	Pending	75668904 ✓	10/20/98			

**TRADEMARK SALE, ASSIGNMENT AND TRANSFER AGREEMENT**

WHEREAS, AFC Enterprises, Inc. ("Assignor"), a Minnesota Corporation with offices located at Six Concourse Parkway, Suite 1700, Atlanta, Georgia, has owned and claimed interests in the trademarks and trademark applications on the Principal Register as per the attached Schedule (the "Trademarks"), having used the Trademarks in commerce and in advertising; and

WHEREAS, the Trademarks are registered in the Principal Register of the U.S. Patent and Trademark Office as provided in the attached Schedule; and

WHEREAS, CBB Acquisition Corp. ("Assignee"), a New Jersey corporation with offices at 246 Industrial Way West, Eatontown, New Jersey, desires to acquire the Trademark, including all right, title, and interest in and to the Trademark;

Assignor does hereby sell, assign and transfer unto Assignee the Trademarks, including all right, title, and interests in and to the Trademarks, together with any associated good will of Assignor.

Assignor hereby incorporates by reference all the representations and warranties set forth in Section 5.19 of the Asset Purchase Agreement dated July 26, 1999, as amended, by and among CBB Acquisition Corp., New World Coffee- Manhattan Bagel, Inc., and AFC Enterprises, Inc. Assignor hereby agrees that it will, upon written request of Assignee, from time to time execute reasonable documents prepared at the expense of Assignee meeting the requirements of the United States Patent and Trademark Office to record or register Assignee's rights in the Trademark.

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THIS AGREEMENT is made effective this 30 day of August, 1999.

CBB ACQUISITION CORP.

AFC ENTERPRISES,

INC.

By:

*[Signature]*  
Name: RAMON KENNER  
Title: PRESIDENT

By:

*[Signature]*  
Name: SAMUEL N. FRANKEL  
Title: EXECUTIVE VICE PRESIDENT

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF )

On the 30th day of August, 1999, before me personally came Ramon Kenner to me known, who, being by me duly sworn, did depose and say that he is the President of CBB Acquisition Corp., the corporation described in and which executed the above instrument, that he knows the seal of said corporation, that the seal affixed to said instrument is such corporate seal, that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Georgia  
STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF Sutton )

*[Signature]*  
NOTARY PUBLIC  
VINCENT J. WISCONSIN  
NOTARY PUBLIC, State of New York  
No. 027600023  
Qualified in Fulton County, GA  
Commission Expires March 2, 2002

On the      day of     , 1999, before me personally came Samuel N. Frankel to me known, who, being by me duly sworn, did depose and say that he is the Executive Vice President of AFC Enterprises, Inc., the Corporation described in and which executed the above instrument, that he knows the seal of said Corporation, that the seal affixed to said instrument is such Corporate seal, that it was so affixed by order of the board of directors of said Corporation, and that he signed his name thereto by like order.

Marcia Sexton  
NOTARY PUBLIC

