

08-07-2000



DOCKET NO. 14116.1259

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FORM PTO-1594
1-31-92

7.14.00

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof.

ATTORNEY DOCKET NO.: 14116.1259

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: Chesapeake Bagel Franchise 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

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: June 21, 2000

Effective Date: August 30, 1999

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

A. Trademark Application No.(s):

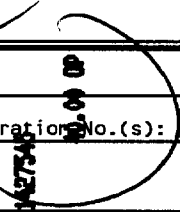
B. Trademark Registration No.(s): 1,427,545

Additional numbers attached? YES NO

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

Nancy K. Gardner, Esq.
NEEDLE & ROSENBERG, P.C.
Suite 1200, The Candler Building
127 Peachtree Street, N.E.
Atlanta, Georgia 30303-1811
(404) 688-0770

6. Total number of applications and registrations involved: 1



10/04/2000 11:11:11 00002300 1427545

FC-441

TRADEMARK

REEL: 002118 FRAME: 0503

7. Total fee (37 CFR 3.41):\$40.00

Enclosed

Authorized to be charged to Deposit Account.


 The Commissioner is hereby authorized to charge any additional fees which may be required, or
 credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629

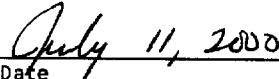
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(Attach duplicate copy of this form if paying by deposit account)

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.



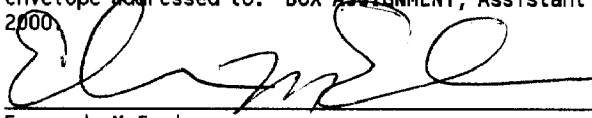
 Nancy K. Gardner, Esq.



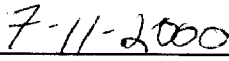
 Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 4

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 11th day of July, 2000.



 Everardo McFarlane



 Date

ASSIGNMENT

This Assignment is being made Nunc pro Tunc, effective August 30, 1999, by and between AFC Enterprises, Inc., a Minnesota Corporation, having a place of business at Six Concourse Parkway, Suite 1700, Atlanta, Georgia (hereinafter "AFC"), and Chesapeake Bagel Franchise Corp.(formerly known as CBB Acquisition Corp.), a New Jersey Corporation, having a place of business at 246 Industrial Way West, Eatontown, New Jersey (hereinafter "Chesapeake").

WHEREAS, Chesapeake has acquired certain assets from AFC in an Asset Purchase Agreement dated July 26, 1999, among the parties hereto and others, including assets representing the business to which the trademark Design Only (as shown on the drawing below) (hereinafter "Mark"), pertains;

WHEREAS, in said Asset Purchase Agreement, AFC transferred and assigned all of its right, title and interest, in and to certain assets of AFC, namely the assets associated with AFC's bagel business, including the Mark, and goodwill associated therewith, to Chesapeake, in connection with Chesapeake's acquisition of such assets;

WHEREAS, AFC is the registrant of the following federal trademark registration:



(Known as Design Only) Registration No. 1,427,545, registered on February 3, 1987,

and

WHEREAS, Chesapeake is a successor to the existing and ongoing business of AFC to which the Mark and the registration pertains; and

WHEREAS, Chesapeake desires to confirm and record the assignment of said registration.

NOW, THEREFORE, for good and valuable consideration the sufficiency and receipt of which is hereby acknowledged, AFC does, hereby sell, assign and transfer *nunc pro tunc*, as of August 30, 1999, unto said Chesapeake, the entire right, title and interest in and to the trademark registration identified above and the associated Mark, together with the goodwill of the existing and ongoing business of AFC, and the right to sue for past, present or future infringement of the Mark, said assignment and transfer effective *nunc pro tunc* August 30, 1999.

AFC ENTERPRISES, INC.

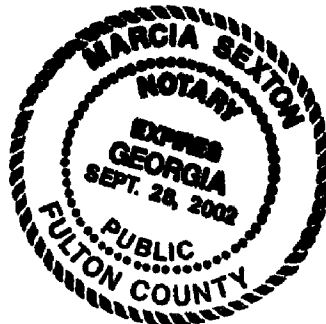
By: *Lisa Morse* (L.S.)
Name: Lisa Morse
Title: Assistant Secretary

Date: *6/21/00*

County of *Fulton*
State of Georgia

Sworn to & subscribed before me this *30th* day of *June*, 2000.

Marcia Sexton
Notary Public



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