09-21-2000



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U.S. DEPARTMENT OF COMMERCE

M COVER SHEET .KS ONLY

Patent an: Trademark Office Docket No. 029253-2070

Docket No. 029253-2070	
To the Commissioner of Patents and Trademarks	s: Please record the attached original documents or copy thereof.
1. Name of Conveying party(ies): Franchise Solutions, Inc. ☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☒ Corporation – New Hampshire Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ Noc 3. Nature of conveyance: ☒ Assignment ☐ Merger ☐ Security Agreement ☐ Change of Name ☐ Other: Execution Date: November 19, 1999	2. Name and address of receiving party(ies): Name: Franchise Solutions Corp. Street Address: P.O. Box 5178 Portsmouth, New Hampshire 03801 Individual(s) crtizenship: Association: General Partnership: Limited Partnership: Corporation-State: Other: Additional name(s) & address(es) attached? Yes 🗷 No
Application number(s) or registration number(s): A. Trademark Application No.(s)	B. Registration No.(s) 1,850,850
Additional numbers attached? ☐ Yes ☒ No	
5. Name and address of party to whom correspondence concerning document should be mailed: Carla B. Oakley, Esq. Brobeck, Phleger & Harrison LLP Spear Street Tower One Market San Francisco, CA 94105	 6. Total number of applications and trademark registrations involved: 1 7. Total fee (37 C.F.R. § 3.41): \$40.00 ☑ Enclosed ☑ Authorized to be charged to deposit account, referencing Attorney Docket: [DOCKET NUMBER] 8. Deposit account number: 02-3950
The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.2	which may be required by this paper, or to credit any overpayment to Deposit Account No. 02 3950.
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 excument. Name: Carla B. Oakley Total number of pages cor iprising cover sheet, attachment and document: 2	
Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231	

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IP ASSIGNMENT

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of November 19. 1999, between Franchise Solutions, Inc. ("Seller"), and Franchise Solutions Corp., a Delaware corporation ("Buyer").

WITNESSETH

WHEREAS, Buyer and Seller have concurrently herewith consummated the purchase by Buyer of the Service Mark pursuant to the terms and conditions of the Asset Purchase Agreement dated November 19, 1999 between Buyer and Seller and the Stockholders (the "Asset Purchase Agreement"; terms defined in the Asset Purchase Agreement and not otherwise defined herein being used herein as therein defined);

NOW, THEREFORE, in consideration of the sale of the Service Mark and in accordance with the terms of the Assel Purchase Agreement, Buyer and Seller agree as follows:

- Seller does hereby sell, transfer, assign and deliver to Buyer all of the 1. right, title and interest of Seller in, to and under the Service Mark.
- Buyer does hereby accept all the right, title and interest of Seller in, to and under all of the Service Mark.
- This Agreement shall be construed in accordance with and governed by the law of the State of New York, without regard to the conflicts of law rules of such state.
- This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

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FAX NO. 603 868 5229

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

FRANCHISE SOLUTIONS, INC.

Title: President

FRANCHISE SOLUTIONS CORP.

Name:

Title:

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