

05-08-2001



04-20-2001

101706743

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

RECORDATION COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies): Caribou Coffee Company, Inc

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

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

4-20-01

2. Name and address of receiving party(ies)

Name: Arabica Funding, Inc.

Internal Address: _____

Street Address: 400 West Main Street, Suite 338

City: Babylon State: NY ZIP: 11702

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other _____

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) & address(es) attached Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: Release of Security Interest
- Merger
- Change of Name

Execution Date: 4-20-01

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,008,379	2,000,062
1,841,047	1,839,091

Additional numbers attached? Yes No

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

Name: Travis L. Bachman

Internal Address: Dorsey & Whitney LLP

Street Address: 220 South Sixth Street

City: Minneapolis State: MN ZIP: 55402

6. Total Number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41). \$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

115E

04-1420

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

DO NOT USE THIS SPACE

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.

Travis L. Bachman
Name of person Signing

Signature

4/20/01
Date

Total number of pages comprising cover sheet: _____

1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

05/07/2001 GT0N11 00000280 2008379

01 FC:481 40.00 OP
02 FC:482 75.00 OP

TRADEMARK
REEL: 002289 FRAME: 0507

ASSIGNMENT

WHEREAS, Caribou Coffee Company, Inc., ("Assignor"), a corporation of the State of Minnesota, with its principal place of business at 615 N. Third Street, Minneapolis, MN 55401, has used, is using, and is the owner of the marks identified in Schedule 1 together with the goodwill associated with such marks (the "Marks");

WHEREAS, Arabica Funding, Inc. ("Assignee"), a corporation of the State of Delaware, with its principal place of business at 400 West Main Street, Suite 338, Babylon, NY 11702, is desirous of acquiring the Marks;

NOW, THEREFORE, in consideration of \$10.00 and other valuable remuneration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title, and interest in and to the Marks in the United States, together with the goodwill associated with the Marks. Such assignments include all claims for profits and damages and other legal or equitable relief available to Assignor by reason of past and/or current infringement or dilution, deceptive trade practices, or unfair competition involving the Marks.

This assignment shall be effective as of April 20, 2001, shall be binding on the successors and assigns of Assignor and shall inure to the benefit of the successors and assigns of Assignee.

CARIBOU COFFEE COMPANY, INC.
Assignor

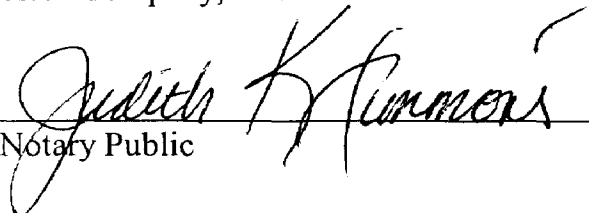
Date: 4-20-01

By: 
Michael Peterson, Controller

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

I, a notary public in and for the county and state aforesaid, do hereby certify that Michael Peterson, personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is Controller of Caribou Coffee Company, Inc., that he signed, sealed and delivered said instrument as his free and voluntary act and deed for the uses and purpose therein set forth, and that he had full authority in this regard to act on behalf of Caribou Coffee Company, Inc.




Notary Public

Schedule 1

Marks

Caribou Coffee U.S. Federal Trademark Registrations

Trademark	Application Number	Filing Date	Registration Number	Registration Date
LIFE IS SHORT. STAY AWAKE FOR IT.	75/013633	23-Oct-95	2008379	15-Oct-96
LIFE IS SHORT. STAY AWAKE FOR IT.	75/013632	23-Oct-95	2000062	10-Sep-96
CARIBOU COFFEE	74/336835	4-Dec-92	1839091	7-Jun-94
CARIBOU COFFEE & Design	74/417248	26-Jul-93	1841047	21-Jun-94

Caribou Coffee U.S. Federal Trademark Applications

Trademark	Int'l Class	Description
CARIBOU COFFEE	21	Mugs and Tumblers
CARIBOU COFFEE	25	T-Shirts, Sweatshirts and Hats
CARIBOU COFFEE	30	Ground and Whole Bean Coffee; Hot and Frozen Coffee, Espresso, Herbal Tea, and Tea Beverages; Baked Goods, Namely, Biscotti, Bread, Brownies, Cakes, Cookies, Muffins, Pastries, and Scones; Chocolate; Candy; Smoothies
CARIBOU COFFEE	35	Providing Information in the Field of Coffee, by means of a Global Computer Network; Retail Store Services, Mail Order Catalog Services, and Online Sales Featuring Coffee, Coffee Brewing Accessories, Clothing, Food, and Beverageware
CARIBOU COFFEE (and Leaping Caribou Design)	21	Mugs and Tumblers
CARIBOU COFFEE (and Leaping Caribou Design)	25	T-Shirts, Sweatshirts and Hats
CARIBOU COFFEE (and Leaping Caribou Design)	30	Ground and Whole Bean Coffee; Hot and Frozen Coffee, Espresso, Herbal Tea, and Tea Beverages; Baked Goods, Namely, Biscotti, Bread, Brownies, Cakes, Cookies, Muffins, Pastries, and Scones; Chocolate; Candy; Smoothies

CARIBOU COFFEE (and Leaping Caribou Design)	35	Providing Information in the Field of Coffee, by means of a Global Computer Network; Retail Store Services, Mail Order Catalog Services, and Online Sales Featuring Coffee, Coffee Brewing Accessories, Clothing, Food, and Beverageware
Hoof Design	30	Candy
Leaping Caribou Design	21	Mugs and Tumblers
Leaping Caribou Design	25	T-Shirts, Sweatshirts and Hats
Leaping Caribou Design	30	Ground and Whole Bean Coffee; Hot and Frozen Coffee, Espresso, Herbal Tea, and Tea Beverages; Baked Goods, Namely, Biscotti, Bread, Brownies, Cakes, Cookies, Muffins, Pastries, and Scones; Chocolate; Candy; Smoothies
Leaping Caribou Design	35	Providing Information in the Field of Coffee, by means of a Global Computer Network; Retail Store Services, Mail Order Catalog Services, and Online Sales Featuring Coffee, Coffee Brewing Accessories, Clothing, Food, and Beverageware
REINDEER NIBBLERS	30	Candy

Caribou Coffee U.S. State Trademark Registrations

Trademark	Registration Number	Registration Date	State
CARIBOU COFFEE & Design	T-15312	7-Dec-95	Georgia*
CARIBOU COFFEE & Design	S-15321	11-Dec-95	Georgia*
CARIBOU COFFEE & Design	M00-784	7-May-96	Michigan*
CARIBOU COFFEE & Design	M00-785	7-May-96	Michigan*
CARIBOU COFFEE & Design	23936	30-Jun-95	Minnesota
CARIBOU COFFEE & Design	25174	11-Jul-96	Minnesota

CARIBOU COFFEE & Design	T-11868	15-Jan-96	North Carolina
CARIBOU COFFEE & Design	T-12015	8-Apr-96	North Carolina

*These marks are owned by Caribou notwithstanding the fact that the registrations were issued to Caribou at its local store addresses in Georgia and Michigan respectively

Caribou Coffee Common Law Trademarks

Trademark
CARIBOU BLEND and Design
DAYBREAK MORNING BLEND and Design
Design for Kenya AA, La Minta Peaberry, Sumatra, Columbia and Costa Rica Blends
Espresso Blend Design
FIRESIDE EVENING BLEND and Design
French Roast Design
HOOF MINTS
Hoof Print Design
JAMAICAN BLUE MOUNTAIN BLEND and Design
Kona Design
Mocha Java Blend Design
Rainforest Blend Design
REINDEER NIBBLERS
WILDERNESS BLEND and Design

DORSEY & WHITNEY LLP

Commissioner of Patents and Trademarks

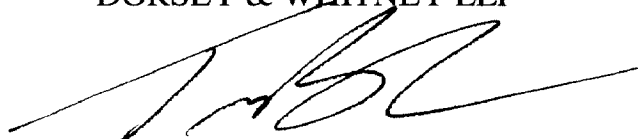
April 20, 2001

Page 2

A return postcard is also enclosed on which the stamped date of receipt would be appreciated.
Please charge any additional fees or credit any overpayment to our Deposit Account No. 04-1420.

Respectfully submitted,

DORSEY & WHITNEY LLP

A handwritten signature in black ink, appearing to read 'T. Bachman', written over the firm name.

Travis L. Bachman
Attorney for Applicant

TLB:djt;pjb

Enclosures

cc(w/encl): Christopher N. Read, Esq.
Elizabeth C. Buckingham, Esq.