

03-21-2002



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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇨ ⇨ ⇨

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 3.5.02
Cosi Sandwich Bar, Inc.
242 West 36th Street, 12th Floor
New York, New York 10018
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Cosi, Inc.
Internal Address: _____
Street Address: 242 West 36th Street, 12th Fl.
City: New York State: NY Zip: 10018
 Individual(s) citizenship _____
 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

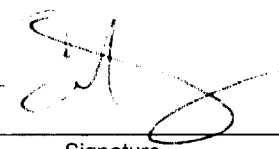
3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: September 6, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) 2,046,483
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Seth P. Markowitz, Esq.
Internal Address: _____
Street Address: Markowitz & Roshco, LLP
530 Fifth Avenue - 23rd FL
City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
Seth P. Markowitz  February 11, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

03/20/2002 GT0N11 00000057 2046483
01 FC:481 40.00 OP

TRADEMARK
REEL: 002466 FRAME: 0209

**ASSIGNMENT OF SERVICE MARK
AND REGISTRATION**

WHEREAS, Cosi Sandwich Bar, Inc. (hereinafter "CSB"), a Delaware corporation, located and doing business at 242 W. 36th Street, 12th Floor, New York, New York 10018, has adopted, used and is using in *interstate commerce* in the United States the service mark COSI (hereinafter "the Mark")—which registered in the United States Patent and Trademark Office (hereinafter "PTO") on March 18, 1997, as Registration No. 2,046,483 (hereinafter "the Registration")—the Mark and the Registration having been assigned to CSB, on August 25, 1999, as recorded at PTO Reel/Frame 001955/0552, from Wainwright Sandwich Partners, a New York partnership composed of U.S. citizens Jay Wainwright and Shep Wainwright, then with a business address of P.O. Box 199, Wainscott, New York 11975; and

WHEREAS, Cosi, Inc. (hereinafter "COSI") a Delaware corporation, located and doing business at 242 West 36th Street, 11th Floor, New York, New York 10018, is desirous of acquiring the Mark in the United States, the Registration, and the goodwill of the business symbolized by the Mark (hereinafter "the Goodwill");

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, CSB does hereby assign unto COSI all of CSB's right, title and interest in and to the Mark in the United States and the Registration, together with the Goodwill and the right to sue for past and future infringements.

COSI SANDWICH BAR, INC.

By (officer): Craig Hestgen
Name: Craig Hestgen
Title: Secretary
Date: September 6, 2001

MARKOWITZ & ROSHCO, LLP

ATTORNEYS AT LAW
530 FIFTH AVENUE - 23RD FLOOR
NEW YORK, NEW YORK 10036-5101
212-869-6000
FACSIMILE 212-944-7630

SETH P. MARKOWITZ *
DANIEL S. ROSHCO *

* Admitted in N.Y. & N.J.

New Jersey Office:
495 River Street
Paterson, N.J. 07524
201-392-0179

February 11, 2002

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Re: Trademark Registration Number: 2,046,483

Dear Sir/Madam:

With this letter, I am submitting on behalf of Cosi, Inc. an executed assignment of the above referenced Trademark Registration, together with a fully completed Recordation Form Cover Sheet.

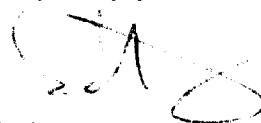
Also enclosed is a check for \$40.00 to cover the fee for recording the enclosed Trademark Assignment.

Please direct all correspondence and/or inquiries regarding this filing to:

Seth P. Markowitz, Esq.
Markowitz & Roshco, LLP
530 Fifth Avenue – 23rd Floor
New York, New York 10036
Phone: (212) 869-6000
Fax: (212) 944-7630
E-mail: Smarkowitz@MarkowitzRoshco.com

Thank you.

Very truly yours,



Seth P. Markowitz

Enc.