

Form PTO-1594 (rev 3/1) **RECORDATION FORM COVER SHEET** U. S. Department of Commerce
Patent and Trademark Office

TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies): The Bank of New York, as successor to Nationsbank of Texas, N.A. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation - <input checked="" type="checkbox"/> Other - New York Banking Corporation Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies) Mrs. Fields Development Corporation 333 Main Street Park City, UT 84060 <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation Delaware <input type="checkbox"/> Other <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>						
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Corrective Recordation to Correct Assignor Name in Termination and Release of Security Interest recorded at Reel/Frame: 1533/0612 on October 15, 1996 Execution Date: September 18, 1996</p>							
<p>4. Application number(s) or registration number(s):</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>A. Trademark Application No(s).</p> </td> <td style="width: 50%; vertical-align: top;"> <p>B. Trademark Registration No(s).</p> <p>1241619 1256315 1299149 1543094 1738784 1770259 1770260 1770264 1819518 1472531 1983184</p> </td> </tr> </table> <p style="text-align: right; font-size: small;">Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>A. Trademark Application No(s).</p>	<p>B. Trademark Registration No(s).</p> <p>1241619 1256315 1299149 1543094 1738784 1770259 1770260 1770264 1819518 1472531 1983184</p>				
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Kenneth A. Rubenstein, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036</p>	<p>6. Total number of applications/registrations involved: <u>11</u></p> <p>7. Total fee (37 CFR 3.41) \$290 <input checked="" type="checkbox"/> All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 013430/15)</p> <p>8. Deposit Account No. 19-2385</p>						
DO NOT USE THIS SPACE							
<p>9. Statement and signature. <i>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.</i></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%; border-top: 1px solid black; text-align: center;">Kenneth A. Rubenstein</td> <td style="width: 30%; border-top: 1px solid black; text-align: center;"></td> <td style="width: 30%; border-top: 1px solid black; text-align: center;">January 2, 2003</td> </tr> <tr> <td style="text-align: center;">Name</td> <td style="text-align: center;">Signature</td> <td style="text-align: center;">Date</td> </tr> </table> <p style="text-align: center; font-size: x-small;">Total number of pages including cover sheet, attachments, and document: 5</p>		Kenneth A. Rubenstein		January 2, 2003	Name	Signature	Date
Kenneth A. Rubenstein		January 2, 2003					
Name	Signature	Date					

10-25-1996

U.S. DEPARTMENT OF COMMERCE
Patents and Trademark Office

TRADEMARK APPLICATION FORM COVER SHEET
TRADEMARKS ONLY 40-481 250-480

Form 1
Rev. 6
OMB No. 3045-0042

Tab 5
18825542

To the Honorable Commissioner or Receiver: Please receive the attached original documents or copy thereof.

1. Name of conveying party(ies):
The Bank of New York,
an successor to
Nationalbank of Texas, N.A.

2. Name and address of receiving party(ies)
Name: Mrs. Fields Development Corporation
Internal Address: 333 Main Street
Street Address:
City: Park City state: Utah ZIP: 84060

Individual citizenship:
Association
General Partnership
Limited Partnership
Corporation-State: Delaware
Other:

Additional names of Conveying party(ies) attached? Yes No

3. Nature of conveyance:
Assignment
Security Agreement
Other: Termination and Release of Security Interest in Trademarks

4. Application number(s) or Registration number(s):
A. Trademark Application No.(s):
see attached schedule
B. Trademark Registration No.(s):
see attached schedule
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Katrina Gleber
Internal Address: Skadden, Arps, Slate,
Meacher & Flom
Street Address: 919 Third Avenue
City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 117

7. Total fee (37 CFR 3.411) 290.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paid by deposit account)

DO NOT USE THIS SPACE

3. Statement of Verity: 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.
KATRINA GLEBER
Signature
10-15-96
Date

Total number of pages including cover sheet, attachments, and documents: 9
(All documents to be recorded with registrar must show sheet information to)

TRADEMARK REEL: 1533 FRAME: 0612

REEL: 1533 FRAME: 0613
 TRADEMARK

NAME	REGISTRATION/ APPLICATION NUMBER	REGISTRA- TION/ FILING DATE	OWNER	STATUS
MRS. FIELDS COOKIES & De- sign	1,241,619	6/7/83	Mrs. Fields Develop- ment Corporation	Registered
MRS. FIELDS COOKIES & De- sign	1,256,315	11/2/83	Mrs. Fields Develop- ment Corporation	Registered
MRS. FIELDS Stylized	1,299,149	10/2/84	Mrs. Fields Develop- ment Corporation	Registered
GOOD EFFORTS BEVER IS	1,543,094	6/8/89	Mrs. Fields Develop- ment Corporation	Registered
SUPER EXPRESS BURGER	1,738,784	12/6/92	Mrs. Fields Develop- ment Corporation	Registered
MRS. FIELDS MILK YOGURT COOKIES BITE	1,770,259	5/11/93	Mrs. Fields Develop- ment Corporation	Registered
MRS. FIELDS & Design	1,770,260	5/11/93	Mrs. Fields Develop- ment Corporation	Registered
MRS. FIELDS & Design	1,770,264	5/11/93	Mrs. Fields Develop- ment Corporation	Registered
MRS. FIELDS & Design	1,819,518	2/1/94	Mrs. Fields Develop- ment Corporation	Registered
COOKIE POP	1,472,531		Mrs. Fields Develop- ment Corporation	Registered
MRS. FIELDS Stylized	1,983,184		Mrs. Fields Develop- ment Corporation	Registered

EXHIBIT 3

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This Termination and Release of Security Interest in Trademarks granted on this 18th day of September, 1996, by The Bank of New York, a New York banking corporation with offices at 101 Barclay Street, Floor 21 West New York, New York 10286 as successor to NationsBank of Texas, N.A. ("Nations"), a national banking association, with offices at 901 Main Street, 16th Floor, Dallas, Texas, 75201 (the "Secured Party") to Mrs. Fields Development Corporation, a Delaware corporation, with offices at 333 Main Street, Park City, Utah, 84060 (the "Borrower"), as follows:

W I T N E S S E T H

WHEREAS, the Borrower has heretofore granted to the Secured Party a security interest and trademark license in certain United States trademarks, as are more particularly set forth on Schedule A attached hereto (the "Trademarks") to secure the Obligations of the Borrower in relation to that certain Security Agreement recorded in the United States Patent and Trademark Office as of March 10, 1993, at Reel 0933, Frames 0859 through 0902 (the "Agreement"), between the parties;

WHEREAS, The Bank of New York acquired all right, title and interest of Nations under the Agreement

TRADEMARK
REEL: 1533 FRAME: 0614

pursuant to an Assignment and Assumption Agreement dated December 4, 1995;

WHEREAS, the Borrower has satisfied all of the obligations contained in the Agreement;

WHEREAS, the parties hereto agree to release, restore, and reassign all right, title and interest in and to the Trademarks to the Borrower and to dissolve any and all liens and encumbrances respecting the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the Secured Party hereby releases, discharges, quit claims, and relinquishes any and all right, title and interest in and to the Trademarks and the security interest and license as granted to the Secured Party by the Borrower pursuant to the Agreement, which Agreement was duly recorded on March 10, 1993 at Reel 0933, Frames 0859 through 0902 in the United States Patent and Trademark office.

IN WITNESS WHEREOF, the undersigned, by and through its authorized office, has caused this instrument to be executed under seal on the date first written above.

THE BANK OF NEW YORK
as successor to
NATIONSBANK OF TEXAS, N.A.
(The Secured Party)

By: *Anthony J. Shea*
Name: Timothy J. Shea
Title: ACCOUNT TREASURER

TRADEMARK
REEL: 1533 FRAME: 0616

SENT BY: NATIONSBANK OF GEORGIA: 8-18-96 : 2:10PM : CUSTOMER SERVICE- SKADDEN NY REEL: 440

NATIONSBANK OF TEXAS, N.A.

By: *[Signature]*
Name: ROBERT H. SIMON
Title: Vice President

RECORDED: 10/15/1996

TRADEMARK
REEL: 1533 FRAME: 0617