



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

R. 102295904
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Mrs. Fields' Other Names, Inc.

11-27-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: November 26, 1997

2. Name and address of receiving party(ies)

Name: The Mrs. Fields' Brand, Inc.

Internal Address: _____

Street Address: 2855 E. Cottonwood Parkway, Suite 400

City: Salt Lake City State: Utah Zip 84121

- 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 this one.)

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

A. Trademark Application No.(s)

See attached Schedule A

11-27-02

B. Trademark Registration No.(s)

See attached Schedule A

1127196

Additional number(s) attached Yes No

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

Name: Michael E. Mangelson

Internal Address: (801) 328-3131

Street Address: Stoel Rives LLP

One Utah Center

201 South Main, Ste. 1100

City: Salt Lake City

State: Utah

Zip: 84111-4904

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502375

(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.

Michael E. Mangelson, Esq.

Name of Person Signing

Signature

November 22, 2002

Date

11/26/2002 LMUELLER 00000273 1827896

01 FC:8521
02 FC:8322

40.00 OP
130.00 OP

Total number of pages including cover sheet, attachments, and document: 6

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

SaltLake-189415.1 0099999-00001

OFFICE OF PUBLIC RECORDS
11/22/02 22 PM 1:46
FINANCE SECTION

Schedule A

MRS. FIELDS' OTHER NAMES, INC.

U.S. Trademark Registrations

MARK	REGISTRATION DATE	REGISTRATION NO.
HOT SAM	March 22, 1994	1,827,896
HOT SAM (and Design)	October 17, 1989	1,561,517
THE ORIGINAL COOKIE CO. (and Design)	February 24, 1987	1,430,447
THE ORIGINAL COOKIE COMPANY, INC.	August 5, 1986	1,404,285
THE ORIGINAL COOKIE CO.	December 3, 1985	1,374,117
HOT SAM (and Design)	September 24, 1974	994,053
HOT SAM (Stylized)	July 30, 1974	989,707

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MRS. FIELDS' OTHER NAMES, INC.", A DELAWARE CORPORATION, WITH AND INTO "THE MRS. FIELDS' BRAND, INC." UNDER THE NAME OF "THE MRS. FIELDS' BRAND, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 1997, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2634399 8100M

971404450

AUTHENTICATION: 8778752

DATE: 11-26-97

CERTIFICATE OF MERGER
OF
MRS. FIELDS' OTHER NAMES, INC.
INTO
THE MRS. FIELDS' BRAND, INC.

Pursuant to Section 251 of the General
Corporation Law of the State of Delaware

The Mrs. Fields' Brand, Inc., a Delaware corporation, does hereby certify to the following information relating to the merger (the "Merger") of Mrs. Fields' Other Names, Inc., a Delaware corporation, with and into The Mrs. Fields' Brand, Inc.:

FIRST: That the names and states of incorporation of the constituent corporations to the Merger are as follows:

The Mrs. Fields' Brand, Inc.	Delaware
Mrs. Fields' Other Names, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger, dated as of November 26, 1997 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the corporation surviving the merger is The Mrs. Fields' Brand, Inc.

FOURTH: That the Restated Certificate of Incorporation of The Mrs. Fields' Brand, Inc. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of The Mrs. Fields' Brand, Inc., located at 462 West Bearcat Drive, Salt Lake City, Utah 84115, from Michael Ward, Esq. A copy of the Merger Agreement will be provided, upon request and without cost, to any stockholder of either The

11/26/97

09:31

SKADDEN ARPS DE → DEL-DIV-OF-CORPS-4

NO.092 003

Mrs. Fields' Brand, Inc. or Mrs. Fields' Other Names,
Inc.

SIXTH : That a copy of the Agreement and Plan
of Merger will be furnished by the surviving corporation,
on request and without cost to any stockholder of either
constituent corporation.

SEVENTH: The Merger shall become effective on
November 26th, 1997 at 10:00 A.M.

11/26/97

09:31

SKADDEN ARPS DE → DEL-DIV-OF-CORPS-4

NO.092

004

IN WITNESS WHEREOF, The Mrs. Fields' Brand, Inc. has caused this Certificate of Merger to be executed in its corporate name this 26th day of November, 1997.

The Mrs. Fields' Brand, Inc.

By: Michael Ward
Name: Michael Ward
Title: Vice President

STOEL RIVES LLP

A T T O R N E Y S

ONE UTAH CENTER
201 S. MAIN STREET, SUITE 1100
SALT LAKE CITY, UTAH 84111-4904
Phone (801) 328-3131 Fax (801) 578-6999
Internet: www.stoel.com

September 10, 2001

MICHAEL E. MANGELSON
Direct Dial
(801) 578-6903
email: memangelson@stoel.com

BOX POST REG NO FEE
Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Re: **Power of Attorney and
Change of Correspondent Address**

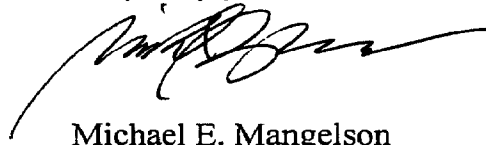
Dear Sir or Madam:

Enclosed for filing on behalf of registrant, Mrs. Fields' Original Cookies, Inc., are the following:

1. One Power of Attorney and Change of Correspondent Address with Attachment "A" (U.S. Trademark Registrations) for Mrs. Fields' Original Cookies, Inc.
2. One self-addressed, postage paid postcard confirming receipt of the enclosed.

Please address all communication regarding this matter to Michael E. Mangelson at the above address or at (801) 578-6903.

Very truly yours,



Michael E. Mangelson

MEM:sc
Enclosure

cc: Ms. Beth Kearsley

SaltLake-154451.1 0099999-00001

SEATTLE

PORTLAND

VANCOUVER, WA

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SALT LAKE CITY

TRADEMARK
WASHINGTON, D.C.

REEL: 002624 FRAME: 0367

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademark Registrations of

MRS. FIELDS' ORIGINAL COOKIES, INC.

Marks: (See Accompanying Schedule)

Registration Nos.: (See Accompanying Schedule)

Registration Dates: (See Accompanying Schedule)

BOX POST REG NO FEE

Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Power of Attorney and Change of Correspondent Address

TO THE COMMISSIONER FOR TRADEMARKS:


The above-identified Registrant hereby appoints Michael E. Mangelson, Kevin B. Laurence and Mara K. Featherstone, of the law firm Stoel Rives LLP, whose address is 201 South Main Street, Suite 1100, Salt Lake City, Utah 84111-4904, attorneys admitted to practice before the Courts of the state of Utah, its attorneys to prosecute the applications for registration owned by Registrant as set forth in the accompanying Schedule of Trademark Registrations, with full power of substitution and revocation, and to transact all business in the Patent and Trademark Office in connection therewith, and to receive the Certificates of Registration.

Please direct all future correspondence, service, or other communications in connection with the above-identified registrations to Michael E. Mangelson, Stoel Rives LLP, 201 South Main Street, Suite 1100, Salt Lake City, Utah 84111-4904, 801/328-3131.

Respectfully submitted,

Mrs. Fields' Original Cookies, Inc.

Dated: 9/6/01

By 
Name: Michael R. Ward
Title: Senior Vice President

Schedule of Trademark Registrations

MRS. FIELDS' ORIGINAL COOKIES, INC.

MARK	REGISTRATION DATE	REGISTRATION NO.
FRESHNESS WITH A TWIST	May 2, 2000	2,347,706
HOT SAM	March 22, 1994	1,827,896
HOT SAM (stylized)	July 30, 1994	989,707
HOT SAM (stylized)	October 17, 1989	1,561,517
HOT SAM and Design	September 24, 1974	994,053
QSI SOLUTIONS	January 30, 2001	2,425,250
QUICK SERVICE IMPULSE SOLUTIONS	January 30, 2001	2,425,251
THE ORIGINAL COOKIE CO.	December 3, 1985	1,374,117
THE ORIGINAL COOKIE CO. and Design	February 24, 1987	1,430,447
THE ORIGINAL COOKIE COMPANY, INC.	August 5, 1986	1,404,285
THE PRETZEL OVEN	December 30, 1997	2,125,722

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service First Class Mail in an envelope addressed to BOX POST REG NO FEE, Assistant Commissioner of Patents and Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, on September 10, 2001.

Date of Mailing: 9/10/01
 Print name of Depositor: Sharron Cannon
 Signature of Depositor: Sharron Cannon
 Date of Signing: 9/10/2001



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FROM: (PLEASE PRINT) PHONE () _____

Sharron Cannon
Steel Rivers LLP
201 So Main Street
Suite 1100
Salt Lake City, UT 84111

TO: (PLEASE PRINT) PHONE () _____

Box Assignments
Commissioner for Trademarks
2900 Crystal Drive
Washington D.C.

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WAIVER OF SIGNATURE (Domestic Only) Additional merchandise insurance is void if waiver of signature is requested. I wish delivery to be made without obtaining signature of addressee or addressee's agent. (If delivery employees judges that article can be left in secure location) and I authorize that delivery employee's signature constitutes valid proof of delivery.

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