

11-27-2002



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

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

102295903

Tab settings

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

1. Name of conveying party(ies): The Mrs. Fields' Brand, Inc. 11-25-02
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State - Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes [X] No

2. Name and address of receiving party(ies)
Name: Mrs. Fields' Original Cookies, 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
[X] Corporation-State - Delaware
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes [X] No

3. Nature of conveyance:
Assignment Merger [X]
Security Agreement Change of Name
Other
Execution Date: November 22, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See attached Schedule A
B. Trademark Registration No.(s) See attached Schedule A
Additional number(s) attached Yes [X] 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: 24
7. Total fee (37 CFR 3.41) \$675.00
[X] Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 502375
(Attach duplicate copy of this page if paying by deposit account)

FINANCE SECTION 2002 NOV 27 PM 1:47

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. Signature Date November 22, 2002

11/26/2002 LHMELLER 00000272 1918965
01 FC:8521 40.00 OP
02 FC:8522 575.00 OP

Total number of pages including cover sheet, attachments, and document: 2
Mail documents to be recorded with required cover sheet information to:

SaltLake-189371.1 0099999-00001

TRADEMARK REEL: 002624 FRAME: 0391

Schedule A**THE MRS. FIELDS' BRAND, INC.****U.S. Trademark Registrations**

MARK	REGISTRATION DATE	REGISTRATION NO.
CAKIES	September 12, 1995	1,918,965
COCOMAC	July 5, 1994	1,843,103
COOKIE POP	January 12, 1988	1,472,531
DEBRA'S SPECIAL	June 12, 1994	1,840,761
GOOD ENOUGH NEVER IS	June 6, 1989	1,543,094
LEARNING IS SWEET	August 27, 2002	2,613,456
MRS. FIELDS (STYLIZED)	October 2, 1984	1,299,149
MRS. FIELDS and Design	September 7, 1993	1,791,781
MRS. FIELDS and Design	July 2, 1996	1,983,184
MRS. FIELDS COOKIES and Design	November 1, 1983	1,256,315
MRS. FIELDS COOKIES and Design	June 7, 1983	1,241,619
NIBBLERS	December 3, 1996	2,020,111
R & R BOURBON STREET	October 30, 1984	1,302,975
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

U.S. Trademark Applications

MARK	APPLICATION DATE	APPLICATION NO.
1-800-COOKIES	April 1, 2002	76/390,360
MRS. FIELDS (Stylized)	April 9, 2002	76/392,936
MRS. FIELDS CHOCOLATE NIBBLERS	June 19, 2001	76/273,616
MRS. FIELDS PREMIUM COOKIES	December 20, 2001	76/351,474

Delaware

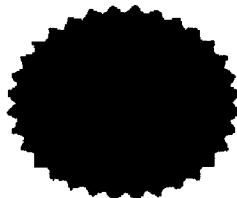
PAGE

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THE MRS. FIELDS' BRAND, INC.", A DELAWARE CORPORATION, WITH AND INTO "MRS. FIELDS' ORIGINAL COOKIES, INC." UNDER THE NAME OF "MRS. FIELDS' ORIGINAL COOKIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2591726 8100M

AUTHENTICATION: 2106365

020721730

DATE: 11-22-02

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 11/22/2002
 020721730 - 2591726

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**THE MRS. FIELDS' BRAND, INC., a
 Delaware corporation**

INTO

**MRS. FIELDS' ORIGINAL COOKIES, INC., a
 Delaware corporation**

**(PURSUANT TO §253 OF THE GENERAL
 CORPORATION LAW OF DELAWARE)**

Mrs. Fields' Original Cookies, Inc., a Delaware corporation (the "Corporation") hereby certifies:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware ("DGCL").

SECOND: That the Corporation owns all of the outstanding shares of the capital stock of The Mrs. Fields' Brand, Inc., a Delaware corporation (the "Subsidiary").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a regularly scheduled and duly constituted Board meeting held on the 14th day of November, 2002, determined to merge the Subsidiary into itself on the conditions set forth in such resolutions:

RESOLUTIONS

RESOLVED, that Mrs. Fields' Original Cookies, Inc. (the "Corporation") merge into itself its wholly-owned subsidiary, The Mrs. Fields' Brand, Inc. (the "Subsidiary");

RESOLVED FURTHER, that Michael Ward as Sr. Vice President and Secretary of the Corporation be, and he hereby is, directed to execute and acknowledge a certificate of ownership and merger setting forth a copy of these resolutions to merge the Subsidiary into the Corporation, and to assume the Subsidiary's liabilities and obligations, effective as of the date that the certificate of ownership and merger is filed in the office of the Secretary of State of Delaware;

RESOLVED FURTHER, that Michael Ward be, and he hereby is, directed and authorized to take any other acts and execute and deliver any other agreements,

certificates and documents that he determines, in his sole discretion, to be necessary to effectuate the merger described in these resolutions.

FOURTH: That effective as of the time this Certificate is filed with the Secretary of State of Delaware (the "Effective Time") (a) the separate existence of the Subsidiary shall cease and the Corporation shall be the surviving entity; (b) each share of common stock, par value \$.01 per share, of the Subsidiary shall be cancelled and retired and shall cease to exist; (c) the Certificate of Incorporation and Bylaws of the Corporation in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and Bylaws of the surviving entity, until amended in accordance with applicable law; and (d) the merger shall have the effects provided for in §259 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed and this Certificate to be signed by its authorized officer, this 21st day of November, 2002.

**MRS. FIELDS' ORIGINAL COOKIES,
INC.**

By 
Michael Ward
Sr. Vice President, Secretary

[SEAL]

Schedule of Trademark Registrations

MRS. FIELDS' BRAND, INC.

MARK	REGISTRATION DATE	REGISTRATION NO.
CAKIES	September 12, 1995	1,918,965
COCOMAC	July 5, 1994	1,843,103
COOKIE POP	January 12, 1988	1,472,531
DEBRA'S SPECIAL	June 21, 1994	1,840,761
GOOD ENOUGH NEVER IS	June 6, 1989	1,543,094
GOURMET SOFT	January 31, 1995	1,877,267
MRS. FIELDS (stylized)	October 2, 1984	1,299,149
MRS. FIELDS and Design	September 7, 1993	1,791,781
MRS. FIELDS and Design	July 2, 1996	1,983,184
MRS. FIELDS COOKIES and Design	November 1, 1983	1,256,315
MRS. FIELDS COOKIES and Design	June 7, 1983	1,241,619
NIBBLERS	December 3, 1996	2,020,111

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: 9/10/01