

102363681

To the Honorable Commissioner of Patents

Remarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies): **127-03**

Panera, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Panera, LLC
Internal _____
Address: _____

Street Address: 6710 Clayton Road
Richmond
City: Heights State: MO Zip: 62417

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

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 Certificate of Conversion

Execution Date: 12-28-01

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

A. Trademark Application No.(s)

NONE

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

see Schedule A attached

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

Name: Christina L. Martini
Internal Address: Piper Rudnick

Street Address: P.O. Box 64807

City: Chicago State: Illinois Zip: 60664-0807

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41).....\$ 440.00

Enclosed any additional fees are
 Authorized to be charged to deposit account

8. Deposit account number:
18-2284

(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.

Christina L. Martini
Name of Person Signing

Christina L. Martini 1/24/03
Signature Date

Total number of pages including cover sheet, attachments, and document: 8

02/11/2003 LHMUELLER 00000089 2142817

01 FC:8521
02 FC:8522

40.00 OP
400.00 OP

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

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
JAN 27 PM 4:16

SCHEDULE A**REGISTRATIONS:**

COUNTRY	MARK	REG. NO.	REG. DATE
USA	AHH SEE AHHH GO	2142817	3/10/98
USA	BREAD (and design)	2190023	9/15/98
USA	BREAD BREAK	2552422	3/26/02
USA	BRUMBIE	2293494	11/16/99
USA	COOLER THAN COFFEE	2183884	8/25/98
USA	DOUGH FOR FUNDS	2257452	6/29/99
USA	Mother Bread Design	2341776	4/11/00
USA	OPERATION DOUGH-NATION	1878878	2/14/95
USA	PANERA BREAD	2288311	10/19/99
USA	PANERA BREAD	2347523	5/2/00
USA	PANERA BREAD (with horizontal design with Mother Bread)	2288314	10/19/99
USA	PANERA BREAD (with vertical design with Mother Bread)	2299040	12/7/99
USA	PANERA BREAD (with vertical design with Mother Bread)	2354029	5/30/00
USA	PANERA BREAD (with horizontal design with Mother Bread)	2574024	5/28/02
USA	SAINT LOUIS BREAD COMPANY	2026248	12/31/96
USA	SO GOOD YOU'LL SAY AHH TWICE	2142796	3/10/98
USA	THE UNIVERSAL SPIRIT OF BREAD IS SHARING	2267376	8/3/99

DEC-28-01 FRI 14:07

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 12:30 PM 12/28/2001
 010673585 - 2358973

**CERTIFICATE OF CONVERSION
 TO
 LIMITED LIABILITY COMPANY
 OF
 PANERA, INC.**

**(Pursuant to Section 266 of the Delaware General Corporation Law
 and Section 18-214 of the Delaware Limited Liability Company Act)**

THE UNDERSIGNED HEREBY CERTIFY:

1. Panera, Inc., a Delaware corporation (the "Corporation") was originally incorporated on November 10, 1993 in the State of Delaware, and the name under which it was originally incorporated was ABP Acquisition Corp.
2. The Corporation's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Panera, Inc. and its state of incorporation is Delaware.
3. The name of the Delaware limited liability company to which the Corporation shall be converted, and as set forth in the Delaware limited liability company's certificate of formation, is Panera, LLC.
4. The conversion of the Corporation to a Delaware limited liability company has been duly approved and authorized in accordance with Section 266 of the Delaware General Corporation Law and has been consented to in writing by the sole stockholder of the Corporation in accordance with Section 228 of the Delaware General Corporation Law.
5. The conversion of the Corporation to a Delaware limited liability company pursuant to this Certificate of Conversion to Limited Liability Company shall be effective at 11:59 p.m. on December 31, 2001.

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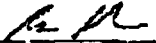
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IN WITNESS WHEREOF, the undersigned have executed this certificate as of December ~~28~~ 2001.

PANERA, INC., a Delaware corporation

By: 
Name: Ronald M. Shaich
Title: Chairman and Chief Executive Officer

By: 
Name: Ronald M. Shaich
Authorized Person

SCHEDULE A**REGISTRATIONS:**

COUNTRY	MARK	REG. NO.	REG. DATE
Chile	Mother Bread Design	590669	2/22/01
Chile	PANERA BREAD	590670	2/22/01
State of Georgia	SAINT LOUIS BREAD COMPANY (and design)	S14084	11/4/94
State of Georgia	THE ORIGINAL SAINT LOUIS SOURDOUGH BREAD COMPANY	S13703	6/17/94
State of Georgia	THE ORIGINAL SAINT LOUIS SOURDOUGH BREAD COMPANY	S13702	6/17/94
Japan*	SAINT LOUIS BREAD (and design)	4136818	4/17/98
Mexico	PANERA BREAD	671267	7/24/00
USA	AHH SEE AHHH GO	2142817	3/10/98
USA	BREAD (and design)	2190023	9/15/98
USA	BRUMBIE	2293494	11/16/99
USA	COOLER THAN COFFEE	2183884	8/25/98
USA	DOUGH FOR FUNDS	2257452	6/29/99
USA	Mother Bread Design	2341776	4/11/00
USA	OPERATION DOUGH-NATION	1878878	2/14/95
USA	PANERA BREAD	2288311	10/19/99
USA	PANERA BREAD	2347523	5/2/00
USA	PANERA BREAD (with horizontal design with Mother Bread)	2288314	10/19/99
USA	PANERA BREAD (with vertical design with Mother Bread)	2299040	12/7/99
USA	PANERA BREAD (with vertical design with Mother Bread)	2354029	5/30/00

COUNTRY	MARK	REG. NO.	REG. DATE
USA	SAINT LOUIS BREAD COMPANY	2026248	12/31/96
USA	SAINT LOUIS BREAD COMPANY OPERATION DOUGH-NATION (and design)	1964955	4/2/96
USA	SO GOOD YOU'LL SAY AHH TWICE	2142796	3/10/98
USA	THE UNIVERSAL SPIRIT OF BREAD IS SHARING	2267376	8/3/99

*currently in the name of Saint Louis Bread Co.

APPLICATIONS:

COUNTRY	MARK	SERIAL NO.	FILING DATE
Brazil	Mother Bread Design	823089053	8/21/00
Brazil	PANERA BREAD	823089061	8/21/00
Canada	Mother Bread Design	1064439	6/23/00
Canada	PANERA BREAD	1064440	6/23/00
Mexico	Mother Bread Design	437949	7/24/00
USA	BREAD BREAK	76/235322	4/4/01
USA	PANERA BREAD (with horizontal design with Mother Bread)	75/415601	1/9/98
USA	YOU PICK TWO	75/848492	11/15/99

COMMON LAW TRADEMARKS:

A Loaf Of Bread In Every Arm
Asiago Sunrise Trio
Artisan Breads
Bacon Turkey Bravo
Bakery Buzzing
Baguette University
Baguette University Design
Blueberry Razz Trio
Breaducation
Breaducation Design
Breadwise
Bread Bash
Cinn-ful Crunch Trio
Coffee Now
Custom Selected Harvest To Cup
Day End Dough-Nations
Fandango
Festiago Chicken
Fresh Baked Bliss
Fresh Bread Makes Friends
Fresh From The Oven
Frontega Chicken
Fruitcake Trade-In
Fruitcake Wake
Good Breadfellows
Knead to Know
Morning Glory
Mother Bread
Panera
Panera Baker's Notes
Planet Bread
Rectangle Design
Santa's Cookie Kit
Share The Bread
Saint Louis Bread Company Design
Sierra Turkey

Delaware

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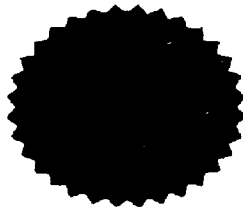
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PANERA, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PANERA, INC." TO "PANERA, LLC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.

2358973 8100V

010673585



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1530951

DATE: 12-28-01