

FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

M&G 6317.123 US91-klh

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

<p>1. Name of conveying party(ies):</p> <p>McGlynn Bakeries, LLC</p> <p><input type="checkbox"/> Individuals <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation-State of  <input checked="" type="checkbox"/> Other: <u>a Delaware limited liability company</u></p> <p>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):</p> <p>Earl of Sandwich (Holding) LLC  7598 West Sand Lake Road  Orlando, FL 32819</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other:</p> <p>Execution Date: <u>March 4, 2004, to be effective February 26, 2004</u></p>	<p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation-State of  <input checked="" type="checkbox"/> Other: <u>a Florida limited liability company</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached:  <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designations must be separate document from Assignment)</p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

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

A. Trademark Application No.(s)/ Mark(s)	B. Trademark Reg. No.(s)/Mark(s)  EARL OF SANDWICH - U.S. Reg. No. 2,172,779
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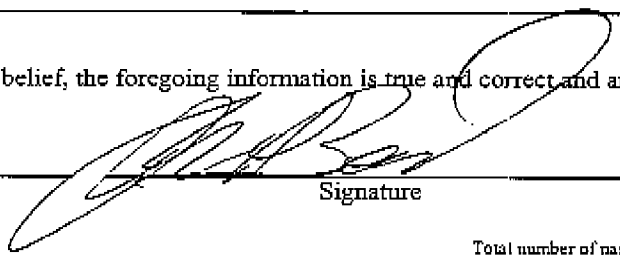
Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: John L. Beard, Esq.  Address: MERCHANT &amp; GOULD P.C.  P.O. Box 2910  Minneapolis, MN 55402-0910</p>	<p>6. Total number of applications and trademarks involved: 1</p> <p>7. Total fee (37 CFR 3.41): \$40.00  <input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725</p>
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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.

John L. Beard		March 5, 2004
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 3

Do not detach this portion

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

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P.O. Box 1450  
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**EXHIBIT A****TRADEMARK ASSIGNMENT**

This Assignment is made this ~~4<sup>th</sup>~~ day of March 2004, by McGlynn Bakeries, LLC ("Assignor"), a Delaware limited liability company, with its principal place of business at 7350 Commerce Lane, Minneapolis, MN 55432, to Earl of Sandwich (Holding) LLC ("Assignee"), a Florida limited liability company, with its principal place of business at 7598 West Sand Lake Road, Orlando, FL 32819.

WHEREAS, Assignor has adopted and is the owner of the EARL OF SANDWICH trademark, U.S. Registration No. 2,172,779 (the "Trademark"), which is registered in the U.S. Patent and Trademark Office for use with bread; and

WHEREAS, Assignee desires, and Assignor has agreed to assign to Assignee, the entire right, title and interest in and to the Trademark, together with the goodwill of the business connected with the use of and symbolized by the Trademark.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor hereby sells, assigns and transfers to Assignee its entire right, title, and interest in, to and under the Trademark and the registration therefor, together with the goodwill of the business connected with the use of and symbolized by the Trademark and the right to sue and recover for any past infringements of the Trademark.

2. Assignor is making this Assignment, upon the express condition of receiving a license back of the "Trademark" for use with bread, pursuant to a "Trademark License Agreement" and as a condition to entering into this License Agreement, Assignee has executed and delivered a certain "Security Agreement" to Assignor.

3. Assignor agrees to execute and provide promptly after its execution hereof, such further instruments, documents or assignments as may be reasonably necessary to effectuate the purposes of this transaction and to consolidate, vest and record in Assignee, Assignor's rights in and to the Trademark, subject to the Security

Agreement and Trademark License Agreement between Assignor and Assignee.

IN WITNESS WHEREOF the Assignor has executed this instrument, to be effective as of February 26, 2004.

Dated: March 4<sup>th</sup>, 2004

MCGLYNN BAKERIES, LLC

By: *Daniel J McGlynn*

Name: DANIEL J MCGLYNN

Title: CEO

STATE OF Minnesota )  
 ) SS  
COUNTY OF \_\_\_\_\_ )

SUBSCRIBED AND SWORN  
to before me this 4<sup>th</sup> day of March, 2004 Notary Public

*[Handwritten Signature]*

