

01-15-2004

FORM PTO-1594



U.S. Department of Commerce
Patent and Trademark Office

(Rev. 6-93)

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

102646221

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

1. Name of conveying party:

Schlotsky's, Inc.

1-13-04

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Effective Date: June 7, 2003

2. Name and address of receiving party:

Name: Schlotsky's Franchisor, LLC

Internal Address:

Street Address: 203 Colorado Street, Suite 300

City: Austin State: Texas Zip: 78701

individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State

Other Limited Liability Company (Delaware)

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

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 2,734,486

Additional numbers attached? Yes No

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

Name: William D. Raman

Internal Address: Thompson & Knight L.L.P.

Street Address: 1900 San Jacinto Center, 98 San Jacinto Blvd.

City: Austin State: Texas Zip: 78701-4081

6. Total number of applications and registrations involved

7. Total fee (37 C.F.R. 3.41) \$ 40.00

[\$40 for 1st...\$25 each additional]

Enclosed
 Authorized to be charged to deposit account if check insufficient or inadvertently omitted

8. Deposit account number: 20-0821/010665.032010

(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.

William D. Raman
Name of Person Signing

Signature

Date

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

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

**MAIL STOP ASSIGNMENT
RECORDATION SERVICES**

Director of the United States Patent and Trademark Office

P.O. Box 1450

Alexandria, VA 22313-1450

01/14/2004 DBYRNE 00000155 2734486

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010665 000001 AUSTIN 201167.1

**CERTIFICATE OF MAILING
37 C.F.R 1.8**

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450, on the date below:

Date

1/9/04

Signature

William D. Raman

**TRADEMARK
REEL: 002896 FRAME: 0656**

NUNC PRO TUNC

TRADEMARK ASSIGNMENT

WHEREAS, Schlotzsky's, Inc., a Texas corporation having a mailing address of 203 Colorado, Suite 600, Austin, Texas 78701, has adopted and is using the mark **EAT LOCALLY CONNECT GLOBALLY** for which Schlotzsky's, Inc. has obtained the following United States registration:

Mark

Registration No.

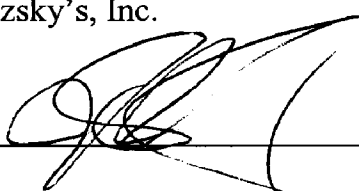
EAT LOCALLY CONNECT GLOBALLY

2,734,486

WHEREAS, Schlotzsky's Franchisor, L.L.C., a Delaware limited liability company having a mailing address of 203 Colorado, Suite 300, Austin, Texas 78701, desires to acquire any rights and goodwill associated with the mark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Schlotzsky's, Inc. does hereby assign, effective as of June 7, 2003, unto Schlotzsky's Franchisor, L.L.C. all right, title and interest in and to said mark, together with the goodwill of the business symbolized by the mark and the above-identified registration of said mark.

Schlotzsky's, Inc.

By:  _____

Name: Jeffrey J. Wooley

Title: Senior Vice President and Secretary

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

BEFORE ME, THE UNDERSIGNED AUTHORITY, on this 5th day of January 2004, personally appeared JEFFREY J. WOOLEY, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he is authorized to execute the same on behalf of Schlotsky's, Inc., and that he executed the same on behalf of the corporation for the purposes and consideration therein expressed.

Jean Ann Fennell
Notary Public, State of Texas
Name Printed: Jean Ann Fennell
Commission Expires: 10-24-05

