

03-22-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

3/16/04

RECC TF



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

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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):
Great American Cookie Company, 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: **Great American Cookie Company, LLC**
 Internal Address: **Suite 400**
 Street Address: **2855 E. Cottonwood Parkway**
 City: **Salt Lake** State: **Utah** Zip: **84121**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **LLC-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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other **Merger/conversion**

Execution Date: **March 16, 2004**

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 No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Rena Miller**
 Internal Address: **(801) 736-5666**
Suite 400
 Street Address: **2855 E. Cottonwood Pkwy.**
 City: **Salt Lake** State: **Utah** Zip: **84121**

6. Total number of applications and registrations involved: **16**

7. Total fee (37 CFR 3.41).....\$ **415.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

 (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.

Rena Miller, Asst. Gen. Counsel *Rena Miller* **3/16/04**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **10**

03/19/2004 LMUELLER 00000045 2168002

01 FC:8521 40.00 DP
02 FC:8522 375.00 DP

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

TRADEMARK REEL: 002935 FRAME: 0378

TRADEMARKS**U.S. Registrations****Great American Cookie Company, Inc.**

<u>No.</u>	<u>Trademark</u>	<u>Country</u>	<u>Registration Number</u>	<u>Registration Date</u>
1	ALASKAN CHILLER	United States	2,168,002	Jun-23-1998
2	ALASKAN CHILLER (& Design)	United States	2,168,085	Jun-23-1998
3	CHOCOLATE CHIP COOKIE COMPANY	United States	1,462,320	Oct-20-1987
4	DINKY	United States	2,230,857	Mar-09-1999
5	DINKY DOOZIE	United States	2,230,866	Mar-09-1999
6	DOUBLE DOOZIE	United States	1,327,276	Mar-26-1985
7	GREAT AMERICAN COOKIE CO. (Stylized)	United States	1,657,698	Sep-17-1991
8	GREAT AMERICAN COOKIE COMPANY (& Design)	United States	2,156,880	May-12-1998
9	GREAT AMERICAN COOKIES	United States	2,032,657	Jan-21-1997
10	GREAT AMERICAN COOKIES (Stylized Letters)	United States	2,156,881	May-12-1998
11	GREAT AMERICAN COOKIES (& Design)	United States	2,281,010	Sep-28-1999
12	GREAT AMERICAN EATING CARD	United States	2,032,656	Jan-21-1997
13	MACADAMIAHH! THE TROPICAL TASTE OF MACADAMIA NUTS AND COCONUT IN EVERY BITE (& Design)	United States	1,439,376	Jul-21-1986
14	SHARE THE FUN OF COOKIES	United States	2,156,947	May-12-1998
15	SNEAGLE*	United States	2,099,761	Sep-23-1997
16	SOUTHERN SPRING H2O PURE SPRING (& Design)*	United States	2,189,666	Sep-15-1998

Applications**Great American Cookie Company, Inc.**

<u>No.</u>	<u>Trademark</u>	<u>Country</u>	<u>Application Number</u>	<u>Application Date</u>
	None.			

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:22 PM 03/16/2004
FILED 12:22 PM 03/16/2004
SRV 040193502 - 0839553 FILE

**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY
OF
GREAT AMERICAN COOKIE COMPANY, INC.**

Pursuant to Sections 18-204 and 18-214 of the
Delaware Limited Liability Company Act
and Section 266 of the
General Corporation Law of the State of Delaware

Great American Cookie Company, Inc., a Delaware corporation (the "Corporation"), does hereby certify to the following facts relating to the conversion of the Corporation into a Delaware limited liability company (the "Conversion") under the name Great American Cookie Company, LLC:

1. The name of the Corporation upon its initial incorporation was The Original Great American Chocolate Chip Cookie Company, Inc. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Great American Cookie Company, Inc.

2. The Corporation originally was incorporated on June 10, 1977 under the laws of the State of Delaware. The Corporation's jurisdiction of incorporation immediately prior to the filing of this Certificate of Conversion is the State of Delaware.


3. The name of the limited liability company into which the Corporation shall be converted, as set forth in its Certificate of Formation, is Great American Cookie Company, LLC.

4. The Conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF, the Corporation has caused this
Certificate of Conversion to be executed in its name this 16th day of March 2004.

**GREAT AMERICAN COOKIE
COMPANY, INC.**

By: 
Name: Michael R. Ward
Title: Senior Vice President, General
Counsel and Secretary

Delaware

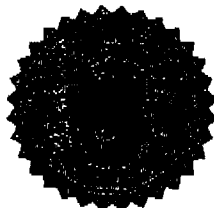
PAGE 2

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 FORMATION OF "GREAT AMERICAN COOKIE COMPANY, LLC" FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2004, AT 12:22 O'CLOCK P.M.

0839553 8100V

040193502



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2990843

DATE: 03-16-04

TRADEMARK
REEL: 002935 FRAME: 0382

Delaware

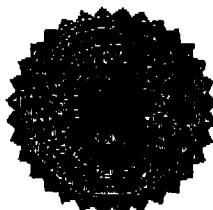
PAGE 1

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 "GREAT AMERICAN COOKIE COMPANY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GREAT AMERICAN COOKIE COMPANY, INC." TO "GREAT AMERICAN COOKIE COMPANY, LLC", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2004, AT 12:22 O'CLOCK P.M.

0839553 8100V

040193502



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2990843

DATE: 03-16-04

TRADEMARK
REEL: 002935 FRAME: 0383

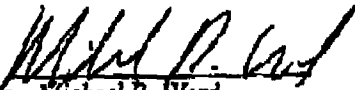
State of Delaware
Secretary of State
Division of Corporations
Delivered 12:22 PM 03/16/2004
FILED 12:22 PM 03/16/2004
SRV 040193502 - 0839553 FILE

**CERTIFICATE OF FORMATION
OF
GREAT AMERICAN COOKIE COMPANY, LLC**

1. The name of the limited liability company is Great American Cookie Company, LLC.
2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Great American Cookie Company, LLC on this 16th day of March, 2004.

**GREAT AMERICAN COOKIE
COMPANY, LLC**

By: 
Name: Michael R. Ward
Title: Senior Vice President, General Counsel
and Secretary

*Great American
Cookies.*



CERTIFICATE OF MAILING BY "EXPRESS MAIL"
Express Mail Label No. ET578981327US
I hereby certify that this correspondence is being deposited with the United States Postal Service as "Express Mail Post Office to Addressee" service in an envelope addressed to: Box ASSIGNMENTS, Commissioner for Trademarks, 2900 Crystal Drive, Washington, D.C. 20231 on the date shown below.

Beth E. Kearsley
Signature
BETH E. KEARSLY
Print Name
March 16, 2004
Date

March 16, 2004

PRETZEL TIME

Via U.S. Express Mail



BOX ASSIGNMENTS
Commissioner for Trademarks
2900 Crystal Drive
Washington, D.C. 20231

Re: RECORDATION OF ASSIGNMENT OF TRADEMARKS BY OPERATION OF MERGER/CONVERSION
Trademarks: (See Attached Schedule A)
Applicant/Registrant: Great American Cookie Company, Inc. (Delaware Corporation)
Assignee: Great American Cookie Company, LLC (Delaware Limited Liability Company)



"TCBY"

2855 East Cottonwood Parkway • Suite 400 • Salt Lake City, UT 84121-7050
Tel. 801-736-5600 • Fax 801-736-5970

RECORDED: 03/16/2004

TRADEMARK
REEL: 002935 FRAME: 0385