

3/16/04

03-22-2004

Form PTO-1594 (Rev. 10/02)

RE



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

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

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

1. Name of conveying party(ies):

Pretzel Time, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Pretzel Time, LLC

Internal Address: Suite 400

Street Address: 2855 E. Cottonwood Pkwy.

City: Salt Lake State: Utah Zip: 84121

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

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
- Security Agreement
- Other Merger/Conversion
- Merger
- Change of Name

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: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

- 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

Name of Person Signing

Rena Miller

Signature

3/16/04

Date

Total number of pages including cover sheet, attachments, and document: 6

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

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01 FC:8521 40.00 DP
02 FC:8522 150.00 DP

FINANCE SECTION

OFFICE OF PUBLIC RECORDS

TRADEMARKS

U.S. Registrations

Pretzel Time, Inc.

<u>No.</u>	<u>Trademark</u>	<u>Country</u>	<u>Registration Number</u>	<u>Registration Date</u>
1	FRESHNESS WITH A TWIST	United States	2,347,706	May-02-2000
2	PRETZEL TIME	United States	2,495,593	Oct-09-2001
3	PRETZEL TIME (& Design)	United States	1,875,649	Jan-24-1995
4	PRETZEL TIME (& Design)	United States	1,778,178	Jun-22-1993
5	PRETZELINI	United States	2,675,524	Jan-14-2003
6	ROLL IT, TWIST IT, BAKE IT . . . FRESH	United States	2,446,885	Apr-24-2001

U.S. Applications

Pretzel Time, Inc.

<u>No.</u>	<u>Trademark</u>	<u>Country</u>	<u>Application Number</u>	<u>Application Date</u>
1	PRETZEL TIME DELI POCKETS	United States	78/186,661	Nov-19-2002

[EXECUTION COPY]

ARTICLES OF CONVERSION
OF
PRETZEL TIME, INC.
into
PRETZEL TIME, LLC

RECEIVED
MAR 16 2004



Utah Div. Of Corp. & Comm. Code

The undersigned duly authorized officer of Pretzel Time, Inc., a Utah corporation (the "Corporation"), pursuant to a resolution of its sole shareholder, hereby submits the following Articles of Conversion for the purpose of converting to a domestic company, Pretzel Time, LLC, pursuant to the Utah Revised Limited Liability Company Act, Utah Code Ann. §48-2c-1401 (the "Act"):

FIRST: The Corporation is a Utah corporation incorporated on January 27, 2000. Its principal place of business is 2855 East Cottonwood Parkway, Suite 400, Salt Lake City, Utah.

SECOND: The name of the Corporation immediately prior to filing the Articles of conversion is Pretzel Time, Inc.

THIRD: The name of the Utah limited liability company that the Corporation is converting to is **Pretzel Time, LLC**. Its Articles of Organization are attached hereto.

FOURTH: The conversion will be effective upon filing the Articles of Conversion.

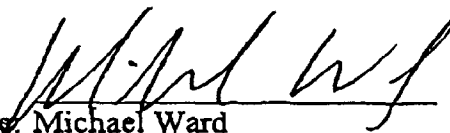
FIFTH: Under penalty of perjury, I declare that the Articles of Conversion have been duly approved by written consent of the sole shareholder of the Corporation.

SIXTH: This certificate constitutes a plan of reorganization and liquidation, intended to be treated as tax-free for all applicable tax purposes.

Dated this 16th day of March, 2004.

03-16-04A09:05 PCVN

PRETZEL TIME, INC.

By: 
Name: Michael Ward
Its: Sr. Vice President

Date: 03/16/2004
Receipt Number: 1104138
Amount Paid: \$37.00

[EXECUTION COPY]
RECEIVED

MAR 16 2004

Utah Div. Of Corp. & Comm. Code

ARTICLES OF ORGANIZATION
OF
PRETZEL TIME, LLC



03-16-04A08:05 RCVD

The undersigned hereby establishes a limited liability company (the "Company") pursuant to the Utah Revised Limited Liability Company Act, Utah Code Ann. §48-2c-304 (the "Act"), and adopts the following Articles of Organization:

ARTICLE I

NAME

The name of the Company is **Pretzel Time, LLC.**

ARTICLE II

DURATION

Except as provided by the Act or the Company's Operating Agreement, the period of the Company's duration shall expire on December 31, 2054.

ARTICLE III

BUSINESS PURPOSES

The business purposes for which the Company is organized include all those lawful businesses for which a limited liability company may be organized under the Act.

ARTICLE IV

DESIGNATED OFFICE AND AGENT

The address of the initial designated office of the Company is 2855 East Cottonwood Parkway, Suite 400, Salt Lake City, Utah 84121, and the name of the Company's initial registered agent at that address is Michael Ward. The Director of the Division of Corporations and Commercial Code for the State of Utah Department of Commerce is appointed the registered agent of the Company for service of process if the registered agent has resigned, the agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable due diligence.

Date: 03/16/2004
Receipt Number: 1104136
Amount Paid: \$37.00

ARTICLE V
MANAGEMENT

The management of the Company is reserved to and shall be vested in its members. The name and address of the initial member of the Company is as follows:

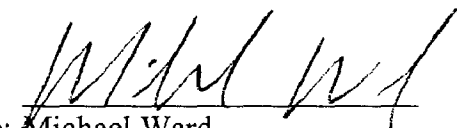
Mrs. Fields' Original Cookies, Inc.
2855 East Cottonwood Parkway
Suite 400
Salt Lake City, UT 84121

ARTICLE VI
AMENDMENTS

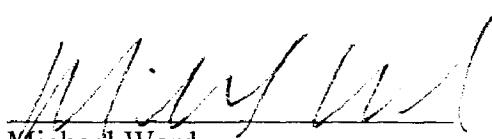
The Company reserves the right to amend these Articles of Organization from time to time in accordance with the Act.

IN WITNESS WHEREOF, the undersigned, being the initial member of the Company, executes these Articles of Organization and certifies to the truth of the facts herein stated, this 16th day of March, 2004.

Mrs. Fields' Original Cookies, Inc.

By: 
Name: Michael Ward
Its: Sr. Vice President/General Counsel

The appointment of the undersigned as the initial registered agent of the Company is hereby accepted.


Michael Ward
2855 East Cottonwood Parkway, #400
Salt Lake City, UT 84121