

3/16/04

03-22-2004

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



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

102700454

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

1. Name of conveying party(ies):  
Pretzelmaker, FINANCE SECTION

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

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

2. Name and address of receiving party(ies)  
Name: Pretzelmaker, 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-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       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: 11

7. Total fee (37 CFR 3.41).....\$ 290.00  
 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: 8

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

03/19/2004 MUELLER 00000043 2104999  
01 FC:8521 40.00 DP  
02 FC:8522 250.00 DP

TRADEMARK REEL: 002935 FRAME: 0462

**TRADEMARKS****U.S. Registrations****Pretzelmaker, Inc.**

<b><u>No.</u></b>	<b><u>Trademark</u></b>	<b><u>Country</u></b>	<b><u>Registration Number</u></b>	<b><u>Registration Date</u></b>
1	ALMOND HARVEST*	United States	2,104,999	Oct-14-1997
2	BLUEBERRY THRILL*	United States	2,097,200	Sep-16-1997
3	CINNFULLY DELICIOUS	United States	2,105,000	Oct-14-1997
4	HOWLIN' JALAPENO *	United States	2,103,010	Oct-07-1997
5	KNOTT PIZZA*	United States	2,104,998	Oct-14-1997
6	PRETZELMAKER KIDS	United States	2,259,600	Jul-06-1999
7	PRETZELMAKER WORLD'S BEST SOFT PRETZEL (& Design)	United States	1,818,250	Jan-25-1994
8	RASPBERRY SPLASH*	United States	2,113,739	Nov-18-1997
9	TIED TO BE FIT	United States	2,017,894	Nov-19-1996

**U.S. Applications****Pretzelmaker, Inc.**

<b><u>No.</u></b>	<b><u>Trademark</u></b>	<b><u>Country</u></b>	<b><u>Application Number</u></b>	<b><u>Application Date</u></b>
1	SERVING THE WORLD A PRETZEL AND A SMILE	United States	78/208,543	Jan-29-2003
2	WRAPZEL	United States	78/186,653	Nov-19-2002

(EXECUTION COPY)

RECEIVED

MAR 16 2004

Utah Div. Of Corp. & Comm. Code

ARTICLES OF CONVERSION  
OF  
PRETZELMAKER, INC.  
into  
PRETZELMAKER, LLC

The undersigned duly authorized officer of Pretzelmaker, 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, Pretzelmaker, 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 August 31, 1992. 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 Pretzelmaker, Inc.

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

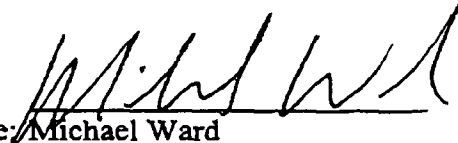
**FOURTH:** The conversion will be effective upon filing the Articles of Conversion.

**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 16<sup>th</sup> day of March, 2004.

PRETZELMAKER, INC.

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

DATE: 03/16/2004  
RECEIPT NUMBER: 1104140  
AMOUNT PAID: \$37.00

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ARTICLES OF ORGANIZATION  
OF  
PRETZELMAKER, LLC

RECEIVED  
MAR 16 2004  
Utah Div. Of Corp. & Comm. Code

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 **Pretzelmaker, 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.

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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:

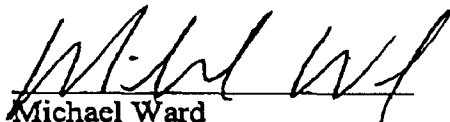
Mrs. Fields' Original Cookies, Inc.  
2855 East Cottonwood Parkway  
Suite 400  
Salt Lake City, UT 84121

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 16<sup>th</sup> 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


**Re: RECORDATION OF ASSIGNMENT OF  
TRADEMARK: (See Attached Schedule A)  
Applicant: Pretzelmaker, LLC (Utah Limited Liability  
Company)  
Assignee: Pretzelmaker Franchising, LLC (Delaware  
Limited Liability Company)**

Honorable Commissioner:

Enclosed for recordation with the Commission is (i) a copy of merger/conversion documents showing the conversion of Pretzelmaker, Inc., a Utah Corporation into Pretzelmaker, LLC, a Utah Limited Liability Company; (ii) a copy of the United States Trademark Assignment between Pretzelmaker, LLC, a Utah Limited Liability Company and Pretzelmaker Franchising, LLC, a Delaware Limited Liability Company, dated March 16, 2004, and (iii) two completed PTO Credit Card Payment Form for payment of the \$580.00 required in connection with these recordations. Please record this with regards to the referenced trademarks in the attached Schedule A.

The Commissioner is hereby authorized (i) to charge any additional fees which may be required in connection with the filing of this Recordation, or (ii) to credit any overpayment to the attached credit card listed on the PTO Credit Card Payment Form. Please address all communication regarding this matter to Rena Miller at the address below or at (801) 736-5666.

Very truly yours,



Rena Miller  
Assistant General Counsel