

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	01/07/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Schlotzsky's Franchisor, LLC		01/07/2005	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Cox Acquisitions, Ltd.
Street Address:	203 Colorado Street
City:	Austin
State/Country:	TEXAS
Postal Code:	78701
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	1385566	A WHOLE WORLD OF FLAVORS IN EVERY BITE
Registration Number:	1528939	BAKED DAILY FRESH
Registration Number:	1940035	BEST BUNS IN TOWN
Registration Number:	1375154	BUN RUN
Serial Number:	76451349	COOL CLOUD
Registration Number:	1147774	SCHLOTZSKY
Registration Number:	1150687	SCHLOTZSKY'S
Registration Number:	1337033	SCHLOTZSKY'S
Registration Number:	1775366	SCHLOTZSKY'S
Registration Number:	1252537	SCHLOTZSKY'S
Registration Number:	1956280	RUN YOUR BUNS OFF
Registration Number:	2044593	

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Registration Number:	2041225	FUNNY NAME. SERIOUS SANDWICH.
Registration Number:	1649784	SERIOUS PIZZA
Registration Number:	1632660	TOP BUN
Registration Number:	1632407	TOP BUN
Registration Number:	2239445	TOP BUN
Registration Number:	2235917	SCHLOTZSKY'S DELI
Registration Number:	2641418	SCHLOTZSKY'S DELI HOME OF THE FAMOUS ORIGINAL SANDWICH EST. 1971
Registration Number:	2496141	COOL DELI
Registration Number:	2522315	DELI DEAL
Registration Number:	2519873	DELI DOLLARS
Registration Number:	2734486	EAT LOCALLY CONNECT GLOBALLY
Serial Number:	76573930	SCHLOTZSKY'S
Serial Number:	76575480	HIGH FOOD IQ

CORRESPONDENCE DATA

Fax Number: (512)473-2555
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (512) 473-2550
Email: wctrademarkaustin@counselip.com
Correspondent Name: William D. Raman, Esq.
Address Line 1: P.O. Box 685108
Address Line 2: WONG CABELLO
Address Line 4: Austin, TEXAS 78768-5108

NAME OF SUBMITTER:	William D. Raman
Signature:	/wdr/
Date:	03/03/2005

Total Attachments: 4
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ASSIGNMENT OF TRADEMARK RIGHTS

This Assignment of Trademark Rights (the "Agreement") is entered into as of midnight, at the end of the day on January 7, 2005 (the "Effective Date"), by and between Schlotzsky's Franchisor, LLC ("Assignor"), a Delaware limited liability company and Cox Acquisitions, Ltd., ("Assignee"), a Texas limited partnership.

Whereas, Assignor has registered or filed registration applications in the United States and other countries for the trademarks and service marks specified in Exhibit A hereto (collectively, the "Marks"); and

Whereas, Assignee is desirous of acquiring all of Assignor's right, title and interest in and to the Marks;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all its right, title and interest in and to said Marks, together with the goodwill of the business symbolized by the Marks, and the above identified registrations and registration applications thereof. This assignment includes the right to sue and recover damages for past and future infringements of Assignor's rights in the Marks and to bring any proceeding in the United States Patent and Trademark Office or any equivalent agency in any other country for cancellation or opposition or other proceeding in connection with said Marks. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignor had this assignment not been made.

Assignor further agrees that it will execute, verify, acknowledge and deliver all such further papers, including any instruments of transfer and recordable assignments, and perform such other acts as Assignee lawfully may request from time to time, to perfect and vest title in the Marks in Assignee, or Assignee's successors and assigns.

This Agreement will be governed by and enforced in accordance with the principles of the laws of the State of Texas, without giving effect to any conflicts of law principles.


This Agreement will be binding on, and will inure to the benefit of the parties hereto and their respective successors and assigns.

Each party represents that it has taken all necessary action to authorize the execution and delivery of this Agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized officers, as of the Effective Date.

ASSIGNOR:
Schlotzsky's Franchisor, LLC

By: 


Name: Sam Coats

Title: President

Date: January 7, 2005

ASSIGNEE:
Cox Acquisitions, Ltd.

By: BCC Holdings, Inc.
Its: General Partner

By: 

Name: Robert C. Barnes

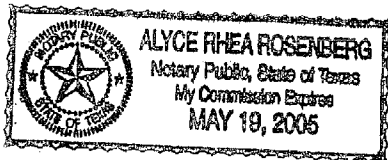
Title: President

Date: January 7, 2005

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

BEFORE ME, the undersigned, a Notary Public, in and for the State of Texas, on this day personally appeared Sam Coats and Robert Barnes, known to me to be the persons whose names are subscribed to the foregoing Assignment of Trademark Rights, and both of said persons acknowledged to me that they executed the same in the capacities and for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 7th day of January, 2005.



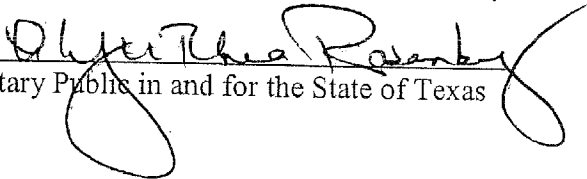

Notary Public in and for the State of Texas

Exhibit A
to the
Assignment of Trademarks

State/Country	File Title	Class(es)	Goods/Services	Application #	Application Date	Registration #	Registration Date	Expiration Date
United States of America	SCHLOTZSKY	30	Food products - namely, hot sandwiches for consumption on or off the premises.	73184,259	9/11/1978	114774	2/24/1981	2/24/2011
United States of America	SCHLOTZSKY'S	42	Restaurant services specializing in the sale of sandwiches.	73184,241	9/11/1978	1150687	4/7/1981	4/7/2011
United States of America	SCHLOTZSKY'S	30	Consumption on or off the premises.	505952	10/29/1984	1337033	5/21/1985	5/21/2005
United States of America	SCHLOTZSKY'S	29	Potato chips.	740328,161	11/21/1992	1775366	8/8/1993	6/8/2013
United States of America	SCHLOTZSKY'S and Design (with Color)	42	Restaurant services specializing in the sale of sandwiches.	730358,062	4/5/1982	1252537	9/27/1983	9/27/2003
United States - Texas	BUN RUN	42	Restaurant services specializing in the sale of sandwiches.			44636	3/12/1985	3/9/2005
United States of America	BUN RUN	41	Entertainment services, namely long distance running events.	526814	3/14/1985	1375154	12/10/1985	12/10/2005
United States - Texas	BEST BUNS IN TOWN	42	Restaurant services specializing in the sale of sandwiches.			45936	2/3/1986	8/3/2006
United States of America	BEST BUNS IN TOWN	42	Restaurant services specializing in the sale of sandwiches.	74022,354	11/17/1985	1940035	12/5/1995	12/5/2005
United States - Texas	RUN YOUR BUNS OFF	42	Restaurant services specializing in the sale of sandwiches.			44735	4/17/1985	3/9/2006
United States of America	RUN YOUR BUNS OFF	41	Entertainment services, namely running events.	740548,753	3/20/1995	1956280	2/13/1996	2/13/2006
United States - Texas	Miscellaneous Design of Legged Bun Running	42	Restaurant services specializing in the sale of sandwiches.			44637	3/12/1985	3/9/2005
United States of America	Miscellaneous Design of Legged Bun Running	41	Entertainment services, namely running events.	740548,754	3/20/1995	2044593	3/11/1997	3/11/2007
United States of America	A WHOLE WORLD OF FLAVORS IN EVERY BITE	42	Restaurant services specializing in the sale of sandwiches.	552444	8/8/1985	1385565	3/4/1986	3/4/2006
United States of America	BAKED FRESH DAILY and Design	42	Restaurant services specializing in the sale of sandwiches.	73703,739	1/4/1988	1526939	3/7/1989	3/7/2009
United States - Texas	CENTRAL MARKET	42	Restaurant services specializing in the sale of sandwiches.			55087	12/20/1993	12/20/2003
United States - Texas	SCHLOTZSKY'S CENTRAL MARKET	42	Restaurant services specializing in the sale of sandwiches.			53096	12/20/1993	12/20/2003
United States of America	FUNNY NAME: SERIOUS SANDWICH	42	Restaurant services.	74062,750	4/18/1995	2041225	2/25/1997	2/25/2007
United States of America	SERIOUS PIZZA	42	Restaurant services.	74046,186	4/5/1990	1649784	7/2/1991	7/2/2011
United States of America	TOP BUN	42	Restaurant services.	73733,357	6/9/1988	1632650	1/22/1991	1/22/2011
United States of America	TOP BUN	25	Shirts and hats.	73733,959	6/13/1988	1632407	1/22/1991	1/22/2011
United States of America	TOP BUN	30	Sandwich buns for consumption on and off the premises.	75244,464	2/20/1997	2239445	4/13/1999	4/13/2005
United States of America	SCHLOTZSKY'S DELI	42	Restaurant and take-away food services.	75454,596	4/8/1988	2235917	3/30/1999	3/30/2005
United States of America	SCHLOTZSKY'S DELI and Design (Home of the Original Logo)	42	Restaurant and take-away food services.	75464,796	4/8/1988	2641418	10/29/2002	10/29/2008
United States of America	COOL DELI	42	Restaurant and take-away food services.	76127,282	9/13/2000	2496141	10/9/2001	10/9/2007
United States of America	DELI DEAL	42	Restaurant and take-away food services.	76195,896	1/19/2001	2522315	12/25/2001	12/25/2007

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to the
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State/Country	File Title	Class(es)	Goods/Services	Application #	Application Date	Registration #	Registration Date	Expiration Date
United States of America	DELI DOLLARS	42	Restaurant and take-away food services.	76/196,877	1/19/2001	2519873	12/16/2001	12/16/2007
United States of America	EAT LOCALLY CONNECT GLOBALLY	43	Restaurant services featuring multiple user access to the Internet.	76/443,197	8/23/2002	2734486	7/8/2003	
United States of America	COOL CLOUD	43	Restaurant services featuring multiple user wireless access to the Internet.	76/451,349	9/17/2002			
United States of America	SCHLOTZSKY'S CAFE BAKERY ESTABLISHED 1971 and Design	43	Restaurant services specializing in the sale of sandwiches, take-away food services, and food catering services.	76/573,930	2/4/2004			
United States of America	HIGH FOOD IQ	43	Restaurant, bakery, and food catering services.	76/575,480	2/17/2004			