

10-26-2004



RECO  
TR

102867163

3-22-04

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Great American Cookie Company, LLC

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

Citizenship (see guidelines) \_\_\_\_\_

Execution Date(s) March 16, 2004

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Great American Cookie Company

Internal Franchising, LLC

Address: Suite 400

Street Address: 2855 E. Cottonwood Pkwy

City: Salt Lake

State: Utah

Country: U.S.A. Zip: 84121-7050

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship \_\_\_\_\_
- Other LLC Citizenship 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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See Attached Schedule A

B. Trademark Registration No.(s)

See Attached Schedule A

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See Attached Schedule A

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

Name: Rena Miller

Internal Address: Suite 400

Street Address: 2855 E. Cottonwood Pkwy.

City: Salt Lake City

State: Utah Zip: 84121-7050

Phone Number: 801-736-5666

Fax Number: 801-736-5644

Email Address: Renam@msfields.com

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 415.

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed Acct: 503147 Access: 4884

8. Payment Information:

a. Credit Card Last 4 Numbers 1009  
Expiration Date 07/06

b. Deposit Account Number \_\_\_\_\_  
Authorized User Name Beth E. Kearsley

9. Signature:

Signature

10/11/04  
Date

Date

Rena Miller

Name of Person Signing

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

5

**SCHEDULE A**

**See Attached**

**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.			

## UNITED STATES TRADEMARK ASSIGNMENT

This United States Trademark Assignment agreement (the "Assignment") is entered into this \_\_\_ day of March, 2004, between Great American Cookie Company, LLC, a Delaware limited liability company having its principal place of business at 2855 E. Cottonwood Parkway, Suite 400, Salt Lake City, Utah 84121 ("Assignor"), and Great American Cookie Company Franchising, LLC, a Delaware limited liability company having its principal place of business at 2855 E. Cottonwood Parkway, Suite 400, Salt Lake City, Utah 84121 ("Assignee").

A. Assignor is the owner of the United States trademarks and service marks set forth on the attached Schedule A, all common rights relating thereto, and all registrations and applications relating thereto (the "Marks"); and

B. Assignor has agreed to assign the Marks and the goodwill of the business attendant thereto, if any, and the parties wish to memorialize the transfer of the Marks and goodwill of the business associated therewith to Assignee.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. Assignment. Assignor does hereby sell, assign, transfer, and set over unto said Assignee, its entire right, title and interest in, to and under said Marks, together with the entire goodwill of the business in connection with which said Marks are used, and in and to all income, royalties, damages and payments now or thereafter due or payable with respect thereto in and to all causes of action (either at law or in equity) and the right to sue, counterclaim, and recover for past, present and future infringement of the rights assigned or to be assigned under this Assignment.

2. Assumption. In consideration of the assignment set forth above, Assignee hereby agrees to assume all liabilities and obligations of the Assignor arising out of or related to the Marks, including without limitation, any such liabilities and obligations that arise from periods prior to the date of this Assignment.

3. Further Assurances. Assignor hereby agrees to execute all papers and to perform such other proper acts as Assignee or its successors or assigns may deem reasonably necessary to secure to Assignee or to its successors or assigns, the rights transferred hereby, including without limitation, any documents necessary to record this Assignment with the United States Patent and Trademark Office and any other federal and state agency.

4. Miscellaneous.

(a) Governing Law. This Assignment shall be governed by the laws of the State of Utah (other than its rules of conflicts of law to the extent that the application of the laws of another jurisdiction would be required thereby).

(b) Counterparts. This Assignment may be executed in any number of counterparts, each of which shall be an original, and all of which shall together constitute a single instrument.

[EXECUTION COPY]


(c) Descriptive Headings. Descriptive headings of the Sections of this Assignment are inserted for convenience only and shall not affect the meaning of this Assignment.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed below, on the date indicated, by a duly authorized officer thereof.

**PRETZEL TIME, LLC**

By:   
Name: Sandra Buffa  
Title: Sr. Vice President

**PRETZEL TIME FRANCHISING, LLC**

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

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