

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mister Donut of America, Inc.		03/01/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Mister Donut of America LLC
Street Address:	130 Royall Street
City:	Canton
State/Country:	MASSACHUSETTS
Postal Code:	02021
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1084144	MISTER DONUT
Registration Number:	2362262	MISTER DONUT
Registration Number:	833808	MISTER DONUT
Registration Number:	2366396	MISTER DONUT
Registration Number:	1084143	MISTER DONUT
Registration Number:	858691	
Registration Number:	859016	
Registration Number:	1120124	

CORRESPONDENCE DATA	
Fax Number:	(202)887-0689
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	202-861-9126
Email:	wades@dsmo.com
Correspondent Name:	Stephanie K. Wade
Address Line 1:	2101 L Street, N.W.

OP \$215.00 1084144

Address Line 4: Washington, DISTRICT OF COLUMBIA 20037

ATTORNEY DOCKET NUMBER:

D1383.0000

NAME OF SUBMITTER:

Stephanie K. Wade

Signature:

/Stephanie K. Wade/

Date:

03/03/2006

Total Attachments: 3

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Delaware

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The First State

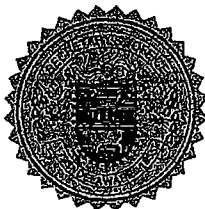
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "MISTER DONUT OF AMERICA, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MISTER DONUT OF AMERICA, INC." TO "MISTER DONUT OF AMERICA LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2006, AT 3:07 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF MARCH, A.D. 2006, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0726904 8100V

060203362



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4560299

DATE: 03-01-06

TRADEMARK
REEL: 003258 FRAME: 0405

CERTIFICATE OF CONVERSION
OF
MISTER DONUT OF AMERICA, INC.
TO
MISTER DONUT OF AMERICA LLC

March 1, 2006

Pursuant to Title 8, Section 266 of the General Corporation Law of the State of Delaware and Title 6, Section 18-214 of the Limited Liability Company Act of the State of Delaware, Mister Donut of America, Inc., a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the conversion of the Corporation into Mister Donut of America LLC, a Delaware limited liability company:

1. The Corporation was incorporated with the filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware on September 10, 1969.
2. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Mister Donut of America, Inc. The name under which the Corporation was originally incorporated is Mr. Donut of America, Inc.
3. The name of the limited liability company into which the Corporation shall be converted, as set forth in its Certificate of Formation, is Mister Donut of America LLC
4. This conversion has been duly approved by the Board of Directors and the sole stockholder of the Corporation in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.
5. Pursuant to Title 6, Section 18-214 of the Limited Liability Company Act of the State of Delaware, this Certificate of Conversion shall be effective at 11:59 p.m. EST on March 1, 2006.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Conversion to be signed by an authorized person as of the date first written above.

By: Kate Lavelle
Kate S. Lavelle, Authorized Person

Certificate of Conversion