

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	09/30/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Merkel McDonald, Inc.		05/02/2006	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Otis Spunkmeyer, Inc.
Street Address:	14490 Catalina Street
City:	San Leandro
State/Country:	CALIFORNIA
Postal Code:	94577
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2695908	CHOMPERS
Registration Number:	3019459	MAKE SOMEONE HAPPY
Registration Number:	3052838	CHIPPERY
Registration Number:	3052839	CHIPPERY
Registration Number:	3052836	CHIPPERY
Registration Number:	3052835	CHIPPERY
Registration Number:	3052837	THECHIPPERY.COM
Serial Number:	78130282	CHOMPERS
Serial Number:	78261839	TASTY STUFF FOR CREATIVE APPETITES PLAY-N-BAKE
Serial Number:	78130258	CHIPPERY
Serial Number:	78130271	CHIPPERY

CORRESPONDENCE DATA

CH \$290.00 2695908

Fax Number: (703)243-6410
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-465-5355
Email: smithj@mwzb.com
Correspondent Name: Jeffrey Smith, Esq. of Millen White, P.C
Address Line 1: 2200 Clarendon Boulevard
Address Line 2: Suite 1400
Address Line 4: Arlington, VIRGINIA 22201

ATTORNEY DOCKET NUMBER:	OTIS-0117-X
NAME OF SUBMITTER:	Jeffrey A. Smith
Signature:	/jas/
Date:	05/16/2006

Total Attachments: 3

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SCHEDULE 1 - TRADEMARKSFederal Registrations

1. CHOMPERS (U.S. REG. NO. 2695908) registered on March 11, 2003 for cookies and food package combinations consisting primarily of cookies in Class 030.
2. MAKE SOMEONE HAPPY (U.S. REG. NO. 3019459) registered on November 29, 2005 for cookie dough in Class 030.
3. CHIPPERY & OVAL DESIGN WITH CHIPS (U.S. REG. NO. 3052838) registered on January 31, 2006 for online retail stores featuring cookie dough in Class 035.
4. CHIPPERY (U.S. REG. NO. 3052839) registered on January 31, 2006 for online retail store services featuring cookie dough in Class 035.
5. THECHIPPERY.COM (U.S. REG. NO. 3052837) registered on January 31, 2006 for online retail store services featuring cookie dough in Class 035.
6. CHIPPERY (U.S. REG. NO. 3052836) registered on January 31, 2006 for charitable fund raising services, namely, providing cookie dough for organizations to sell and literature promoting fund raising for such organizations in Class 036.
7. CHIPPERY & OVAL DESIGN WITH CHIPS (U.S. REG. NO. 3052835) registered on January 31, 2006 for charitable fund raising services, namely, providing cookie dough for organizations to sell and literature promoting fund raising for such organizations in Class 036.

Federal Applications

1. CHOMPERS & DESIGN (U.S. APP. SERIAL NO. 78/130,282) filed on May 21, 2002 for cookies and food package combinations consisting primarily of cookies in Class 030.
2. PLAY-N-BAKE TASTY STUFF FOR CREATIVE APPETITES (U.S. APPL. SERIAL NO. 78/261,839) filed on June 12, 2003 for cookie dough in Class 030.

NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, Merkel McDonald, Inc., a corporation of the state of Texas, with its business address at 6315 East Stassney Lane, Suite 100, Austin, Texas 78744 ("Assignor"), has adopted and is the owner of the following trademarks (the "Marks") for which Assignor owns the following federal trademark registrations and applications on the Principal Register of the United States Patent and Trademark Office as set forth in Schedule 1 hereto.

and;

WHEREAS, Otis Spunkmeyer, Inc., a corporation organized under the laws of the state of Delaware, with its business address at 14490 Catalina Street, San Leandro, California 94577 ("Assignee"), desires to acquire the Marks and the referenced federal trademark applications and registrations in Schedule 1;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, *nunc pro tunc*, effective as of September 30, 2005.

By: Jeff McDonald

Officer Name: Jeff McDonald

Officer Title: President

Dated: May 2, 2006

3. CHIPPERY (U.S. APPL. SERIAL NO. 78/130,258) filed on May 21, 2002 for cookies, brownies and food package combinations consisting primarily of cookies in Class 030.

4. CHIPPERY & OVAL DESIGN WITH CHIP (U.S. APPL. SERIAL NO. 78/130,271) filed on May 21, 2002 for cookies, brownies and food package combinations consisting primarily of cookies in Class 030. The application abandoned on July 12, 2005.