

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MAGNOLIA BAKERY, INC.		12/29/2006	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MAGNOLIA OPERATING, LLC		
<b>Doing Business As:</b>	DBA Magnolia Bakery		
<b>Street Address:</b>	1841 Broadway, 3rd Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10023		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEW YORK		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3126202	MAGNOLIA BAKERY	
<b>Serial Number:</b>	78862867	MAGNOLIA BAKERY	
<b>Serial Number:</b>	78655281	MAGNOLIA OLD FASHIONED DESSERTS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(845)896-5387		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	845-896-3100		
<b>Email:</b>	wynshaw@optonline.net		
<b>Correspondent Name:</b>	Warren Wynshaw, P.C.		
<b>Address Line 1:</b>	2 Summit Court, #302		
<b>Address Line 4:</b>	Fishkill, NEW YORK 12524		
<b>NAME OF SUBMITTER:</b>	Warren Wynshaw, Atty		
<b>Signature:</b>	/s/ Warren Wynshaw, Atty		

OP \$90.00 3126202

Date:

12/29/2006

**Total Attachments: 2**

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**ASSIGNMENT OF TRADEMARKS AND SERVICEMARK**

ASSIGNMENT made as of December 29, 2006 from MAGNOLIA BAKERY, INC., 401 Bleecker Street, New York, New York 10014 (herein referred to as "Assignor") to MAGNOLIA OPERATING, LLC, with an office at 1841 Broadway, New York, New York 10023 (herein referred to as "Assignee").

WHEREAS Assignor has adopted and is using the following trademarks, one of which is registered in the United States Patent Office and the other is the subject of an application for a registration of trademark and the service mark is the subject of an application for registration in the United States Patent and Trademark Office, bearing the following Registration and Serial Numbers, respectively:

Magnolia Bakery	United States Patent & Trademark Office ("USPTO") Trademark Registration Number – 3,126,202
	USPTO Service Mark Serial Number - 78/862,867
Magnolia Old Fashioned Desserts	USPTO Trademark Serial Number 78/655,281

and Assignee is desirous of acquiring such marks and the registrations thereof;

NOW, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all rights, title and interest in and to said marks, the goodwill of the business symbolized by said mark, along with the applications and registration thereof, the number of which is contained herein.

Dated: as of December 29, 2006

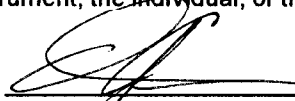
MAGNOLIA BAKERY, INC.

By Allysa Salvatore  
Allysa Salvatore  
President

STATE OF NEW YORK, COUNTY OF SULLIVAN, ss.

On the 21<sup>st</sup> day of December, 2006, before me, the undersigned, personally appeared Allysa Salvatore, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in

her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
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Notary Public  
My commission expires on

Notary Public  
Commission Expires  
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