

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Otis Spunkmeyer, Inc. | | 11/02/2006 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | IAWS Technology & Global Services Limited | | |
| Street Address: | 151 Thomas Street | | |
| City: | Dublin 8 | | |
| State/Country: | IRELAND | | |
| Entity Type: | LIMITED LIABILITY COMPANY: IRELAND | | |
| PROPERTY NUMBERS Total: 8 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 78884440 | PLAY-N-BAKE | |
| Registration Number: | 3052839 | CHIPPERY | |
| Registration Number: | 3052838 | CHIPPERY | |
| Registration Number: | 3052837 | THECHIPPERY.COM | |
| Registration Number: | 3052836 | CHIPPERY | |
| Registration Number: | 3019459 | MAKE SOMEONE HAPPY | |
| Registration Number: | 3052835 | CHIPPERY | |
| Registration Number: | 2695908 | CHOMPERS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (312)251-5732 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 312.368.4000 | | |
| Email: | ch.tm@dlapiper.com | | |
| Correspondent Name: | Keith W. Medansky | | |
| Address Line 1: | P.O. Box 64807 | | |
| Address Line 4: | Chicago, ILLINOIS 60664-0807 | | |

CH \$215.00 78884440

ATTORNEY DOCKET NUMBER:

302682-000014

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Keith W. Medansky

Signature:

/Keith W. Medansky/

Date:

01/25/2007

Total Attachments: 10

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GENERAL INTELLECTUAL PROPERTY ASSIGNMENT

THIS GENERAL INTELLECTUAL PROPERTY ASSIGNMENT (this "Agreement"), dated as of November 2, 2006, is made by and between Otis Spunkmeyer, Inc., a Delaware corporation (the "Assignor"), and IAWS Technology & Global Services Limited, an Irish limited company (the "Assignee").

WHEREAS, Assignor desires to assign to Assignee certain intellectual property as set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

1.01 "Chippery Intellectual Property" shall mean and refer to all "Purchased Proprietary Rights" of every kind and description, as described in that certain Asset Purchase Agreement made by and among (i) Jeffrey McDonald and David Merkel, (ii) Merkel McDonald, Inc. and (iii) Otis Spunkmeyer, Inc., dated September 22, 2005, including without limitation the U.S. registered trademarks and trademark applications set forth on Exhibit A hereto together with any goodwill pertaining thereto.

1.02 "Non-U.S. Copyrights" shall mean and refer to all foreign copyrights issued or otherwise existing outside the United States and owned by the Assignor and all applications, registrations, renewals and extensions in connection therewith, together with all translations, adaptations, modifications, derivations, combinations and derivative works thereof, but shall not include any Chippery Intellectual Property.

1.03 "Non-U.S. Marks" shall mean and refer to all foreign trademarks, service marks, trade dress, logos, slogans, trade names, and all other indicia of origin, registered or otherwise existing outside the United States at common law and owned by the Assignor, together with all goodwill associated therewith where required by law and all applications, registrations, renewals and extensions in connection therewith, including without limitation the foreign registered trademarks and trademark applications set forth on Exhibit B hereto, but shall not include any Chippery Intellectual Property.

1.04 "Non-U.S. Patents" shall mean and refer to all foreign patents and patent applications issued or otherwise existing outside the United States and owned by the Assignor and all divisions, continuations, continuations-in-part, reissues, re-examinations, revisions, extensions, industrial designs, industrial models and utility models thereof, but shall not include any Chippery Intellectual Property.

1.05 "Purchased Assets" shall mean and refer to the Chippery Intellectual Property, the Non-U.S. Marks, the Non-U.S. Patents, and the Non-U.S. Copyrights.

ARTICLE II

ASSIGNMENT

2.01 Assignment of Purchased Assets. On the terms and subject to the conditions contained in this Agreement, Assignor does hereby assign, transfer, convey and set over to Assignee all its right, title and interest in, to and under the Purchased Assets, together with all past, present, or future claims arising out of any infringement thereof.

ARTICLE III

MISCELLANEOUS

3.01 Amendment and Waiver. Any provision of this Agreement or any Exhibit hereto may be amended or waived only in a writing signed by the Assignee and the Assignor. No waiver of any provision hereunder or any breach or default thereof shall extend to or affect in any way any other provision or prior or subsequent breach or default.

3.02 Further Assurances. The parties shall execute such further documents, and perform such further acts, as may be necessary to transfer and convey the Purchased assets and the Know How License, on the terms herein contained, and to otherwise comply with the terms of this Agreement and consummate the transactions contemplated hereby.

3.03 Counterparts. This Agreement may be executed in multiple counterparts, any one of which need not contain the signature of more than one party, but all such counterparts taken together shall constitute one and the same instrument.

3.04 Governing Law. This Agreement shall be governed, construed and enforced in accordance with the internal laws of the State of Illinois, excluding any choice of law rules that may direct the application of the laws of another jurisdiction.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this on the day and year first above written.

Assignor:

OTIS SPUNKMEYER, INC.

By: John S. Silvan
Its: PRESIDENT/CEO

EXHIBIT A
 To that Certain General Intellectual Property Assignment
 Dated: November 2, 2006

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| CHIPPERY | U.S. Federal | REGISTERED | 3052839 | January 31, 2006 | INT. CL. 35 ONLINE RETAIL STORE SERVICES FEATURING COOKIE DOUGH |
| CHIPPERY | U.S. Federal | REGISTERED | 3052838 | January 31, 2006 | INT. CL. 35 ONLINE RETAIL STORE SERVICES FEATURING COOKIE DOUGH |
| THECHIPPERY.COM | U.S. Federal | REGISTERED | 3052837 | January 31, 2006 | INT. CL. 35 ONLINE RETAIL STORE SERVICES FEATURING COOKIE DOUGH |
| CHIPPERY | U.S. Federal | REGISTERED | 3052836 | January 31, 2006 | INT. CL. 36 CHARITABLE FUND RAISING SERVICES, NAMELY, PROVIDING COOKIE DOUGH FOR ORGANIZATIONS TO SELL AND LITERATURE PROMOTING FUND RAISING FOR SUCH ORGANIZATIONS |
| MAKE SOMEONE HAPPY | U.S. Federal | REGISTERED | 3019459 | November 29, 2005 | INT. CL. 30 COOKIE DOUGH |
| PLAY-N-BAKE | U.S. Federal | PENDING | 78/884440 | May 16, 2006 | INT. CL. 30 FROZEN COOKIE DOUGH |
| CHIPPERY | U.S. Federal | REGISTERED | 3052835 | January 31, 2006 | INT. CL. 36 CHARITABLE FUND RAISING SERVICES, NAMELY, PROVIDING COOKIE DOUGH FOR ORGANIZATIONS TO SELL AND LITERATURE PROMOTING FUND RAISING FOR SUCH ORGANIZATIONS |
| CHOMPERS | U.S. Federal | REGISTERED | 2695908 | March 11, 2003 | INT. CL. 30 COOKIES AND FOOD PACKAGE COMBINATIONS CONSISTING PRIMARILY OF COOKIES |

EXHIBIT B
 To that Certain General Intellectual Property Assignment
 Dated: November 2, 2006

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| MAYPORT MUFFINS | United Kingdom | REGISTRATION | 2173562 | July 30, 1998 | CLASS 30 . MUFFINS. |
| CHECKPOINT CHOCOLATE ALMOND COCONUT | United Kingdom | REGISTRATION | 2173553 | July 30, 1998 | CLASS 30 . BISCUITS AND COOKIES. |
| OTIS COLOSSALS | United Kingdom | REGISTRATION | 2165654 | May 5, 1998 | CLASS 30 . COOKIES, COOKIE PIES; FROZEN COOKIE DOUGH; PRE-MIXED COOKIE DOUGH. |
| OTIS SPUNKMEYER | United Kingdom | REGISTRATION | 1510905 | August 26, 1992 | CLASS 30 . COFFEE; CONFECTIONERY; CAKES, BISCUITS, COOKIES, MUFFINS, BROWNIES, BURRITOS; ALL INCLUDED IN CLASS 30 . |
| RIPCORD ROCKY ROAD | United Kingdom | REGISTRATION | 2173573 | July 30, 1998 | CLASS 30 . BISCUITS AND COOKIES. |
| PASSPORT PEANUT BUTTER CHOCOLATE CHUNK | United Kingdom | REGISTRATION | 2173555 | July 30, 1998 | CLASS 30 . BISCUITS AND COOKIES. |
| BLUE YONDER BROWNIES | United Kingdom | REGISTRATION | 2173535 | July 30, 1998 | CLASS 30 . BROWNIES; COOKIES AND CONFECTIONERY. |
| OTIS SPUNKMEYER | United Kingdom | REGISTRATION | 1455406 | February 12, 1991 | CLASS 30 . BISCUITS AND COOKIES INCLUDED IN CLASS 30 |
| OTIS SPUNKMEYER | Spain | REGISTRATION | 1619543 M4 | March 5, 1992 | SWEETS, ESPECIALLY BISCUITS. |

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| OTIS SPUNKMEYER | France | REGISTRATION | 1641445 | January 30, 1991 | COFFEE, TEA, COCOA, SUGAR, RICE, TAPIOCA, SAGO, ARTIFICIAL COFFEE; FLOURS AND CEREAL PREPARATIONS, BREAD, COOKIES, PASTRIES AND CONFECTIONERY, EDIBLE ICES; HONEY, GOLDEN SYRUP; YEAST, RAISING POWDER; SALT, MUSTARD; VINEGAR, SAUCES (EXCEPT SALAD DRESSINGS); SPICES; ICE FOR REFRESHMENT. |
| VICTORY LAP | France | REGISTRATION | 95 581551 | July 21, 1995 | CLASS 30 . BAKERY PRODUCTS, INGREDIENTS FOR PREPARATION OF PRODUCTS BAKED GOODS; FOOD BARS CONTAINING CEREALS; FOOD CONTAINING CEREALS FOR FAST FOOD; FOOD CONTAINING FRUITS CANDY FOR FAST FOOD; FOOD BARS CONTAINING MUESLI; PIZZA; PRETZELS; BREAD ROLLS; FOOD CONTAINING RICE FOR FAST FOOD; FOOD CONTAINING WHEAT FOR FAST FOOD; FOOD COMPOSITES FOR FAST FOOD CONTAINING PRIMARILY OF SMALL SALTED BISCUITS AND CRUSTY, PRETZELS, HAZELNUTS CANDIES AND/OR MAIZE AND POPPED. |
| VICTORY LAP | Benelux | REGISTRATION | 576825 | July 19, 1995 | CL 30 BAKERY PRODUCTS; MIXTURES INTENDED FOR MANUFACTURE OF PRODUCTS BAKED GOODS; FOOD BARS CONTAINING CEREALS; FOOD CALLED SNACKS, CONTAINING CEREALS; SNACKS CONTAINING CRYSTALLIZED FRUITS; SNACKS IN FORM OF BARS CONTAINING MUESLI; PIZZAS;PRETZELS; ROLLERS BREAD; SNACKS CONTAINING RICE; SNACK CONTAINING WHEAT; MIXTURES OF SNACKS COMPOSED PRIMARILY OF SALTED BISCUITS, PRETZELS, CANDIED NUTS AND/OR GRAINS CORN PUFFED; FOODSTUFFS COOKED FOR OVEN INCLUDED IN THIS CLASS. |
| VICTORY LAP | Ireland | REGISTRATION | 175028 | July 18, 1995 | CL 30 FOOD BARS MADE FROM CEREALS, GRAINS, FRUIT. |
| VICTORY LAP | Italy | CONCESSIONE NON PUBBLICATA (UNPUBLISHED) | 729180 | October 15, 1997 | CL 30 BAKERY PRODUCTS; PREPARATIONS FOR MAKING BAKERY PRODUCTS; CAKES IN BAR DERIVED FROM CEREALS; CAKES CONTAINING CEREALS; CAKES |

| | | REGISTRATION) | | | CANDIED FRUIT; CAKES IN BAR CONTAINING MUESLI; PIZZAS; CRACKERS; BREAD ROLLS; CAKES CONTAINING RICE; CAKES CONTAINING CEREALS; SNACKS ASSORTED CONSISTING PRINCIPALLY IN CRACKERS, CRACKERS, CANDIED NUTS AND/OR POPCORN; AND BAKED PRODUCTS (CLASS 30). |
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| OTIS SPUNKMEYER | Italy | CONCESSIONE NON PUBBLICATA (UNPUBLISHED REGISTRATION) | 969437 | June 20, 2005 | CL 30 BISCUITS AND ALL OTHER GOODS IN CLASS 30 . |
| OTIS SPUNKMEYER | Italy | DEPOSITO NON PUBBLICATO (UNPUBLISHED APPLICATION [Pending]) | 1324 2001 MI | February 6, 2001 | CLASS 30 BISCUITS AND ALL OTHER GOODS IN CLASS 30 |
| OTIS SPUNKMEYER | Italy | CONCESSIONE NON PUBBLICATA (UNPUBLISHED REGISTRATION) | 621270 | June 9, 1994 | 30 BISCUITS AND ALL OTHER GOODS IN CLASS 30 . |
| SUPREME INDULGENCE | Community Trademarks | REGISTRATION | 3669827 | July 8, 2005 | CL 30 BAKED GOODS, NAMELY, COOKIES, DANISH PASTRIES, PASTRIES, CINNAMON ROLLS, BEAR CLAWS, BAGELS; FROZEN COOKIE DOUGH; PRE-MIXED COOKIE DOUGH; RAW COOKIE DOUGH. |
| OTIS | Community Trademarks | REGISTRATION | 3295029 | February 4, 2005 | DANISH PASTRIES; PASTRIES; CINNAMON ROLLS; BEAR CLAWS; MUFFINS AND COOKIES; BAGELS; FROZEN COOKIE DOUGH; PRE-MIXED COOKIE DOUGH; RAW COOKIE DOUGH. |
| OTIS SPUNKMEYER | Community Trademarks | REGISTRATION | 3100286 | January 11, 2005 | CL 29 FRUIT BASED SNACK FOOD; FRUIT BASED SNACK BARS. 30 BAKED GOODS, NAMELY, DANISH PASTRIES, PASTRIES, CINNAMON ROLLS, BEAR CLAWS, BAGELS, FROZEN COOKIE DOUGH; PRE-MIXED COOKIE DOUGH, RAW COOKIE DOUGH. |
| SPUNKMEYER | Community Trademarks | REGISTRATION | 2384808 | November 26, 2002 | CL 29 FRUIT-BASED SNACK FOOD; FRUIT-BASED SNACK BARS. CL 30 COFFEE; BAKED GOODS, NAMELY, COOKIES, MUFFINS, BROWNIES, |

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| OTIS SPUNKMEYER | Australia | REGISTRATION | 1079061 | 4-Oct-05 | CAKES, DANISH PASTRIES, COOKIES PIES, PIES, FRUIT PIES, AND BAGELS; FROZEN COOKIE DOUGH; PRE-MIXED COOKIE DOUGH; RAW COOKIE DOUGH. |
| OTIS SPUNKMEYER | Mexico | Registrado (Registered) | 520274 | April 10, 1996 | BREAD ROLLS, COFFEE, BURRITO AND CAKES. |
| VICTORY LAP | Mexico | Registrado (Registered) | 502058 | August 29, 1995 | BAKERY PRODUCTS, MIXES FOR MAKING BAKERY PRODUCTS, BARS FOOD DERIVATIVES OF CEREALS, SANDWICHES FOOD CONTAINING CEREALS, SANDWICHES FRUITS SUGAR, SANDWICHES IN FORM OF BARS CONTAINING GRANOLA, PIZZAS, PRETZELS, BREADS, SANDWICHES FOOD CONTAINING |
| OTIS SPUNKMEYER | Mexico | Registrado (Registered) | 795945 | June 24, 2003 | BAKED PRODUCTS, ESPECIALLY, PASTRIES DANESA, CAKES, ROLLS CINNAMON, CLAWS BONY (TURNOVERS SWEETS), BAGELS, FROZEN BISCUIT DOUGH; DOUGH PREMEZCLADA FOR BISCUITS; DOUGH RAW FOR BISCUITS. |
| OTIS SPUNKMEYER | Mexico | Renovado (Renewed) | 405089 | March 2, 1991 | STAPLE FOODS |
| SPUNKMEYER | Mexico | Registrado (Registered) | 785883 | March 31, 2003 | COFFEE, BAKED PRODUCTS, ESPECIALLY BISCUITS, PANQUES, BROWNIES, CAKES, PASTRIES DANESA, COUNTRY BISCUITS, FEET, FEET FRUITS, BAGELS, FROZEN BISCUIT DOUGH, DOUGH PREMEZCLADA FOR BISCUITS AND |

DOUGH RAW FOR BISCUITS.

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| OTIS BAKED | Canada | Allowed | 12232550 | July 12, 2004 | Bread, brownies, danish, pastries, muffins, scones, cakes, cookies, pre-mixed cookie dough, raw cookie dough, frozen cookies dough, cinnamon rolls, lemon bars, raspberry bars and chocolate bars, pecan pie bars, bear claws, bagels. |
| OTIS SPUNKMEYER THE O-ZONE | Canada | Allowed | 121992800 | June 10, 2004 | Baked goods, namely, bread, brownies, danish, pastries, muffins, scones, cakes, cookies, pre-mixed cookie dough, raw cookie dough, frozen cookies dough, cinnamon rolls, lemon bars, raspberry bars and chocolate bars, pecan pie bars, bear claws, bagels. |
| GOTTA GET SOME | Canada | Allowed | 121992000 | June 10, 2004 | Baked goods, namely, bread, brownies, danish, pastries, muffins, scones, cakes, cookies, pre-mixed cookie dough, raw cookie dough, frozen cookies dough, cinnamon rolls, lemon bars, raspberry bars and chocolate bars, pecan pie bars, bear claws, bagels. |
| SUPREME INDULGENCE | Canada | Registered | TMA638123 | April 22, 2005 | Baked goods, namely, cookies, danish pastries, pastries, cinnamon rolls, bear claws, bagels; frozen cookie dough; pre-mixed cookie dough; raw cookie dough. |
| PASSPORT PEANUT BUTTER CHOCOLATE CHUNK | Canada | Registered | TMA526086 | March 30, 2000 | Cookies. |
| VALUE ZONE | Canada | Registered | TMA518055 | October 18, 1999 | Cookies. |
| TRAVEL LITE | Canada | Registered | TMA526088 | March 30, 2000 | Cookies. |
| SWEET DISCOVERY | Canada | Registered | TMA526089 | March 30, 2000 | Cookies. |
| OTIS SPUNKMEYER | Canada | Registered | TMA416156 | August 27, 1993 | Cookies, muffins, coffee, burritos, brownies and cakes. |
| OTIS | Canada | Registered | TMA670295 | August 17, 2006 | Danish pastries, pastries, cinnamon rolls, bear claws, muffins, cookies, bagels, frozen cookie dough, pre-mixed cookie dough, and raw cookie dough. 2 Danish pastries, pastries, cinnamon rolls and bear claws. |
| OTIS SPUNKMEYER | Canada | Registered | TMA610309 | May 13, 2004 | Baked goods, namely, Danish pastries, pastries, cinnamon rolls, bear claws, bagels, frozen cookie dough; pre-mixed cookie |

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| | | | | | dough and raw cookie dough. |
| SPUNKMEYER | Canada | Allowed | 111576400 | September 14, 2001 | Coffee; baked goods, namely, cookies, muffins, brownies, cakes, danish pastries, cookie pies, pies, fruit pies, and bagels; frozen cookie dough; pre-mixed cookie dough; raw cookie dough; fruit based snack food; fruit based snack food, namely, fruit based snack bars. 2 Coffee; baked goods, namely, cookies, muffins, brownies, cakes, danish pastries, cookie pies, pies, fruit pies, and bagels; frozen cookie dough; pre-mixed cookie dough; raw cookie dough. |
| BAKING A DIFFERENCE | Canada | Registered | TMA526092 | March 30, 2000 | Cookies, muffins, bagels, brownies and danish pastries. |
| SPUNKIES | Canada | Registered | TMA416155 | August 27, 1993 | Cookies. |
| OTIS SPUNKMEYER | South Korea | Registered | 400255498000 0 | December 5, 1992 | BISCUITS; ICE CAKES; COOKIES; MUFFINS |
| OTIS SPUNKMEYER | South Korea | Registered | 400627061000 0 | August 3, 2005 | CAKES; PIES; PASTRIES; BREAD |
| OTIS SPUNKMEYER | South Korea | Registered | 400603552000 0 | December 22, 2004 | BEAR CLAWS; BAGELS; RAW COOKIE DOUGH; PREMIXED COOKIE DOUGH; PASTRIES |