

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	11/14/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cara Operations Limited		11/14/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Cara Restaurants GP Inc. (general partner of Cara Restaurants Limited Partnership)
Street Address:	6303 Airport Road
City:	Mississauga, Ontario
State/Country:	CANADA
Postal Code:	L4V 1R8
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2552932	SECOND CUP COFFEE CO.

CORRESPONDENCE DATA

Fax Number: (703)610-6200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 703-610-6100
 Email: boxip@hhlaw.com
 Correspondent Name: Valerie Brennan, Hogan & Hartson L.L.P.
 Address Line 1: 8300 Greensboro Drive, Suite 1100
 Address Line 2: Box Intellectual Property
 Address Line 4: McLean, VIRGINIA 22102

ATTORNEY DOCKET NUMBER:	82906.
-------------------------	--------

DOMESTIC REPRESENTATIVE

Name: Valerie Brennan, Hogan & Hartson L.L.P.

CH \$40.00 2552932

Address Line 1: 8300 Greensboro Drive, Suite 1000
Address Line 2: Box Intellectual Property
Address Line 4: McLean, VIRGINIA 22102

NAME OF SUBMITTER:	Valerie Brennan
Signature:	/vb/
Date:	05/25/2007

Total Attachments: 4
source=assignment Cara Operations Limited#page1.tif
source=assignment Cara Operations Limited#page2.tif
source=assignment Cara Operations Limited#page3.tif
source=assignment Cara Operations Limited#page4.tif

ASSIGNMENT OF TRADE-MARKS

WHEREAS, **CARA OPERATIONS LIMITED**, the full post office address of whose principal office or place of business is 6303 Airport Road, Mississauga, Ontario, Canada L4V 1R8 (the "Assignor"), is the owner of the trade-marks applied for or registered under the numbers, on the dates and in the jurisdictions indicated in the schedule annexed hereto (the "Trade-marks");

AND WHEREAS, **CARA RESTAURANTS GP INC.**, in its capacity as general partner of **CARA RESTAURANTS LIMITED PARTNERSHIP**, the full post office address of whose principal office or place of business is 6303 Airport Road, Mississauga, Ontario, Canada L4V 1R8 (the "Assignee"), is desirous of acquiring from the Assignor the whole right, title and interest in and to the Trade-marks together with the goodwill of the business carried on outside of Canada in association with the Trade-marks;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, the Assignor confirms that the Assignor has sold, assigned and transferred and by these presents does sell, assign and transfer unto the Assignee, its successors and assigns, all of the Assignor's right, title and interest in and to the Trade-marks and the goodwill of the business carried on outside of Canada in association with the Trade-marks, together with all right of action resulting from any adverse use of the Trade-marks or any confusingly similar trade-marks and the right to claim such relief as is appropriate, the same to be held by the Assignee, its successors and assigns as fully and effectually as they would have been held by the Assignor had this sale, assignment and transfer not been made.

EXECUTED at Toronto, Ontario as of the 14th day of November, 2006.

CARA OPERATIONS LIMITED

By: _____

Name: _____

Title: _____

MICHAEL P. FORSAYETH
Senior Vice President
& Chief Financial Officer

EXECUTED at Toronto, Ontario as of the 14th day of November, 2006.

**CARA RESTAURANTS GP INC., in its capacity
as general partner of CARA RESTAURANTS
LIMITED PARTNERSHIP**


By: 

Name:

MICHAEL P. FORSAYETH

Title:

**President
& Chief Financial Officer**

Country	Trade-Mark	App No./ Reg No.	Wares/ Services	Filing date	Registration date	Renewal date	Current Status
70. United States	SECOND CUP COFFEE CO. & Design 	75/380829 2562932	Wares: accessories related to the preparation and serving of beverages, namely, non- electric coffee and teapots not of precious metals, mugs, cups and saucers Services: retail store services specializing in the sale of coffee, tea and cocoa for consumption on or off the premises and in bulk, bakery goods, and accessories for use in the preparation and brewing of beverages, namely, coffee and tea pots, coffee brewing equipment, mugs, cups and saucers.	11/17/1997	03/26/2002	03/26/2012	Registered

C:\Documents and Settings\jvermont\Local Settings\Temporary Internet Files\CLX109\Schedule 1-1(7) International TMs1.DOC

Cassels Brock & Blackwell LLP
Legal 2011297.1

NOTARIAL CERTIFICATE

I, Kelly F. Griffin, a notary public in and for the Province of Ontario, duly appointed, commissioned and sworn, residing in the City of Oakville, and practicing at Fraser Milner Casgrain LLP, 1 First Canadian Place, 39th Floor, Toronto, Ontario, M5X 1B2, CERTIFY that I was personally present on the 15th day of May, 2007, and did see Michael P. Forsyth, the person named in the paper annexed, duly executed, signed, seal and deliver the paper as his or her act and deed, for the purposes mentioned in it, and that the signature is of the proper handwriting of Michael P. Forsyth named in it, and that Michael P. Forsyth presented me with proper identification, which has been inspected by me.

IN TESTIMONY OF WHICH I have subscribed my name and affixed my notarial seal at Toronto, Ontario this 15th day of May, 2007

Kelly F. Griffin
_____, A Notary Public in and for the
Province of Ontario