

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PT Franchise Brands, LLC		09/07/2007	LIMITED LIABILITY COMPANY:

RECEIVING PARTY DATA

Name:	BTMU Capital Corporation
Street Address:	111 Huntington Avenue
Internal Address:	Suite 400
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02199-8001
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2675524	PRETZELINI
Registration Number:	2495593	PRETZEL TIME
Registration Number:	1778178	PRETZEL TIME
Registration Number:	2446885	ROLL IT, TWIST IT, BAKE IT...FRESH!
Registration Number:	2347706	FRESHNESS WITH A TWIST
Registration Number:	3015100	PRETZEL CHEESE STUFFERS
Registration Number:	989707	HOT SAM
Registration Number:	1827896	HOT SAM
Registration Number:	1561517	HOT SAM
Serial Number:	78932977	
Serial Number:	78933015	

CORRESPONDENCE DATA

**900086972**

**TRADEMARK  
 REEL: 003621 FRAME: 0956**

**CH \$290.00 2675524**

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ATTORNEY DOCKET NUMBER:	PT FRANCHISE BRANDS, LLC
NAME OF SUBMITTER:	Lisa W. Rosaya
Signature:	/lwr/
Date:	09/14/2007

Total Attachments: 2  
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**CONFIRMATION OF SECURITY INTEREST IN U.S. TRADEMARKS**

KNOW ALL MEN BY THESE PRESENTS:

THAT, BTMU CAPITAL CORPORATION, pursuant to a Security Agreement and Security Agreement Supplement dated September 7, 2007 executed by BTMU Capital Corporation, NexCen Holding Corporation (f/k/a NexCen Acquisition Corp.), PT Franchise Brands, LLC and PT Franchising, LLC, has acquired a security interest in the U.S. trademarks, and the goodwill associated therewith, owned by PT FRANCHISE BRANDS, LLC, including without limitation the trademark registrations and application listed on Exhibit A attached hereto and by filing of this instrument with the U.S. Patent and Trademark Office, PT FRANCHISE BRANDS, LLC hereby confirms the valid and binding nature of the aforementioned security interest.

PT FRANCHISE BRANDS, LLC

DATED: September 7, 2007

By: 

Name: JAMES HARAN

Title: EXECUTIVE VICE PRESIDENTS

Address: 1330 Avenue of the Americas  
New York, New York 10019

**EXHIBIT A**

<b>File No.</b>	<b>Trademark</b>	<b>Status</b>	<b>Country</b>	<b>Registration No.</b>	<b>Registrations Date</b>
TM00375	PRETZELINI	Registered	UNITED STATES	2,675,524	1/14/2003
TM00372	PRETZEL TIME	Registered	UNITED STATES	2,495,593	10/9/2001
TM00374	PRETZEL TIME (&Design)	Registered	UNITED STATES	1,778,178	6/22/1993
TM00376	ROLL IT, TWIST IT, BAKE IT...FRESH	Registered	UNITED STATES	2,446,885	4/24/2001
TM00371	FRESHNESS WITH A TWIST	Registered	UNITED STATES	2,347,706	5/2/2000
TM00699	PRETZEL CHEESE STUFFERS (Stylized)	Registered	UNITED STATES	3,015,100	11/15/2005
TM01256	PRETZEL TIME DESIGN LOGO (& Design)	Application	UNITED STATES	78/932977	7/19/2006
TM01255	PRETZEL TIME DESIGN LOGO (& Design)	Application	UNITED STATES	78/933,015	7/19/2006
TM00465	HOT SAM (Stylized)	Registered	UNITED STATES	989,707	7/30/1974
TM00463	HOT SAM	Registered	UNITED STATES	1,827,896	3/22/1994
TM00466	HOT SAM (& Design)	Registered	UNITED STATES	1,561,517	10/17/1989

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