

09-10-1999

FORM PTO-1594 (Rev. 6-93) REC'D



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents

101122827

original documents or copy thereof:

1. Name of conveying party(ies):

Wainwright Sandwich Partners

- Individual(s), Association, Partnership, Corporation, Other

Additional name(s) of conveying party(ies) attached? Yes X No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

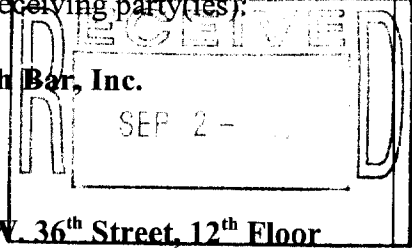
Execution Date: August 25, 1999

2. Name and address of receiving party(ies):

Name: Cosi Sandwich Bar, Inc.

Internal Address: n/a

Street Address: 242 W. 36th Street, 12th Floor New York, New York 10018



- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-Delaware, Other

Domestic Representative Designation Required? Yes X No Additional name(s) and address(es) attached? Yes X No

4. Application/Registration number(s) or patent number(s):

If this document is being filed together with a new application, the execution date is : n/a

A. Trademark Application No.(s)

B. Trademark Registration No(s):

2,046,483

Additional numbers attached? Yes X No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Andrew D. Price Venable, Baetjer, Howard & Civiletti, LLP 1201 New York Avenue, N.W., Suite 1000 Washington, DC 20005-3917 Telephone: 202-962-4800 Facsimile: 202-962-8300

6. Total number of applications/registrations and trademarks involved: 1

7. Total Fee (37 CFR 3.41) \$40.00

Enclosed

X Authorized to be charged to deposit account, Including deficiencies

8. Deposit Account number: 22-0261

(Attach duplicate copy of this page if paying by deposit account) Attached

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Andrew D. Price Name of person signing

Signature

September 2, 1999 Date

Total number of pages including cover sheet, attachments, and document: 3 (see * below)

Attorney Docket No.: 30485.148011

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*Including Duplicate copy of this page and Assignment

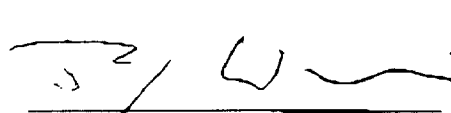
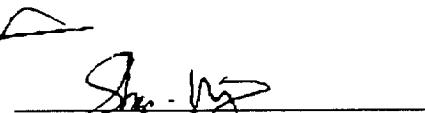
**ASSIGNMENT OF SERVICE MARK
AND REGISTRATION**

WHEREAS, Wainwright Sandwich Partners (hereinafter "Wainwright"), a New York partnership composed of U.S. citizens Jay Wainwright and Shep Wainwright, with business address of P.O. Box 199, Wainscott, New York 11975, has adopted, used and is using the service mark COSI (hereinafter "the Mark"), which registered in the United States Patent and Trademark Office on March 18, 1997, as Registration No. 2,046,483 (hereinafter "the Registration"); and

WHEREAS, Cosi Sandwich Bar, Inc. (hereinafter "Cosi"), a Delaware corporation, located and doing business at 242 W. 36th Street, 12th Floor, New York, New York 10018, is desirous of acquiring the Mark and the Registration;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Wainwright does hereby assign unto Cosi all of Wainwright's right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, the Registration, and the right to sue for past and future infringements.

WAINWRIGHT SANDWICH PARTNERS

| | |
|---|---|
|  _____ Jay Wainwright Partner |  _____ Shep Wainwright Partner |
| Dated: <u>8-25-99</u> , 1999 | Dated: <u>8/25</u> , 1999 |

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