

Form PTO-1594 (rev 3/1) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U. S. Department of Commerce Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

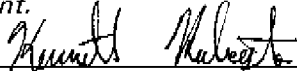
<p>1. Name of conveying party(ies):</p> <p>The Bank of New York</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation - <input checked="" type="checkbox"/> Other - New York Banking Corporation</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies)</p> <p>The Mrs. Fields' Original Cookies, Inc. 30 East Elm Street Greenwich, CT 06830</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation Delaware <input type="checkbox"/> Other</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</small></p> <p>Additional name(s) & address(es) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Termination And Release of Security Interest In Trademarks</p> <p>Execution Date: December 20, 2002</p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No(s).</p>	<p>B. Trademark Registration No(s).</p> <p>1827896 989707 1404285</p> <p>1561517 994053</p> <p>1374117 1430447</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Kenneth A. Rubenstein, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036</p>	<p>6. Total number of applications/registrations involved: <u>4</u></p> <p>7. Total fee (37 CFR 3.41) \$115</p> <p><input checked="" type="checkbox"/> All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 013430/15)</p> <p>8. Deposit Account No. 19-2385</p>
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DO NOT USE THIS SPACE

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.

Kenneth A. Rubenstein		December 23, 2002
Name	Signature	Date

Total number of pages including cover sheet, attachments, and document: 6

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CONTINUATION OF ITEM 2. Names of Additional Receiving Parties:

Mrs. Fields' Other Names, Inc.
30 East Elm Street
Greenwich, CT 06830

Corporation **Delaware**

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This Termination and Release of Security Interest in Trademarks is granted on this 20th day of December 2002, by The Bank of New York, a New York banking corporation with offices at 101 Barclay Street, Floor 8 West, New York, New York 10286, as collateral agent for the lenders (the "Secured Party") to The Mrs. Fields' Original Cookies, Inc., a Delaware corporation, with offices at 30 East Elm Street, Greenwich, Connecticut 06830 and Mrs. Fields' Other Names, Inc., a Delaware corporation, with offices at 30 East Elm Street, Greenwich, Connecticut 06830 (collectively, the "Borrowers"), as follows:

W I T N E S S E T H

WHEREAS, Borrowers and Secured Party entered into the Trademark Security Agreement, dated as of September 18, 1996, which was recorded with the U.S. Patent and Trademark Office on October 15, 1996 at Reel/Frame 1515/0248, et seq., as amended by the Amendment to Trademark Security Agreement, dated as of January 31, 1997, which was recorded with the U.S. Patent and Trademark Office on March 3, 1997 at Reel/Frame 1604/0717, et seq. (collectively, the "Trademark Security Agreement");

WHEREAS, pursuant to the Trademark Security Agreement, as collateral security for the full and prompt payment when due of the Notes (as such term is defined in the Trademark Security Agreement) and all of the other Obligations (as such term is defined in the Trademark Security Agreement), Borrowers granted to the Secured Party a security interest in all of the Borrowers'

right, title and interest in the Trademarks (as such term is defined in the Trademark Security Agreement), among other collateral, including but not limited to the trademarks set forth on Schedule A hereto (the "Security Interest"); and

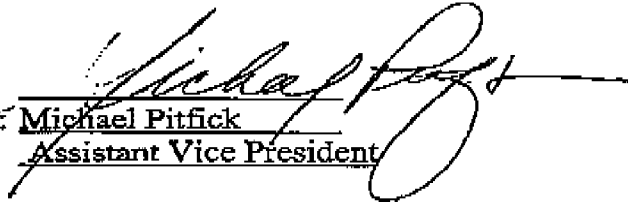
WHEREAS, the Borrowers have paid in full the Notes and has satisfied all of the Obligations contained in the Trademark Security Agreement;

WHEREAS, the Secured Party agrees to release, restore, and reassign all right, title and interest in and to the Trademarks to the Borrowers and to dissolve the Security Interest and any and all liens and encumbrances respecting the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the Secured Party hereby releases, discharges, quit claims, and relinquishes any and all right, title and interest in and to the Trademarks.

IN WITNESS WHEREOF, the undersigned, by and through its authorized office, has caused this instrument to be executed under seal on the date first written above.

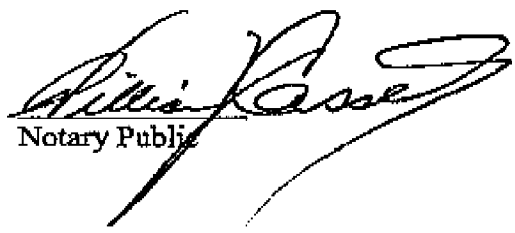
THE BANK OF NEW YORK
(The Secured Party)

By: 
Name: Michael Pitfick
Title: Assistant Vice President

Dec-20-2002 03:21pm From=BNY CORP TRUST 212 815 5131 T-041 P.008/009 F-453

STATE OF)
) ss.:
COUNTY OF)

On this 20th day of December, 2002, before me personally appeared Michael Pitfick, to me known who, being by me duly sworn, did depose and say that s/he is the Assistant Vice President of The Bank of New York described herein and which executed the foregoing instrument and that s/he signed his/her name thereto pursuant to the authority granted by The Bank of New York.


Notary Public

WILLIAM J. CASSELLS
Notary Public, State of New York
No. 01CAS027729
Qualified in Bronx County
Commission Expires May 18, 2006

2 03:22pm From-BNY CORP TRUST

212 815 5131

T-041 P.009/009 F-453

SCHEDULE A

Mark	Reg. No.	Record Owner	Status
HOT SAM	1,827,896	Mrs. Fields' Other Names, Inc.	Registered
HOT SAM (Stylized Letters)	989,707	Mrs. Fields' Other Names, Inc.	Registered
HOT SAM and Design	1,561,517	Mrs. Fields' Other Names, Inc.	Registered
HOT SAM and Design	994,053	Mrs. Fields' Other Names, Inc.	Registered
THE ORIGINAL COOKIE CO.	1,374,117	Mrs. Fields' Other Names, Inc.	Registered
THE ORIGINAL COOKIE CO. and Design	1,430,447	Mrs. Fields' Other Names, Inc.	Registered
THE ORIGINAL COOKIE COMPANY, INC.	1,404,285	Mrs. Fields' Other Names, Inc.	Registered

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

FOUR TIMES SQUARE
NEW YORK 10036-6522

TELEPHONE No.: (212) 735-3000
FACSIMILE No.: (212) 735-2000

EMAIL: mmcguire@skadden.com

#4

FACSIMILE TRANSMITTAL SHEET

FROM: Michael McGuire
DIRECT DIAL: 212-735-4104
DIRECT FACSIMILE: 917-777-4104

DATE: December 19, 2002
FLOOR/OFFICE No.: 26-122
REFERENCE No: 013430/15

THIS FACSIMILE IS INTENDED ONLY FOR USE OF THE ADDRESSEE(S) NAMED HEREIN AND MAY CONTAIN LEGALLY PRIVILEGED AND/OR CONFIDENTIAL INFORMATION. IF YOU ARE NOT THE INTENDED RECIPIENT OF THIS FACSIMILE, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS FACSIMILE IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS FACSIMILE IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL FACSIMILE TO US AT THE ADDRESS ABOVE VIA THE LOCAL POSTAL SERVICE. WE WILL REIMBURSE ANY COSTS YOU INCUR IN NOTIFYING US AND RETURNING THE FACSIMILE TO US.

TOTAL NUMBER OF PAGES INCLUDING COVER(S): 7

PLEASE DELIVER THE FOLLOWING PAGE(S) TO:

I. NAME: Assignment Division
CITY: Arlington
FACSIMILE No.: 703-306-5995

FIRM: U.S. Patent and Trademark Office
TELEPHONE No.: 703-308-9723

MESSAGE: **Trademarks**

The Commissioner is authorized to charge all fees for the attached recordation request to our deposit account 19-2385.


Michael McGuire