

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.

1. Name of conveying party(ies):

The Bank of New York

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation -
- Other - **New York Banking Corporation**

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

2. Name and Address of receiving party(ies)

**The Mrs. Fields' Brand, Inc.
30 East Elm Street
Greenwich, CT 06830**

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: **Termination And Release of Security Interest In Trademarks**

Execution Date: **December 20, 2002**

4. Application number(s) or registration number(s):

A. Trademark Application No(s).

B. Trademark Registration No(s).

1791781	1983184	2020111
1299149	1256315	1241619
1918965	1840761	1843103
1472531	1543094	

Additional numbers attached? Yes No

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

**Kenneth A. Rubenstein, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**

6. Total number of applications/registrations involved: 11

7. Total fee (37 CFR 3.41) **\$290**

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 013430/15)

8. Deposit Account No. **19-2385**

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: **5**

09:20pm From-BNY CORP TRUST

212 815 5131

T-041 P.002/009 F-459

**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' Brand, Inc., a Delaware corporation, with offices at 30 East Elm Street, Greenwich, Connecticut 06830 (the "Borrower"), as follows:

W I T N E S S E I H

WHEREAS, Borrower and Secured Party entered into the Trademark Security Agreement, dated as of September 18, 1996, the ("Trademark Security Agreement") which was recorded with the U.S. Patent and Trademark Office on October 15, 1996 at Reel/Frame 1517/0001, et seq.;

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), Borrower granted to the Secured Party a security interest in all of the Borrower's 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 Borrower has paid in full the Notes and has satisfied all of the Obligations contained in the Trademark Security Agreement;

1:20pm From-BNY CORP TRUST

212 815 5131

T-041 P.003/009 F-453

WHEREAS, the Secured Party agrees to release, restore, and reassign all right, title and interest in and to the Trademarks to the Borrower 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

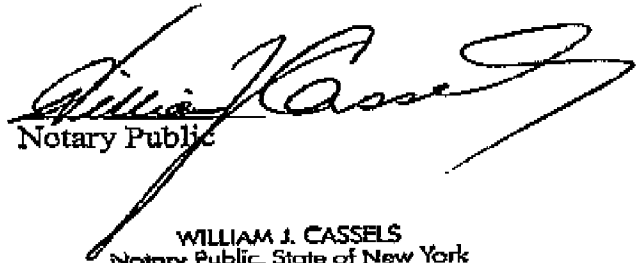
03:20pm From-BNY CORP TRUST

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

2 03:21pm From-BNY CORP TRUST

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SCHEDULE A

Mark	Reg. No.	Record Owner	Status
MRS. FIELDS and Design	1,791,781	Mrs. Fields' Brand, Inc.	Registered
MRS. FIELDS and Design	1,983,184	Mrs. Fields' Brand, Inc.	Registered
Nibblers	2,020,111	Mrs. Fields' Brand, Inc.	Registered
MRS. FIELDS (Stylized)	1,299,149	Mrs. Fields' Brand, Inc.	Registered
MRS. FIELDS COOKIES and Design	1,256,315	Mrs. Fields' Brand, Inc.	Registered
MRS. FIELDS COOKIES and Design	1,241,619	Mrs. Fields' Brand, Inc.	Registered
CAKIES	1,918,965	Mrs. Fields' Brand, Inc.	Registered
DEBRA'S SPECIAL	1,840,761	Mrs. Fields' Brand, Inc.	Registered
COCOMAC	1,843,103	Mrs. Fields' Brand, Inc.	Registered
COOKIE POP	1,472,531	Mrs. Fields' Brand, Inc.	Registered
GOOD ENOUGH NEVER IS	1,543,094	Mrs. Fields' Brand, Inc.	Registered