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To the Honorable Commissioner of Patents and Trademarks: Please

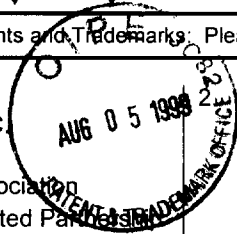
hereof.

101112069

1. Name of conveying party(ies):
SAINT LOUIS BREAD COMPANY, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Delaware)
 Other _____

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



Name and address of receiving party(ies):
Name: **PANERA, INC.**
Internal Address: _____
Street Address: **7930 Big Bend Boulevard**
City: **Webster Groves** State: **Missouri** ZIP: **63119**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Corporation-State (Delaware)
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Execution Date: **July 19, 1999**

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See attached schedule.

B. Trademark registration No.(s)
See attached schedule.

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Paul F. Kilmer, Esq.**
Internal Address: **Gadsby & Hannah LLP**

Street Address: **1747 Pennsylvania Avenue, NW**

City: **Washington** State: **DC** ZIP: **20006**

6. Total number of applications and registrations involved: **28**

7. Total fee (37 CFR 3.41): **\$ 715.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

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.

Paul F. Kilmer

Aug. 5, 1999
Date

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01 FC:481 40.00 OP
02 FC:482 675.00 OP

Total number of pages comprising cover sheet:

2

OMB No. 0651-0011 (exp. 4/94)

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Washington, D.C. 20231

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Schedule of Applications and Registrations for Recordation

<u>Serial No.</u>	<u>Mark</u>	
1.	75/430,107	A LOAF OF BREAD IN EVERY ARM
2.	75/273,940	AHH SEE AHH GO
3.	75/282,593	AHH SEE AHH GO
4.	75/421,871	BRUMBIE
5.	75/312,346	COOLER THAN COFFEE
6.	75/355,946	I.C. FRAPPE DRINKS
7.	75/282,590	I.C. JAVA
8.	75/282,591	I.C. MOCHA
9.	75/410,670	Miscellaneous Design
10.	75/374,266	PANERA BREAD
11.	75/978,462	PANERA BREAD
12.	75/415,601	PANERA BREAD & Design
13.	75/415,602	PANERA BREAD & Design
14.	75/512,837	PANERABREAD.COM
15.	75/201,717	SAINT LOUIS BREAD COMPANY & Design
16.	75/201,724	SAINT LOUIS BREAD COMPANY & Design
17.	75/512,843	SAINTLOUISBREAD.COM
18.	75/282,592	SO GOOD YOU'LL SAY AHH TWICE
19.	75/272,628	SO GOOD YOU'LL SAY AHH TWICE
20.	75/546,588	THE UNIVERSAL SPIRIT OF BREAD IS SHARING

<u>Reg. No.</u>	<u>Mark</u>	
1.	2,257,452	DOUGH FOR FUNDS
2.	2,190,023	BREAD & Design
3.	2,183,884	COOLER THAN COFFEE
4.	2,142,817	AHH SEE AHH GO
5.	2,142,796	SO GOOD YOU'LL SAY AHH TWICE
6.	2,026,248	SAINT LOUIS BREAD COMPANY
7.	1,964,955	OPERATION DOUGH-NATION & Design
8.	1,878,878	OPERATION DOUGH-NATION

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SAINT LOUIS BREAD COMPANY, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PANERA, INC.", THE NINETEENTH DAY OF JULY, A.D. 1999, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9895712

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RECORDED: 08/05/1999

07-30-99 TRADE MARK
REEL: 001940 FRAME: 0575