

09-23-1999

FORM PTO-1594
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



101151977

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

1. Name of conveying party(ies) **IM Vending, Inc.** and Address of receiving party(ies):
2400 Yorkmont Road **09-17-1999** **Compass Group USA, Inc.**
Charlotte, NC 28217 **U.S. Patent & TMO/TM Mail Rpt Ct. #86** **2400 Yorkmont Road**
Charlotte, NC 28217

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 15, 1999

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State: 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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
See Attachment 1

B. Trademark registration No.(s)
See Attachment 2

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Timothy J. Lyden, Esq.
 Internal Address: Hogan & Harrison LLP
 Street Address: 8300 Greensboro Drive
Suite 1100
 City: McLean State: VA Zip: 22102

6. Total number of applications and registrations involved: **79**

7. Total fee (37 CFR 3.41): \$ **1990.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
08-2550
 (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.

Timothy J. Lyden September 17, 1999
 Name of Person Signing Signature Date

Total number of pages, comprising cover sheet: **7**

09/22/1999 NYNEX: 00000103-75367601

01 FC:481 46.00 EP
 02 FC:482 1926.00 EP

***MC - 027502 - #109438 v1

TRADEMARK
REEL: 001970 FRAME: 0126

ATTACHMENT 1**TRADEMARK APPLICATIONS**

MARK	APPLICATION SERIAL NO.
CULINARY TABLE	75/369,881
DOUBLE TREAT BAKERY	75/370,089
GARDEN EMPORIUM	75/369,882
LETHEBY & CHRISTOPHER	75/560,878
MARKET CENTRAL	75/603,178
MENUTAINMENT	75/369,883
MM! MENUTAINMENT (& Design)	75/370,096
MORNING EDITIONS	75/370,093
NURTURE OUR WORLD (& Design)	75/302,164
ORIGINS	75/370,092
OUT TAKES	75/370,098
PANINI FRESCA	75/370,090
PROFILES IN GOOD TASTE	75/387,711
SANDWICH CENTRAL	75/370,091
WRAP-A-BLES	75/369,878

\\MC - 687202 - #109503 v1

**TRADEMARK
REEL: 001970 FRAME: 0127**

ATTACHMENT 2**TRADEMARK REGISTRATIONS**

MARK	REGISTRATION NO.
ALL AMERICAN BEEF COMPANY	2,076,115
ALL AMERICAN BEEF COMPANY	2,086,258
ALL AMERICAN BEEF COMPANY (& Design)	2,086,265
ALL AMERICAN BEEF COMPANY (& Design)	2,103,835
ASIA KITCHEN (& Design)	1,987,578
AT HOME	1,819,301
BATEMAN	1,966,010
BATEMAN FOOD AND NUTRITION FOR HEALTHCARE (& Design)	2,036,527
BIGGER BETTER BISCUITS (& Design)	1,469,918
BLUE GOOSE FARMS (& Design)	1,936,724
CANTEEN	562,516
CANTEEN	701,771
CANTEEN	1,019,661
CANTEEN (& Design)	1,819,300
CANTEEN (& Design)	852,057
CANTEEN CLASSY COOKIES (& Design)	1,538,345
CANTEEN CREATURES (& Design)	1,821,846
CHARTWELLS	2,081,895
CHARTWELLS (& Design)	2,160,363
CLASSY COOKIES	1,536,601
COMPASS GROUP (& Design)	2,014,461
COMPASS GROUP (& Design)	2,061,949
CREATIVE CHOICES	1,819,304
CRS CANTEEN REFRESHMENT SERVICE (Stylized)	1,398,051
EAT RIGHT - FEEL RIGHT	1,819,303
EMMA MAE	2,021,347
FITNESS FARE	1,570,175
FITNESS FARE (& Design)	1,568,753
HEALTH NUTS	1,213,585
INNOVATIONS IN DINING (Stylized)	1,845,993
INTERSTATE UNITED	847,181
LIFESTYLES 2000 (& Design)	1,841,025
MENUTAINMENT	2,204,087
METROPOLITAN DELI (& Design)	2,019,626

\\MC - 687302 - #109003 v1

**TRADEMARK
REEL: 001970 FRAME: 0128**

ATTACHMENT 2 (Cont'd)**TRADEMARK REGISTRATIONS**

MARK	REGISTRATION NO.
MM! MENUTAINMENT (& Design)	2,260,461
MISCELLANEOUS DESIGN	1,188,233
MISCELLANEOUS DESIGN	1,398,777
MISCELLANEOUS DESIGN	847,182
NEW FAMOUS FOODS	2,067,579
NEW FAMOUS FOODS	2,067,581
NOT JUST DONUTS	2,009,074
NOT JUST DONUTS	2,007,101
NOT JUST DONUTS (& Design)	2,007,126
NOT JUST DONUTS (& Design)	2,007,128
PANINI (& Design)	1,978,875
PAZZELLI'S (& Design)	1,512,929
PEOPLE SERVING PEOPLE	1,199,812
PERSONAL TOUCH	1,819,302
PIZZAMORE	1,657,021
PIZZAMORE PIZZA WITH THE ACCENT (& Design)	1,688,514
ROASTISSERIE	2,011,104
ROUX FINE DINING	2,099,820
ROUX FINE DINING (& Design)	2,233,397
ROYAL GOURMET (& Design)	1,192,602
SERVICE EXPRESS	2,026,338
SIMPLE ELEGANCE (Stylized)	1,802,461
SIMPLY NATURAL	1,203,256
TASTE ME! (& Design)	1,927,615
TRADITIONS CATERING (& Design)	1,920,448
TRIM REDUCED CALORIES & LESS FAT (& Design)	1,932,818
UNITED (& Design)	795,708
UPPER CRUST	2,112,139
UPPER CRUST (& Design)	2,245,310
VINAIGRETTES FRESH SALADS AND DRESSINGS (& Design)	2,012,409

\\MC - 657902 - #169603 v1

**TRADEMARK
REEL: 001970 FRAME: 0129**

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
IM VENDING, INC., a Delaware corporation,
INTO
COMPASS GROUP USA, INC., a Delaware corporation.**

COMPASS GROUP USA, INC., a corporation organized and existing under the laws of Delaware, DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 19th day of May, 1994, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of IM Vending, Inc., a corporation incorporated on the 21st day of December, 1992, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 13th day of March, 1999, determined to and did merge into itself said IM Vending, Inc.:

RESOLVED, that Compass Group USA, Inc. merge, and it hereby does merge into itself said IM Vending, Inc. and assumes all its obligations; and

FURTHER RESOLVED, that the merger shall become effective on March 15, 1999.

FURTHER RESOLVED, that the terms and conditions of the merger are as outlined in the Plan of Merger attached hereto as Exhibit A.

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said IM Vending, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all

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acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Compass Group USA, Inc. has caused this Certificate to be signed by Mary E. Willard, its Assistant Secretary, this 15th day of March, 1999.

COMPASS GROUP USA, INC.,
a Delaware corporation

By: Mary E. Willard
Mary E. Willard
Assistant Secretary

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EXHIBIT A**PLAN OF OWNERSHIP AND MERGER**

Plan of Ownership and Merger (the "Plan") of IM Vending, Inc., a Delaware corporation ("IM VENDING"), with and into its parent corporation, Compass Group USA, Inc., a Delaware corporation ("COMPASS GROUP USA").

The following summarizes the basic terms and conditions of the merger between the aforesaid parties:

ARTICLE 1**MERGER OF IM VENDING WITH AND INTO COMPASS GROUP USA**

1.1 The Merger. On the Effective Date (as hereinafter defined), subject to the terms and conditions of this Plan and pursuant to the provisions of the General Corporation Law of Delaware, IM VENDING shall be merged with and into its parent corporation, COMPASS GROUP USA (the "Merger"), the separate existence of IM VENDING (except as may be continued by operation of law) shall cease, and COMPASS GROUP USA shall continue as the surviving corporation. The Merger shall have the effects set forth herein and the effects set forth in the General Corporation Law of Delaware.

1.2 Effective Date of Merger. The Certificate of Ownership and Merger shall provide that the Merger shall be effective March 15, 1999 (the "Effective Date").

ARTICLE 2**CANCELLATION OF SHARES**

2.1 Cancellation of Shares. On the Effective Date, by virtue of the Merger and without any action on the part of IM VENDING or the holders of each share of \$.01 par value common stock of IM VENDING issued and outstanding immediately prior to the Effective Date shall be cancelled and retired and no payment shall be made with respect thereto.

ARTICLE 3**SOLE STOCKHOLDER & BOARD OF DIRECTORS CONSENT**

3.1 The foregoing Plan of Ownership and Merger was duly adopted by the Sole Stockholder and the Boards of Directors of each of the respective corporations on the 13th day of March, 1999.

RECORDED: 09/17/1999

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