

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BancBoston Investments, Inc.		01/30/2004	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA	
Name:	Bruegger's Corporation
Street Address:	159 Bank Street
Internal Address:	P.O. Box 1082
City:	Burlington
State/Country:	VERMONT
Postal Code:	05402
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Serial Number:	75110495	BRUEGGERITA
Serial Number:	75260868	FRUIT BAGEL-ISH
Registration Number:	1513741	BRUEGGER'S
Registration Number:	1776884	THE BEST THING ROUND
Registration Number:	1781622	BRUEGGEROONS
Registration Number:	1781629	BRUEGGER'S LAST NIGHT'S BAGELS
Registration Number:	1790827	BRUEGGER'S BAGEL BAKERY FRESH BAGELS
Registration Number:	1790828	BRUEGGER'S FRESH BAGEL BAKERY
Registration Number:	1792050	BRUEGGER'S
Registration Number:	1915611	MOE'S BROADWAY BAGEL
Registration Number:	2019520	MOE'S BROADWAY BAGEL
Registration Number:	2020581	TOTALLY COMPLETELY OBSESSED WITH FRESHNESS
Registration Number:	2025050	JAVAHH!
Registration Number:	2036828	JAVAHHCINO!

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Registration Number:	2047390	WE BAKE THEM IN SMALL BATCHES ALL DAY LONG BECAUSE PEOPLE COME IN SMALL BATCHES ALL DAY LONG
Registration Number:	2054478	
Registration Number:	2054479	BRUEGGER'S BAGELS BAKED FRESH
Registration Number:	2066966	LEONARDO DA VEGGIE
Registration Number:	2068610	TOTALLY COMPLETELY OBSESSED WITH FRESHNESS
Registration Number:	2069340	HERBY TURKEY
Registration Number:	2069341	HOT SHOT TURKEY
Registration Number:	2071548	
Registration Number:	2078988	RODEO CHICKEN
Registration Number:	2123032	

CORRESPONDENCE DATA

Fax Number: (312)861-2200

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 312-861-2000

Email: ccasey@kirkland.com

Correspondent Name: Michael G. Fatall

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Address Line 2: Suite 5300

Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	38233-48 BRUEGGERS
NAME OF SUBMITTER:	Christine A. Casey

Total Attachments: 7

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this "Release") is made as of January 30, 2004 ("Effective Date") by **BAGEL ACQUISITION CORP.**, a Delaware corporation, with its principal office at 5200 Town Center Circle, c/o Sun Capital Partners, Suite 470, Boca Raton, Florida 33486 ("BAC").

WHEREAS, pursuant to the terms and conditions of that certain **Trademark Collateral Security and Pledge Agreement** by and between BancBoston Investments, Inc. ("BancBoston") and Bruegger's Corporation ("Bruegger's") dated October 20, 1997 (the "Trademark Collateral Agreement"), Bruegger's granted to BancBoston a continuing security interest in all of the trademarks, and registrations of and applications to register the foregoing, and all of the trade names and assumed names originally owned by Bruegger's (and now owned by Bruegger's Enterprises, Inc.) (collectively, the "Trademarks"), including, without limitation, the United States trademark registrations set forth on Schedule A attached hereto, the United States applications for trademark registration set forth on Schedule B attached hereto, the foreign trademark registrations set forth on Schedule C attached hereto and the State Trademark Registrations set forth on Schedule D attached hereto, and the unregistered trademarks set forth on Exhibit E attached hereto;

WHEREAS, the Trademark Collateral Agreement was recorded with the United States Patent and Trademark Office ("PTO") on June 23, 2003, at Reel 2673, Frame 0721;

WHEREAS, pursuant to the terms and conditions of that certain **Assignment of Trademark Collateral Security and Pledge Agreement** by and between BancBoston and BAC dated May 21, 2003 (the "Assignment of Trademark Collateral Agreement"), BancBoston assigned to BAC BancBoston's continuing security interest in all of the Trademarks; and

WHEREAS, the Assignment of Trademark Collateral Agreement was recorded with the PTO on June 24, 2003, at Reel 2673, Frame 0926 and Reel 2686, Frame 0487.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BAC hereby terminates the Assignment of Trademark Collateral Agreement and hereby terminates, cancels and releases any and all security interests it has against the Trademarks.

BAC shall take all further reasonable actions, and provide all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested to more fully and effectively effectuate the purposes of this Release.

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SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

Trademark No.	Registration Date	Mark
1,513,741	11/22/1988	Bruegger's
1,776,884	6/15/1993	The Best Thing Round
1,781,622	7/13/1993	Brueggeroons
1,781,629	7/13/1993	Bruegger's Last Night's Bagels and Design
1,790,827	8/31/1993	Bruegger's Bagel Bakery/Fresh Bagles & Design (circle)
1,790,828	8/31/1993	Bruegger's Fresh Bagel Bakery and Design
1,792,050	9/7/1993	Bruegger's
1,915,611	8/29/1995	Moe's Broadway Bagel & Design
2,019,520	11/26/1996	Moe's Broadway Bagel & Design
2,020,581	12/3/1996	Totally Completely Obsessed with Freshness
2,025,050	12/24/1996	Javahh!
2,036,828	2/11/1997	Javahhccino!
2,047,390	3/25/1997	We Bake Them in Small Batches All Day Long Because People Come In Small Batches All Day Long
2,054,478	4/22/1997	Bruegger's Bagels Baked Fresh Design
2,054,479	4/22/1997	Bruegger's Bagels Baked Fresh Design
2,066,966	6/3/1997	Leonardo Da Veggie
2,068,610	6/10/1997	Totally Completely Obsessed with Freshness
2,069,340	6/10/1997	Herby Turkey
2,069,341	6/10/1997	Hot Shot Turkey
2,071,548	6/17/1997	Winged Cow Design
2,078,988	7/15/1997	Rodeo Chicken
2,123,032	12/23/1997	Brueggie Character (Design Only)

SCHEDULE B

U.S. TRADEMARK APPLICATIONS

Application No.	Application Date	Mark
75/110,495	5/28/1996	Brueggerita
75/260,868	3/20/1997	Fruit Bagel-ish

SCHEDULE C

FOREIGN TRADEMARK REGISTRATIONS

Country	Registration No.	Registration Date	Mark
Canada	431,808	8/12/1994	Bruegger's Bagel Bakery/Fresh Bagels & Design (circle)
Canada	432,795	9/2/1994	Bruegger's Fresh Bagel Bakery & Design
Canada	452,098	12/22/1992	The Best Thing Round

SCHEDULE D

STATE TRADEMARK REGISTRATIONS

State	Registration No.	Registration Date	Mark
Colorado	921087768	9/8/1992	Moe's Broadway Bagel

SCHEDULE E

UNREGISTERED TRADEMARKS

Hot Bagel Stuffers