

07-27-1998



To the Honorable Commissioner of Patent

100775969

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Great Lakes Bagels, L.P.

7-20-98

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Merger and name change
- Merger
- Change of Name

Execution Date: December 5, 1997

2. Name and address of receiving party(ies):

Name: Einstein/Noah Bagel Partners, L.P.

Internal Address:

Street Address: 14123 Denver West Parkway

City: Golden State: CO ZIP: 80401-4086

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership / Delaware
- Corporation-State
- 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)

74/674185 74/673740
74/673741 74/673742

B. Trademark Registration No.(s)

2,112,621
2,017,095

Additional numbers attached? Yes No

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

Name: Rebecca B. Lederhouse

Internal Address:

Street Address: McDermott, Will & Emery

227 W. Monroe

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved:

6

7. Total Fee (37 CFR 3.41) \$165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 13-0206

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

07/24/1998 DCOATES 00000098 130206 74674185

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 169.00 CH

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.

Rebecca B. Lederhouse
Name of Person Signing

Signature

Date

7/17/98

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:

Assistant Commissioner for Trademarks
Box Assignments
Arlington, VA 22202

TRADEMARK

REEL: 1759 FRAME: 0536

ASSIGNMENT

THIS ASSIGNMENT ("Assignment"), dated as of this 13th day of February, 1997, is entered into by Bagel Boulevard Cafe America, Inc., a Delaware corporation ("ASSIGNOR") for the benefit of Alamo Bagels, L.P., a Delaware limited partnership ("ASSIGNEE").

WHEREAS, ASSIGNOR and ASSIGNEE are parties to that certain Agreement to Purchase Assets dated February 3, 1997 by and among ASSIGNOR, ASSIGNEE and the other parties named therein (the "Asset Purchase Agreement"); and

WHEREAS, ASSIGNOR solely owns and controls the entire right, title and interest in and to the trademarks and service marks, and the applications and registrations related thereto, set forth on Exhibit A attached hereto and made a part hereof, (collectively, the "Trademarks"); and

WHEREAS, pursuant to the Asset Purchase Agreement, ASSIGNOR has agreed to convey all of its right, title and interest in and to the Trademarks to ASSIGNEE.

NOW, THEREFORE, for TEN DOLLARS (\$10.00) and other good and valuable consideration paid to the ASSIGNOR by said ASSIGNEE, ASSIGNOR hereby transfers, conveys, sets over and assigns to said ASSIGNEE, as the sole and exclusive property and for the sole use and behoof of said ASSIGNEE, ASSIGNOR's entire right, title and interest in and to the Trademarks, including, without limitation, (i) all renewals thereof, (ii) all income, royalties, damages and payments now or hereafter due and/or payable to ASSIGNOR with respect thereto, including, without limitation, payments under any licenses entered into in connection therewith and damages and payments for past or future infringements thereof, (iii) the right to sue for past, present and future infringements thereof, (iv) all rights corresponding thereto throughout the world, including all foreign registrations and applications; and (v) the goodwill of ASSIGNOR's business associated with the Trademarks.

ASSIGNOR hereby agrees to execute all other documents requested by ASSIGNEE to effectuate this Assignment

IN WITNESS WHEREOF, the ASSIGNOR has executed this Assignment on the date first written above.

BAGEL BOULEVARD CAFE AMERICA, INC.

By: Marvin O. Long
Title: Vice President

Subscribed and Sworn to before
me on February 24, 1997.

Jayne K. Brown
Notary Public

My Commission expires 6-15-2000

EXHIBIT A
PROPRIETARY RIGHTS

BAGEL BOULEVARD CAFE AMERICA, INC.

<u>FEDERAL TRADEMARK/SERVICE MARK</u>	<u>REGISTRATION/ SERIAL NO.</u>	<u>STATUS</u>
Bagel Boulevard Cafe and Design	74/607,865	pending
Raspberry Road	74/674,185	pending
Downtown Grape	74/673,741	pending registered
Skyline Strawberry	74/673,740	pending
Gooseberry Lane	74/673,742	pending
Boulevard Bagel Sub	2,017,095	registered

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALAMO BAGELS, L.P.", A DELAWARE LIMITED PARTNERSHIP, WITH AND INTO "FINEST BAGELS, L.P." UNDER THE NAME OF "FINEST BAGELS, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1997, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED PARTNERSHIP SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Edward J. Freel

Edward J. Freel, Secretary of State

2556108 8330

981168941

AUTHENTICATION: 9059948

DATE:

TRADEMARK 05-04-98

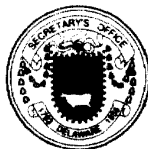
REEL: 1759 FRAME: 0540

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"FINEST BAGELS, L.P.", A DELAWARE LIMITED PARTNERSHIP, WITH AND INTO "GREAT LAKES BAGELS, L.P." UNDER THE NAME OF "GREAT LAKES BAGELS, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF JULY, A.D. 1997, AT 5:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED PARTNERSHIP SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Edward J. Freel

Edward J. Freel, Secretary of State

2556108 8330

981168941

AUTHENTICATION: 9059947

DATE:

TRADEMARK 05-04-98

REEL: 1759 FRAME: 0541

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

- "COLONIAL BAGELS, L.P.", A DELAWARE LIMITED PARTNERSHIP,
- "GREAT LAKES BAGELS, L.P.", A DELAWARE LIMITED PARTNERSHIP,
- "GULFSTREAM BAGELS, L.P.", A DELAWARE LIMITED PARTNERSHIP,
- "SUNBELT BAGELS, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "NOAH'S PACIFIC, L.P." UNDER THE NAME OF "EINSTEIN/NOAH BAGEL PARTNERS, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF DECEMBER, A.D. 1997, AT 6:10 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2556106 8100M

971416952

AUTHENTICATION: 8796103

DATE: 12-08-97