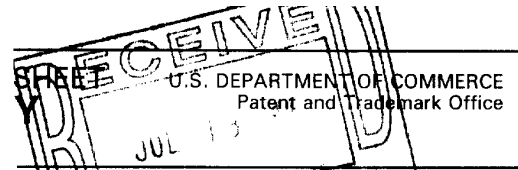


07-22-1998



To the Honorable Commissioner of Patents

100770439

attached original documents or copy thereof.

1. Name of conveying party(ies):
Brackman Brothers, Inc.

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

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

2. Name and address of receiving party(ies):
Name: Einstein/Noah Bagel Corp., f/k/a Einstein Bros. Bagels, Inc., f/k/a Progressive Bagel Concepts, Inc.

Internal Address: _____
Street Address: 14123 Denver West Parkway
City: Golden State: CO ZIP: 80401-4086

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

3. Nature of conveyance: MRD 7-13-98

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 22, 1997

4. Application number(s) or Registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
See attached Schedule A

Additional numbers attached? Yes No

6. Total number of applications and registrations involved:
8

7. Total Fee (37 CFR 3.41) \$215.00
 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)

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

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.

Rebecca B. Lederhouse
Name of Person Signing

Signature

7/10/98
Date

Total number of pages including cover sheet, attachments, and document: 3

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

Assistant Commissioner for Trademarks
Box Assignments
Arlington, VA 22202

TRADEMARK
REEL: 1759 FRAME: 0810

07/20/1998 JWH/TJH 00000034 130206 74399383

00 00 CH CH
146.00
00 FEB 402

EXHIBIT A

U.S. Trademarks

<u>Owner</u>	<u>Trademark</u>	<u>Serial #</u>	<u>Reg. #</u>	<u>Date Issued</u>
Brackman Brothers, Inc.	8 oz. Tub O'Fun	74/399,383	1,863,824	11-22-94
Brackman Brothers, Inc.	Bagel Design	74/300,472	1,761,891	3-30-93
Brackman Brothers, Inc.	Bagel Sandwich Design	74/300,473	1,759,013	3-16-93
Brackman Brothers, Inc.	Bagel with Cream Cheese Design	74/300,973	1,787,192	8-10-93
Brackman Brothers, Inc.	Brackman Bros.	74/300,574	1,769,550	15-4-93
Brackman Brothers, Inc.	Brackman Bros. Bagel Bakery and Design	74/300,471	1,759,012	3-16-93
Brackman Brothers, Inc.	Brackman Bros. Bagel Bakery	73/840,142	1,600,095	6-5-90
Brackman Brothers, Inc.	Doc's Premium	74/399,103	1,859,825	10-25-94

ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, Brackman Brothers, Inc., a Utah corporation, having a place of business at 893 McClelland Street, Salt Lake City, UT, 84102 ("Assignor"), is the owner of the United States trademark registrations described on Exhibit A attached hereto and made a part hereof; and

WHEREAS, Einstein/Noah Bagel Corp., a Delaware corporation, having a place of business at 14123 Denver West Parkway, Golden, CO, 80401 ("Assignee"), desires to acquire the entire right, title and interest in, to and under the said marks and the registrations thereof;

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00), to it in hand paid by said Assignee, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, said Assignor does hereby sell, assign, transfer and set over to said Assignee all its right, title and interest in, to and under said marks and registrations, together with the goodwill of the business symbolized by the marks, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement, said rights to be held and enjoyed by said Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made.

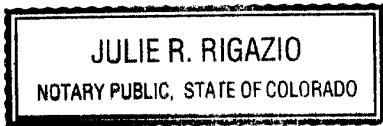
IN TESTIMONY WHEREOF, Assignor has executed this Assignment by its proper officers thereunto duly authorized.

BRACKMAN BROTHERS, INC.

By: Paul A. Strasen
Vice President

STATE OF COLORADO)
) SS
COUNTY OF JEFFERSON)

Subscribed and sworn to before me this 22nd day of December, 1997.



[Handwritten Signature]
Notary Public

My Commission Expires: 9-14-98