

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 |
|---|----------|----------------|----------------------------|
| Fleet National Bank (f/k/a/ BankBoston, N.A.) | | 01/30/2004 | CORPORATION: MASSACHUSETTS |

RECEIVING PARTY DATA

| | |
|--------------------------|-------------------------------------|
| Name: | Champlain Management Services, Inc. |
| 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: 1

| Property Type | Number | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 2054916 | BAGELNET |

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
 Address Line 1: 200 East Randolph Drive
 Address Line 2: Suite 5300
 Address Line 4: Chicago, ILLINOIS 60601

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

Total Attachments: 3

900004930

**TRADEMARK
 REEL: 002787 FRAME: 0720**

CH \$40.00 2054916

source=FLEET BANK RELEASE#page1.tif
source=FLEET BANK RELEASE#page2.tif
source=FLEET BANK RELEASE#page3.tif

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 **Intellectual Property Security Agreement** by and between Fleet National Bank (f/k/a BankBoston, N.A.) ("Fleet") and Champlain Management Services, Inc. ("CMS") dated October 20, 1997 (the "IP Security Agreement"), CMS granted to Fleet 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 CMS (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;

WHEREAS, the IP Security Agreement was recorded with the United States Patent and Trademark Office ("PTO") on December 12, 1997, at Reel 1667, Frame 0716;

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

WHEREAS, the Assignment of IP Security Agreement was recorded with the PTO on June 23, 2003, at Reel 2673, Frame 0696.

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.

* * * * *

IN WITNESS WHEREOF, Assignor has caused this Release to be executed by its duly authorized representative as of the Effective Date.

BAGEL ACQUISITION CORP.

Jason H. Neimark
Name: Jason H. Neimark
Title: Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

On this 28th day of January, 2004, there appeared before me JASON NEIMARK, personally known to me, who acknowledged that he signed the foregoing Release as his voluntary act and deed on behalf and with full authority of BAGEL ACQUISITION CORP


Janine E. Cox
Commission #DD173099
Expires: Jan 30, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Janine E. Cox
Notary Public

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

| Trademark No. | Registration Date | Mark |
|----------------------|--------------------------|-------------|
| 2,054,916 | April 22, 1997 | BAGELNET |