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RECO

OMB No. 0651-0027 (exp. 5/31/2002)

TR. 102517598

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

<p>1. Name of conveying party(ies): Einstein and Noah Corp.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State Delaware  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies) Name: AmSouth Bank, as Agent Internal Address: c/o AmSouth Capital Corp.</p> <p>Street Address: 350 Park Avenue, 20th Floor City: New York State: NY Zip: 10022</p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input type="checkbox"/> Corporation-State _____  <input checked="" type="checkbox"/> Other Banking Institution _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment                              <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                  <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other Assignment for Security _____</p> <p>Execution Date: July 8, 2003</p>			
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) 74/547,132</p>		<p>B. Trademark Registration No.(s)</p>	
Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Melanie Montenegro, Esq. Internal Address: Kaye Scholer LLP</p>		<p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">43</span></p>	
<p>Street Address: 425 Park Avenue City: New York State: NY Zip: 10022</p>		<p>7. Total fee (37 CFR 3.41).....\$ 1,090.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p>	
		<p>8. Deposit account number:  (Attach duplicate copy of this page if paying by deposit account)</p>	

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.

Johanne R. Rémy  
Name of Person Signing

*Johanne R. Rémy*  
Signature

July 15, 2003  
Date

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

18

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Schedule 2-A to Assignment  
for Security (Trademarks)

TRADEMARKS (as of June 2003)

Assignor: Einstein and Noah Corp. <sup>1</sup>

MARK	APPLICATION / REGISTRATION	FILING DATE / REGISTRATION DATE
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ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Einstein and Noah Corp. (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule A, which trademarks are registered or filed with the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor, certain affiliates thereof, certain financial institutions named therein (the "Lenders"), AmSouth Bank, as agent for the Lenders (in such capacity, together with any successor agent, "Assignee"), AmSouth Capital Corp., as administrative agent, and the guarantors named therein are parties to the Loan and Security Agreement dated as of the date hereof, and Assignee and the Lenders are desirous of having a security interest and mortgage in favor of Assignee on the above-identified property in order to secure the payment of certain obligations of Assignor now or hereafter owing to Assignee and the Lenders;

WHEREAS, Assignor has entered into a Security Agreement and Mortgage-Trademarks and Patents dated the date hereof (as it may be amended, supplemented, or otherwise modified from time to time, the "Agreement") with Assignee;

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Agreement; and

WHEREAS, when the Secured Obligations have been indefeasibly paid and performed in full, the Commitments have been terminated and all outstanding Letters of Credit have been canceled or have expired, this Assignment for Security shall terminate and Assignee, at the expense of Assignor, will execute and deliver to Assignor all instruments reasonably requested by Assignor to acknowledge and evidence termination of this Assignment for Security and will release the Trademarks from the security interest created hereby and under the Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.


Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is c/o AmSouth Capital Corp., 350 Park Avenue, 20th Floor,  
New York, New York 10022.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 8<sup>th</sup> day of July, 2003.

EINSTEIN AND NOAH CORP.

By:   
Name: Anthony D. Wedo  
Title: Chief Executive Officer

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POWERBAGELS Einstein and Noah Corp.	Application No. 74/690,946 Registration No. 1,987,020	Filed 06/20/95 Registered 07/16/96
SHINING BAGEL Design Einstein and Noah Corp.	Application No. 74/732,653 Registration No. 2,017,312	Filed 09/21/95 Registered 11/19/96
SHINING BAGEL Design Einstein and Noah Corp.	Application No. 76/447,282	Filed 09/06/02
SO EAT ALREADY Einstein and Noah Corp.	Application No. 75/449,591 Registration No. 2,296,886	Filed 03/13/98 Registered 11/30/99
SPONTANEITA Einstein and Noah Corp.	Application No. 76/021,838 Registration No. 2,560,003	Filed 04/07/00 Registered 04/09/02
THE VEG-OUT Einstein and Noah Corp.	Application No. 74/720,018 Registration No. 2,011,730	Filed 08/25/95 Registered 10/29/96
TWO GUYS LOGO Einstein and Noah Corp.	Application No. 75/177,940 Registration No. 2,211,549	Filed 10/07/96 Registered 12/15/98



**Schedule 2-A to Assignment  
for Security (Trademarks)**

MARK	APPLICATION / REGISTRATION	FILING DATE / REGISTRATION DATE
TWO GUYS LOGO Einstein and Noah Corp.	Application No. 75/177,989 Registration No. 2,211,551	Filed 10/07/97 Registered 12/15/98
TWO GUYS LOGO Einstein and Noah Corp.	Application No. 75/177,997 Registration No. 2,211,552	Filed 10/07/96 Registered 12/15/98

**TRADEMARK  
REEL: 002800 FRAME: 0337**

**RECORDED: 07/15/2003**