

08-12-2005

8/10/05

RECO
TR 103060994



To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Bagels, Inc.

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

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) July 22, 2005

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Manufacturers and Traders Trust Company

Internal

Address:

Street Address: One M&T Plaza

City: Buffalo

State: New York

Country: USA Zip: 14240

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship New York
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,191,953 2,936,230 78/404,836

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

2,191,953--Fleischer's Bagels
2,936,230--Fleischer's
78/404,836--Fleischer's Bagels Carb Trimmer

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

Name: W. Stephen Tierney, Esq.

Internal Address: Woods Oviatt Gilman LLP

Street Address: 700 Crossroads Building, 2 State Street

City: Rochester

State: New York Zip: 14614

Phone Number: 585.987.2839

Fax Number: 585.987.2939

Email Address: wtierney@woodsoviatt.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$90.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

August 8, 2005

Signature

Date

W. Stephen Tierney, Esq.

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

08/12/2005 6TOM11 00000002 2191953

01 FC:8521
02 FC:8522

40.00 DP
50.00 DP

TRADEMARK
REEL: 003206 FRAME: 0835

TRADEMARK SECURITY AGREEMENT – SHORT FORM

TRADEMARK SECURITY AGREEMENT dated July 22, 2005 made by **BAGELS, INC.**, a Delaware corporation having its principal place of business at 1688 North Wayneport Road, Macedon, New York 14502 (the "**Grantor**"), in favor of Manufacturers and Traders Trust Company ("M&T"), having its principal place of business at One M&T Plaza, Buffalo, New York 14240, as the "**Grantee**" (each as defined in the Credit Agreement referred to below).

The Grantor is party to the Credit Facility Agreement dated July 22, 2005 (as amended, supplemented or otherwise modified from time to time, the "**Credit Agreement**") with M&T. Capitalized terms not otherwise defined herein shall have the same meanings as specified therefor in the Credit Agreement or the Security Agreement referred to below.

In connection with the Credit Agreement, the Grantor and the Grantee entered into a Security Agreement dated July 22, 2005 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**") pursuant to which the Grantor has granted to the Grantee a lien on and security interest in, inter alia, all of the Grantor's rights, title, and interest in and to all Trademarks (as defined in the Security Agreement) of the Grantor, whether then owned or thereafter acquired or created by such Grantor, including, without limitation, the trademark applications and registrations therefor listed on Schedule A hereto (the "**Trademark Collateral**") and the goodwill of the business symbolized thereby.

The parties desire to record the Grantor's grant of the security interest in the Trademark Collateral to the Grantee with the United States Patent & Trademark Office.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby agrees with the Grantee as follows:

1. The Credit Agreement and Security Agreement and their terms and provisions are incorporated herein in their entirety.
2. The Grantor grants to the Grantee a lien on and security interest in all of its right, title, and interest in and to the Trademark Collateral and the goodwill of the business symbolized by the Trademark Collateral.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized, as of the date first written above.

BAGELS, INC.

By: 

Name: Raymond H. Kingsbury

Title: President

{607518;}

TRADEMARK
REEL: 003206 FRAME: 0837

SCHEDULE A

TRADEMARK COLLATERAL

Trademark: Fleischer's Bagels
Jurisdiction of Registration: United States Patent and Trademark Office
Registration #: 2,191,953
Date of Registration: September 29, 1998

Trademark was registered by Fleischer's Bagels, Inc. Such trademark has been assigned to Fleischer's Bagels LLC in connection with an asset purchase, and then to Bagels, Inc., in connection with an asset purchase.

Trademark: Fleischer's
Jurisdiction of Registration: United States Patent and Trademark Office
Registration #: 2,936,230
Date of Registration: March 29, 2005

Trademark was registered by Fleischer's Bagels, LLC. Such trademark has been assigned to Bagels, Inc., in connection with an asset purchase.

Trademark: Fleischer's Bagels Carb Trimmer
Jurisdiction of Registration: United States Patent and Trademark Office
Registration #: 78/404,836
Date of Registration: April 20, 2004

Trademark was registered by Fleischer's Bagels, LLC. Such trademark has been assigned to Bagels, Inc., in connection with an asset purchase.

{607518:}