

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 |
|---------------------------|----------|----------------|--|
| CapitalSource Finance LLC | | 08/15/2008 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|------------------------------|
| Name: | Bruegger's Enterprises, Inc. |
| Street Address: | 159 Bank Street |
| City: | Burlington |
| State/Country: | VERMONT |
| Postal Code: | 05401 |
| Entity Type: | CORPORATION: DELAWARE |

| | |
|-----------------|-----------------------|
| Name: | BF Holding, Inc. |
| Street Address: | 159 Bank Street |
| City: | Burlington |
| State/Country: | VERMONT |
| Postal Code: | 05401 |
| Entity Type: | CORPORATION: DELAWARE |

| | |
|-----------------|----------------------------------|
| Name: | Bruegger's Franchise Corporation |
| Street Address: | 159 Bank Street |
| City: | Burlington |
| State/Country: | VERMONT |
| Postal Code: | 05401 |
| Entity Type: | CORPORATION: DELAWARE |

| | |
|-----------------|--------------------------------|
| Name: | Bruegger's Holding Corporation |
| Street Address: | 159 Bank Street |
| City: | Burlington |
| State/Country: | VERMONT |
| | |

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TRADEMARK
REEL: 003837 FRAME: 0342

CH \$140.00 77178866

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|--------------|-----------------------|
| Postal Code: | 05401 |
| Entity Type: | CORPORATION: DELAWARE |

| | |
|-----------------|--------------------------|
| Name: | Three Bells Bagels, Inc. |
| Street Address: | 159 Bank Street |
| City: | Burlington |
| State/Country: | VERMONT |
| Postal Code: | 05401 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 5

| Property Type | Number | Word Mark |
|----------------|----------|------------------------|
| Serial Number: | 77178866 | BAGEL BITS |
| Serial Number: | 76585145 | BREW FOR THE CREW |
| Serial Number: | 77181236 | BRUEGGER BITES |
| Serial Number: | 76661167 | BRUEGGER'S BAKED FRESH |
| Serial Number: | 76648400 | CRANBERRY GOBBLER |

CORRESPONDENCE DATA

Fax Number: (312)660-0424
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-861-2000
 Email: ccasey@kirkland.com, szablocki@kirkland.com, nsokolova@kirkland.com
 Correspondent Name: Kirkland & Ellis LLP
 Address Line 1: 200 East Randolph Drive, Suite 5300
 Address Line 2: c/o Christine Casey
 Address Line 4: Chicago, ILLINOIS 60601

| | |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 38233-206 |
| NAME OF SUBMITTER: | Christine Casey |
| Signature: | /Christine Casey/ |
| Date: | 08/18/2008 |

Total Attachments: 3
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release") is made as of June 25, 2008 ("Effective Date") and dated as of August 15, 2008 by and between CapitalSource Finance LLC, a Delaware limited liability company ("Agent"), and Bruegger's Enterprises, Inc., a Delaware corporation, BF Holding, Inc. a Delaware corporation, Bruegger's Franchise Corporation, a Delaware corporation, Three Bells Bagels, Inc. , a Delaware corporation, Bruegger's Holding Corporation, a Delaware corporation, (collectively "Grantors").

WHEREAS, pursuant to the terms and conditions of that certain Trademark Security Agreement and Collateral Assignment by and between Grantors and Agent dated as of February 12, 2008, which amended, restated and replaced the Original Trademark Security Agreement and Collateral Assignment dated as of August 7, 2006 (the "Trademark Security Agreements"), Grantors granted to Agent as Agent for itself and Lenders a continuing security interest in the Trademarks and Trademark Collateral, as defined therein, including, without limitation, the United States trademark registrations set forth on Schedule A attached hereto and incorporated herein; and

WHEREAS, the Trademark Security Agreements were recorded with the United States Patent and Trademark Office on August 9, 2006 at Reel 3365/Frame 0779, and on February 9, 2008 at Reel 3729/Frame 0193; and

WHEREAS, Grantors have paid all of its outstanding indebtedness to Agent under the Trademark Security Agreements and the Credit Agreement (as defined thereon).


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby terminates the Trademark Security Agreements, and hereby terminates, cancels and releases any and all security interests it has against the Trademarks and Trademark Collateral identified on Schedule A attached hereto and incorporated herein.

Agent shall, at Grantors' expense, take all further actions, and provide to Grantors, its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by Grantors to more fully and effectively effectuate the purposes of this Release.

* * * * *

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

CAPITALSOURCE FINANCE LLC



Name: **Peggy Balsawer**
Associate General Counsel
Title: **Corporate Finance**

SCHEDULE A

TRADEMARK REGISTRATIONS

| Mark | Registration / Application No. | Registration / Application Date |
|------------------------|---|--|
| BAGEL BITS | 77178866 | 05/11/2007 |
| BREW FOR THE CREW | 76585145 | 04/01/2004 |
| BRUEGGER BITES | 77181236 | 05/15/2007 |
| BRUEGGER'S BAKED FRESH | 76661167 | 06/06/2006 |
| CRANBERRY GOBBLER | 76648400 | 10/13/2005 |