

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY
CONVEYING PARTY DATA	
Name	Execution Date
The Bank of New York	02/28/2006
RECEIVING PARTY DATA	
Name:	Einstein and Noah Corp.
Street Address:	1687 Cole Blvd.
City:	Golden
State/Country:	COLORADO
Postal Code:	80401
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5707676
CORRESPONDENCE DATA	
Fax Number:	(303)866-0200
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	samantha.sturgis@hro.com
Correspondent Name:	Samantha Sturgis
Address Line 1:	1700 Lincoln Street, Suite 4100
Address Line 2:	Holme Roberts & Owen LLP
Address Line 4:	Denver, COLORADO 80203
NAME OF SUBMITTER:	Samantha Sturgis
Total Attachments: 4 source=BONY-Patent#page1.tif source=BONY-Patent#page2.tif source=BONY-Patent#page3.tif source=BONY-Patent#page4.tif	

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PATENT
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PATENT RELEASE AND TERMINATION AGREEMENT

This Release and Termination Agreement (this "Agreement"), dated as of February 28, 2006, is made by The Bank of New York, as Collateral Agent (the "Collateral Agent") for the benefit of Einstein and Noah Corp., a Delaware corporation ("Borrower").

Recitals

A. New World Restaurant Group, Inc., as Issuer (the "Issuer"), Borrower, Manhattan Bagel Company, Inc., a New Jersey corporation ("Manhattan Bagel"), Willoughby's Incorporated, a Connecticut corporation ("Willoughby's"), Chesapeake Bagel Franchise Corp., a New Jersey corporation ("Chesapeake"), Einstein/Noah Bagel Partners, Inc., a California corporation ("Einstein/Noah"), I. & J. Bagel, Inc., a California corporation ("I&J"), and the Collateral Agent, as Trustee ("Trustee") have entered into an Indenture, dated as of July 8, 2003 (the "Indenture"), and in connection therewith, the Issuer has issued (the "Notes Issuance") its 13% Senior Secured Notes due 2008 (collectively, the "Notes");

B. In connection with the Notes Issuance, Borrower entered into a Patent Security Agreement ("Patent Agreement"), dated as of July 8, 2003 that granted the Collateral Agent a continuing security interest in all of the Patent Collateral (as defined in the Patent Agreement) to secure all secured obligations; and

C. Pursuant to the Notice of Full Redemption dated January 27, 2006 from the Issuer to the holders of the Notes, the Issuer notified the holders of its election to redeem all of the outstanding Notes on February 28, 2006. On February 28, 2006, the Issuer has deposited with Trustee a sufficient amount to redeem the Notes and the Issuer's obligations under the Indenture, except those surviving obligations specified in Section 8.03 of the Indenture, have been discharged.

AGREEMENT

In consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent agrees that (a) the Collateral Agent hereby releases and terminates its security interest in all right, title and interest in and to all patents pledged by the Borrower to the Collateral Agent, as set forth on Exhibit A hereto, (b) the Patent Agreement is hereby terminated, and (c) this agreement may be executed by the Collateral Agent and the Borrower in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

THE BANK OF NEW YORK, as Collateral Agent

By: *Nelma Gray*
Authorized Signatory

ACKNOWLEDGED AND AGREED:

EINSTEIN AND NOAH CORP.,
a Delaware corporation

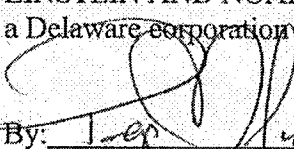
By: _____
Name: _____
Title: _____

THE BANK OF NEW YORK, as Collateral Agent

By: _____
Authorized Signatory

ACKNOWLEDGED AND AGREED:

EINSTEIN AND NOAH CORP.,
a Delaware corporation

By:  _____
Name: PAUL J.B. MURPHY, III
Title: PRESIDENT & CEO

[Signature Page to Patent Release and Termination Agreement—Einstein and Noah]

EXHIBIT A

ISSUED PATENTS

<u>Country</u>	<u>Patent Number</u>	<u>Title</u>
United States	5707676	A PROCESS FOR MAKING FROZEN BAGEL SHAPES