

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                          |
|-----------------------|--------------------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT           |
| NATURE OF CONVEYANCE: | RELEASE BY SECURED PARTY |

**CONVEYING PARTY DATA**

| Name                 | Formerly | Execution Date | Entity Type           |
|----------------------|----------|----------------|-----------------------|
| The Bank of New York |          | 02/28/2006     | CORPORATION: NEW YORK |

**RECEIVING PARTY DATA**

|                 |                                    |
|-----------------|------------------------------------|
| Name:           | Einstein/Noah Bagel Partners, Inc. |
| Street Address: | 1687 Cole Blvd.                    |
| City:           | Golden                             |
| State/Country:  | COLORADO                           |
| Postal Code:    | 80401                              |
| Entity Type:    | CORPORATION: CALIFORNIA            |

**PROPERTY NUMBERS Total: 19**

| Property Type        | Number  | Word Mark                             |
|----------------------|---------|---------------------------------------|
| Registration Number: | 2136311 | A ROAST OF OLD NEW YORK               |
| Registration Number: | 2227592 | NOAH'S NEW YORK BAGELS HOT BAGELS     |
| Registration Number: | 2227589 |                                       |
| Registration Number: | 2556962 | EGG MIT                               |
| Registration Number: | 2098724 | N                                     |
| Registration Number: | 2848709 | NOAH'S                                |
| Registration Number: | 2755745 | NOAH'S                                |
| Registration Number: | 2591900 | NOAH'S                                |
| Registration Number: | 2850235 | NOAH'S                                |
| Registration Number: | 2136800 | NOAH'S BAGELS                         |
| Registration Number: | 1838799 | NOAH'S BAGELS                         |
| Registration Number: | 1841045 | NOAH'S BAGELS                         |
| Registration Number: | 2207907 | NOAH'S BAGELS A TASTE OF OLD NEW YORK |
| Registration Number: | 2237393 | NOAH'S BLEND                          |

**CH \$490.00 2136311**

|                      |          |                                      |
|----------------------|----------|--------------------------------------|
| Registration Number: | 2143901  | NOAH'S NEW YORK BAGELS               |
| Registration Number: | 1961823  | NOAH'S NEW YORK BAGELS               |
| Serial Number:       | 78218299 | NOAH'S SHMEARS                       |
| Serial Number:       | 78218303 | NOAH'S SHMEARS                       |
| Registration Number: | 1931491  | PROTECT YOUR BAGELS, PUT LOX ON THEM |

**CORRESPONDENCE DATA**

Fax Number: (303)866-0200

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (303) 866-0581

Email: samantha.sturgis@hro.com

Correspondent Name: Samantha Sturgis

Address Line 1: 1700 Lincoln Street

Address Line 2: Suite 4100

Address Line 4: Denver, COLORADO 80203

|                         |                       |
|-------------------------|-----------------------|
| ATTORNEY DOCKET NUMBER: | 49153-00150           |
| NAME OF SUBMITTER:      | Samantha Sturgis      |
| Signature:              | /Samantha A. Sturgis/ |
| Date:                   | 02/28/2006            |

**Total Attachments: 4**

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## **TRADEMARK 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/Noah Bagel Partners, Inc., a California corporation ("Borrower").

### **Recitals**

A. New World Restaurant Group, Inc., as Issuer (the "Issuer"), Borrower, Chesapeake Bagel Franchise Corp., a New Jersey corporation ("Chesapeake"), Manhattan Bagel Company, Inc., a New Jersey corporation ("Manhattan Bagel"), Einstein and Noah Corp., a Delaware corporation ("Einstein"), Willoughby's Incorporated, a Connecticut corporation ("Willoughby's"), 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 Trademark Security Agreement ("Trademark Agreement"), dated as of July 8, 2003 that granted the Collateral Agent a continuing security interest in all of the Trademark Collateral (as defined in the Trademark 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 trademarks pledged by the Borrower to the Collateral Agent, as set forth on Exhibit A hereto, (b) the Trademark 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: Melissa Young  
Authorized Signatory

**ACKNOWLEDGED AND AGREED:**

EINSTEIN/NOAH BAGEL PARTNERS, INC.,  
a California corporation

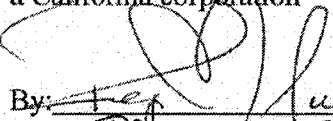
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

THE BANK OF NEW YORK, as Collateral Agent

By: \_\_\_\_\_  
Authorized Signatory

**ACKNOWLEDGED AND AGREED:**

EINSTEIN/NOAH BAGEL PARTNERS, INC.,  
a California corporation

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

[Signature Page to Trademark Release and Termination Agreement-Einstein/Noah Bagel Partners]

**TRADEMARK**  
**REEL: 003255 FRAME: 0365**

**EXHIBIT A**

TRADEMARKS

| <u>Application Number</u> | <u>Registration Number</u> | <u>Description</u>  |
|---------------------------|----------------------------|---|
|                           | 2136311                    | A ROAST OF OLD NEW YORK                                     |
|                           | 2227592                    | DESIGN OF RESTAURANT TRADE DRESS (Exterior) (IC 42)         |
|                           | 2227589                    | DESIGN OF RESTAURANT TRADE DRESS (Interior) (IC 42)         |
|                           | 2556962                    | EGG MIT   |
|                           | 2098724                    | N AND DESIGN (IC 42)  |
|                           | 2848709                    | NOAH'S (IC 21)  |
|                           | 2755745                    | NOAH'S (IC 25)  |
|                           | 2591900                    | NOAH'S (IC 30)  |
|                           | 2850235                    | NOAH'S (IC 43)  |
|                           | 2136800                    | NOAH'S BAGELS (IC 29)                                       |
|                           | 1838799                    | NOAH'S BAGELS (IC 30 FOR BAGELS)                            |
|                           | 1841045                    | NOAH'S BAGELS (IC 42)                                       |
|                           | 2207907                    | NOAH'S BAGELS A TASTE OF OLD NEW YORK AND DESIGN (IC 42)    |
|                           | 2237393                    | NOAH'S BLEND  |
|                           | 2143901                    | NOAH'S NEW YORK BAGELS (IC 42 FOR RESTAURANT SERVICES ONLY) |
|                           | 1961823                    | NOAH'S NEW YORK BAGELS (IC 42)                              |
| 78218299                  |                            | NOAH'S SHMEARS (IC 29)                                      |
| 78218303                  |                            | NOAH'S SHMEARS (IC 43)                                      |
|                           | 1931491                    | PROTECT YOUR BAGELS, PUT LOX ON THEM (IC 42)                |