

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--------------------------|-----------------------|-----------------------|
| 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 and Noah Corp. |
| Street Address: | 1687 Cole Blvd. |
| City: | Golden |
| State/Country: | COLORADO |
| Postal Code: | 80401 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 37

| Property Type | Number | Word Mark |
|----------------------|----------|---------------------|
| Registration Number: | 2537310 | BAGEL SCHLEPPER |
| Registration Number: | 2664238 | BOHEMIAN BLEND |
| Registration Number: | 2282292 | CHICAGO BAGEL DOG |
| Registration Number: | 2489093 | COME BACK FOR LUNCH |
| Registration Number: | 2789983 | COOL CAT |
| Registration Number: | 2673186 | DARN GOOD COFFEE |
| Serial Number: | 78492465 | EINSTEIN BROS. CAFÉ |
| Serial Number: | 78492511 | EINSTEIN BROS. CAFÉ |
| Serial Number: | 78492275 | |
| Serial Number: | 78492283 | |
| Serial Number: | 78492399 | |
| Serial Number: | 78492417 | |
| Registration Number: | 2885668 | |
| Registration Number: | 2239308 | |

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|----------------------|---------|--------------------------------|
| Registration Number: | 2209525 | |
| Registration Number: | 2211548 | EINSTEIN BROS BAGELS |
| Registration Number: | 2194140 | EINSTEIN BROS BAGELS |
| Registration Number: | 2461914 | EINSTEIN BROS. |
| Registration Number: | 2272532 | EINSTEIN BROS. |
| Registration Number: | 2092522 | EINSTEIN BROS. |
| Registration Number: | 2146983 | EINSTEIN BROS. |
| Registration Number: | 2078607 | EINSTEIN BROS. |
| Registration Number: | 2060493 | EINSTEIN BROS. |
| Registration Number: | 2253994 | |
| Registration Number: | 2579896 | EXPERIENCE MAKERS |
| Registration Number: | 2287872 | FANCY SCHMANCY CATERING |
| Registration Number: | 2482008 | FEED YOUR CURIOSITY |
| Registration Number: | 2263173 | FOOD FOR A MIND BAGELING WORLD |
| Registration Number: | 2672909 | HATE TO WAIT? |
| Registration Number: | 2672908 | HATE TO WAIT? |
| Registration Number: | 2381746 | NOSH BOX |
| Registration Number: | 1987020 | POWERBAGELS |
| Registration Number: | 2296886 | SO EAT ALREADY |
| Registration Number: | 2560003 | SPONTANEITEA |
| Registration Number: | 2211551 | |
| Registration Number: | 2211552 | |
| Registration Number: | 2011730 | THE VEG-OUT |

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

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

TRADEMARK

REEL: 003255 FRAME: 0439

Date:

02/28/2006

Total Attachments: 5

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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 and Noah Corp., a Delaware 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"), Willoughby's Incorporated, a Connecticut corporation ("Willoughby's"), 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 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: Melina Young
Authorized Signatory

ACKNOWLEDGED AND AGREED:

EINSTEIN AND NOAH CORP.,
a Delaware corporation

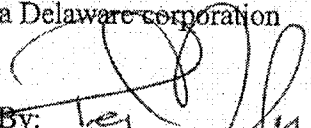
By: _____
Name: _____
Title: _____

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**TRADEMARKS**

| Application Number | Registration Number | Description |
|--------------------|---------------------|---|
| | 2537310 | BAGEL SCHLEPPER |
| | 2664238 | BOHEMIAN BLEND |
| | 2282292 | CHICAGO BAGEL DOG |
| | 2489093 | COME BACK FOR LUNCH |
| | 2789983 | COOL CAT |
| | 2673186 | DARN GOOD COFFEE |
| 78492465 | | DESIGN OF FORK AND SPOON IN A BOX WITH THE WORDS "EINSTEIN BROS. CAFE" BELOW |
| 78492511 | | DESIGN OF FORK AND SPOON IN A BOX WITH THE WORDS "EINSTEIN BROS. CAFE" TO THE RIGHT |
| 78492275 | | DESIGN OF FORK AND SPOON IN A SQUARE BOX (IC 21) |
| 78492283 | | DESIGN OF FORK AND SPOON IN A SQUARE BOX (IC 29) |
| 78492399 | | DESIGN OF FORK AND SPOON IN A SQUARE BOX (IC 30) |
| 78492417 | | DESIGN OF FORK AND SPOON IN A SQUARE BOX (IC 43) |
| | 2885668 | DESIGN OF SHINING BAGEL |
| | 2239308 | DOUBLE CIRCLE LOGO WITH EINSTEIN BROS. INSIDE (IC 30) |
| | 2209525 | DOUBLE CIRCLE LOGO WITH EINSTEIN BROS. INSIDE (IC 42) |
| | 2211548 | EINSTEIN BROS BAGELS AND CIRCLE LOGO (IC30) |
| | 2194140 | EINSTEIN BROS BAGELS AND CIRCLE LOGO (IC42) |

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| | 2461914 | EINSTEIN BROS. (IC 20) |
| | 2272532 | EINSTEIN BROS. (IC 21) |
| | 2092522 | EINSTEIN BROS. (IC 29) |
| | 2146983 | EINSTEIN BROS. (IC 30) |
| | 2078607 | EINSTEIN BROS. (IC 30) (COFFEE AND TEA) |
| | 2060493 | EINSTEIN BROS. (IC 42) |
| | 2253994 | EINSTEIN BROS. DOUBLE CIRCLE DESIGN (IC 29) |
| | 2579896 | EXPERIENCE MAKERS |
| | 2287872 | FANCY SCHMANCY CATERING |
| | 2482008 | FEED YOUR CURIOSITY |
| | 2263173 | FOOD FOR A MIND BAGELING WORLD |
| | 2672909 | HATE TO WAIT? (IC 29) |
| | 2672908 | HATE TO WAIT? (IC 30) |
| | 2381746 | NOSH BOX |
| | 1987020 | POWERBAGELS |
| | 2296886 | SO EAT ALREADY |
| | 2560003 | SPONTANEITEA |
| | 2211551 | TWO GUYS LOGO (IC 30) |
| | 2211552 | TWO GUYS LOGO (IC 42) |
| | 2011730 | THE VEG-OUT |