

**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
AmSouth Bank		02/28/2006	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	New World Restaurant Group, Inc.
Street Address:	1687 Cole Blvd.
City:	Golden
State/Country:	COLORADO
Postal Code:	80401
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	2806827	MOUNTAIN RIDGE
Registration Number:	2634042	NEW WORLD COFFEE
Registration Number:	2130746	NEW WORLD COFFEE & BAGELS
Registration Number:	1858231	NEW WORLD COFFEE
Registration Number:	1889054	NEW WORLD COFFEE
Registration Number:	2510968	NEW WORLD FREEZERS
Registration Number:	1905801	SUMMERTIME BLEND

**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

**CH \$190.00 2806827**

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 AmSouth Bank, as collateral agent for the lenders under the Loan Agreement (as defined below) (the "Agent") for the benefit of New World Restaurant Group, Inc., a Delaware corporation ("Borrower").

### **Recitals**

A. Borrower, I. & J. Bagel, Inc., a California corporation ("I&J"), 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 and Noah Corp., a Delaware corporation ("Einstein"), Einstein/Noah Bagel Partners, Inc., a California corporation ("Einstein/Noah," and together with I&J, Chesapeake, Manhattan Bagel, Willoughby's, Einstein and Borrower, the "Borrowers"), various financial institutions and the Agent, as agent, have entered into a Loan and Security Agreement, dated as of July 8, 2003, as amended (the "Loan Agreement");


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

C. As provided in the letter from Agent to Borrowers dated February 27, 2006 (the "Payoff Letter"), the Borrowers have deposited with Agent a sufficient amount to satisfy and pay in full the obligations and liabilities under the Loan Agreement or other Loan Documents (as defined in the Loan Agreement), except those surviving obligations that are expressly set forth in the Loan Agreement and other Loan Documents as surviving termination of such Loan Document or as specifically set forth in the Payoff Letter.

### **AGREEMENT**

In consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent agrees that (a) the 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 Agent, as set forth on Exhibit A hereto, (b) the Trademark Agreement is hereby terminated, and (c) this agreement may be executed by the 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.

AMSOUTH BANK, as Agent

By:   
Authorized Signatory

**ACKNOWLEDGED AND AGREED:**

NEW WORLD RESTAURANT GROUP, INC.  
a Delaware corporation

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

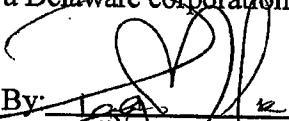
[Signature Page to Trademark Release and Termination Agreement-New World Restaurant Group]

AMSOUTH BANK, as Agent

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

**ACKNOWLEDGED AND AGREED:**

NEW WORLD RESTAURANT GROUP, INC.  
a Delaware corporation

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

**EXHIBIT A**

**TRADEMARKS**

<u>Application Number</u>	<u>Registration Number</u>	<u>Description</u>
	2806827	MOUNTAIN RIDGE
	2634042	NEW WORLD COFFEE
	2130746	NEW WORLD COFFEE & BAGELS
	1858231	NEW WORLD COFFEE (IC 30)
	1889054	NEW WORLD COFFEE (IC 42)
	2510968	NEW WORLD FREEZERS
	1905801	SUMMERTIME BLEND