

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:	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:	2011730	THE VEG-OUT
Registration Number:	2211551	
Registration Number:	2211552	

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/

TRADEMARK

REEL: 003255 FRAME: 0534

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 AmSouth Bank, as collateral agent for the lenders under the Loan Agreement (as defined below) (the "Agent") for the benefit of Einstein and Noah Corp., a Delaware corporation ("Borrower").

Recitals

A. Borrower, New World Restaurant Group, Inc., a Delaware corporation ("New World"), 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 together with New World, Chesapeake, Manhattan Bagel, Willoughby's, Einstein/Noah 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");

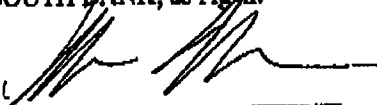
B. In connection with the Loan Agreement, Borrower entered into a Trademark Security Agreement ("Trademark Agreement"), dated as of July 8, 2003, that granted the Agent a continuing security interest in all of the Trademark Collateral (as defined in the Trademark Agreement) to secure all secured obligations;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

EINSTEIN AND NOAH CORP.,
a Delaware corporation

By: _____
Name: _____
Title: _____

AMSOUTH BANK, as Agent

By: _____
Authorized Signatory

ACKNOWLEDGED AND AGREED:

EINSTEIN AND NOAH CORP.,
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>
	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)

	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
	2011730	THE VEG-OUT
	2211551	TWO GUYS LOGO (IC 30)
	2211552	TWO GUYS LOGO (IC 42)