

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:	Chesapeake Bagel Franchise Corp.		
Street Address:	1687 Cole Blvd.		
City:	Golden		
State/Country:	COLORADO		
Postal Code:	80401		
Entity Type:	CORPORATION: NEW JERSEY		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2318460	CHESAPEAKE	
Registration Number:	2199460	CHESAPEAKE BAGEL BAKERY	
Registration Number:	1427545		
CORRESPONDENCE DATA			
Fax Number:	(303)866-0200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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		

OP \$90.00 2318460

Signature:	/Samantha A. Sturgis/
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Date:	02/28/2006
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<p>Total Attachments: 4 source=BONY-Chesapeake#page1.tif source=BONY-Chesapeake#page2.tif source=BONY-Chesapeake#page3.tif source=BONY-Chesapeake#page4.tif</p>
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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 Chesapeake Bagel Franchise Corp., a New Jersey 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"), Einstein and Noah Corp., a Delaware corporation ("Einstein"), 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: *Melissa Young*
Authorized Signatory

ACKNOWLEDGED AND AGREED:

CHESAPEAKE BAGEL FRANCHISE CORP.,
a New Jersey corporation

By: _____
Name: _____
Title: _____

THE BANK OF NEW YORK, as Collateral Agent

By: _____
Authorized Signatory

ACKNOWLEDGED AND AGREED:

CHESAPEAKE BAGEL FRANCHISE CORP.,
a New Jersey corporation

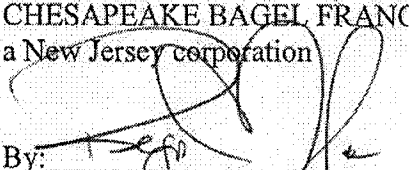
By: 
Name: PAUL J. B. MURPHY, III
Title: PRESIDENT & CEO

EXHIBIT A

TRADEMARKS

<u>Application Number</u>	<u>Registration Number</u>	<u>Description</u>
	2318460	CHESAPEAKE
	2199460	CHESAPEAKE BAGEL BAKERY (IC 35 AND 42)
	1427545	ALL HAIL THE BAGEL and Design