

09-10-2003



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102546194

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Bank of America, N.A. [Handwritten initials: 9.8.03] Individual(s) [] Association [] General Partnership [] Limited Partnership [] Corporation-State [] Other [] Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: Einstein/Noah Bagel Partners, Inc. Internal Address: Street Address: 14123 Denver West Parkway City: Golden State: CO Zip: 80401 Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State Delaware [X] Other [] If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [X] Yes [] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [X] Other Release of Security Agreement Execution Date: August 27, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 74/720,016 B. Trademark Registration No.(s) See Attached Schedule A Additional number(s) attached [X] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Carla Passos, Esq. Internal Address: Proskauer Rose LLP Street Address: 1585 Broadway City: New York State: NY Zip: 10036-8299

6. Total number of applications and registrations involved: 55 7. Total fee (37 CFR 3.41) \$ 1390.00 [] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 16-2500 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Carla Passos Name of Person Signing [Handwritten Signature] Signature September 4, 2003 Date

Total number of pages including cover sheet, attachments, and document: 11

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

09/09/2003 LNUELLER 00000052 162500 74720016 01 FC:0521 46.00 BA 02 FC:0522 1350.00 BA

OFFICE OF PRIORITY RECORDS

2003 SEP -8 PM 3:30 FINANCE SECTION

TRADEMARK REEL: 002816 FRAME: 0616

Name And Address Of Additional Receiving Party:

Einstein and Noah Corp.
(f/n/a Einstein Acquisition Corp.)
Delaware corporation
1687 Cole Boulevard
Golden, CO

Schedule A – Release of Security Interest – Bank of America, N.A.

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	A ROAST OF OLD NEW YORK	2,136,311	75/179,840
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	N (and Design)	2,156,372	75/213,081
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	N (and Design)	2,098,724	75/051,220
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S	2,591,900	75/501,647
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S BAGELS	2,136,800	75/165,211
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S BAGELS	2,260,776	75/458,245

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Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S BAGELS	1,838,799	74/416,403
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S BAGELS	1,841,045	74/416,407
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S BAGELS A TASTE OF OLD NEW YORK (and Design)	2,115,954	75/193,555
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S BAGELS A TASTE OF OLD NEW YORK (and Design)	2,112,306	75/197,964
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S BAGELS A TASTE OF OLD NEW YORK (and Design)	2,205,211	75/315,417
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S BAGELS A TASTE OF OLD NEW YORK (and Design)	2,101,337	75/167,041
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S BAGELS A TASTE OF OLD NEW YORK (and Design)	2,264,567	75/458,239

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S BAGELS A TASTE OF OLD NEW YORK (and Design)	1,893,247	74/416,973
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S BAGELS A TASTE OF OLD NEW YORK (and Design)	2,207,907	75/131,710
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S BLEND	2,237,393	75/241,337
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S NEW YORK BAGELS	2,112,305	75/197,953
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S NEW YORK BAGELS	1,961,823	74/644,901
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	NOAH'S NEW YORK BAGELS (and Design)	2,143,901	75/051,113
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	PROTECT YOUR BAGELS, PUT LOX ON THEM	1,931,491	74/597,164
Einstein/Noah Bagel Partners,	Bank of America, N.A., 231 S. Lasalle St.,	NOAH'S NEW YORK HOT	2,227,592	75/352,359

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Inc.	Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	BAGELS (and Design)		
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	(Design only)	2,227,589	75/352,140
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	A TASTE OF OLD NEW YORK	2,079,401	75/165,753
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	A TASTE OF OLD NEW YORK	2,061,516	75/131,545
Einstein/Noah Bagel Partners, Inc.	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date Recorded: 3/1/00 Reel/Frame: 2045/0031	A TASTE OF OLD NEW YORK	1,848,677	74/416,406
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	A ROUND LUNCH IN A SQUARE BOX	2,081,647	75/161,137
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	BAGEL & BAGEL	2,181,665	74/547,132

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	BAGEL & BAGEL	2,356,417	74/545,735
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	CHICAGO BAGEL DOG	2,282,292	75/501,370
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	COME BACK FOR LUNCH	2,489,093	75/864,449
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	COOL CAT	-----	74/720,016
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	(Design only)	2,129,724	74/732,661
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	(Design only)	2,183,221	74/732,662
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	(Design only)	2,239,308	75/177,941

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	(Design only)	2,209,525	75/177,939
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	EINSTEIN BROS.	2,461,914	75/051,994
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	EINSTEIN BROS.	2,272,532	75/051,996
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	EINSTEIN BROS.	2,092,522	74/732,658
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	EINSTEIN BROS.	2,146,983	74/732,659
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	EINSTEIN BROS.	2,078,607	75/032,035
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	EINSTEIN BROS.	2,060,493	74/732,660
Einstein and Noah Corp.	Bank of America, N.A., 231 S. Lasalle St.,	EINSTEIN BROS BAGELS	2,211,548	75/177,938

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
(f/k/a Einstein Acquisition Corp.)	Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	(and Design)		
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	EINSTEIN BROS BAGELS (and Design)	2,194,140	75/177,945
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	EINSTEIN BROS. BAGELS (and Design)	2,094,203	75/026,043
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	EINSTEIN'S	2,217,510	74/675,983
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	ELMO EINSTEIN'S	2,279,701	75/207,123
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	FANCY SCHMANCY CATERING	2,287,872	75/553,926
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	FOOD FOR A MIND BAGELING WORLD	2,263,173	75/522,968
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00	LUCKY GREEN BAGELS	2,262,673	75/451,784

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Corp.)	Reel/Frame: 2042/0276			
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	NOSH BOX	2,381,746	75/406,346
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	POWERBAGELS	1,987,020	74/690,946
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	(Design only)	2,017,312	74/732,653
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	SO EAT ALREADY	2,296,886	75/449,591
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00 Reel/Frame: 2042/0276	THE VEG-OUT	2,011,730	74/720,018
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America, N.A., 231 S. Lasalle St., Chicago, IL, 60697 Date recorded: 3/1/00	MELVYN EINSTEIN	2,304,480	75/176,757

RELEASE OF SECURITY INTEREST IN TRADEMARKS

Release dated as of AUGUST 27, 2003 by Bank of America, N.A., as secured party ("Secured Party").

WHEREAS, New World Restaurant Group, Inc. (f/k/a New World Coffee-Manhattan Bagel, Inc.), Manhattan Bagel Company, Inc., Chesapeake Bagel Franchise Corp. (f/k/a CBB Acquisition Corp.), Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.) and Einstein/Noah Bagel Partners, Inc. (the "Obligors") are the owners of certain United States trademarks, including the trademarks listed on Schedule A hereto; and

WHEREAS, the Obligors pledged and granted to the Secured Party a security interest and lien in and to certain trademarks including the trademarks listed on Schedule A hereto (the "Trademarks"); and

WHEREAS, all obligations of the Obligors secured by the Trademarks have been satisfied in full;

NOW THEREFORE, for good and valuable consideration, and intending to be legally bound hereby, the Secured Party hereby releases and remits to the Obligors any and all security interest and lien in and to any and all right, title and interest in and to any and all trademarks of the Obligors, including the aforesaid Trademarks, and hereby gives notice of such release of security interest.

Executed as of the date first above written.

Bank of America, N.A., as Secured Party
By: David A. Johanson
Name: David A. Johanson
Title: Vice President