

09-10-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE



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

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 Illinois
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

9.803

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 Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger Security Agreement Change of Name 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 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: 35
7. Total fee (37 CFR 3.41): \$ 890.00
Enclosed 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 Signature September 4, 2003 Date

Total number of pages including cover sheet, attachments, and document: 15

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

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01 FC:0521 40.00 BA 02 FC:0522 850.00 BA

OFFICE OF PUBLIC RECORDS 2003 SEP -8 PM 3:31 FINANCE SECTION

TRADEMARK REEL: 002819 FRAME: 0734

**Name And Address Of Additional Receiving Party:**

Einstein and Noah Corp.  
(f/n/a Einstein Acquisition Corp.)  
Delaware corporation  
1687 Cole Boulevard  
Golden, CO 80401

**Schedule A – Release of Security Interest – Bank of America Illinois**

<b>MARK OWNER</b>	<b>SECURED PARTY</b>	<b>TRADEMARK</b>	<b>Registration No.</b>	<b>Application No.</b>
Einstein/Noah Bagel Partners, Inc.	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1474/0048</b>	N (and Design)	2,098,724	75/051,220
Einstein/Noah Bagel Partners, Inc.	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1474/0048</b>	NOAH'S BAGELS	1,838,799	74/416,403
Einstein/Noah Bagel Partners, Inc.	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1474/0048</b>	NOAH'S BAGELS	1,841,045	74/416,407

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Einstein/Noah Bagel Partners, Inc.	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> 6/12/96 <b>Reel/Frame:</b> 1474/0048	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 Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> 6/12/96 <b>Reel/Frame:</b> 1474/0524	NOAH'S NEW YORK BAGELS	1,961,823	74/644,901
Einstein/Noah Bagel Partners, Inc.	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> 6/12/96 <b>Reel/Frame:</b> 1474/0048	NOAH'S NEW YORK BAGELS (and Design)	2,143,901	75/051,113

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Einstein/Noah Bagel Partners, Inc.	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> 6/12/96 <b>Reel/Frame:</b> 1474/0048	PROTECT YOUR BAGELS, PUT LOX ON THEM	1,931,491	74/597,164
Einstein/Noah Bagel Partners, Inc.	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> 6/12/96 <b>Reel/Frame:</b> 1474/0048	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 Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> 11/17/97 <b>Reel/Frame:</b> 1656/0218	A ROUND LUNCH IN A SQUARE BOX	2,081,647	75/161,137

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>	BAGEL & BAGEL	2,181,665	74/547,132
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>	BAGEL & BAGEL	2,356,417	74/545,735
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>	COOL CAT	-----	74/720,016

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>	(Design only)	2,129,724	74/732,661
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>	(Design only)	2,183,221	74/732,662
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>11/17/97</b> <b>Reel/Frame:</b> <b>1656/0218</b>	(Design only)	2,253,994	75/177,937
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as	(Design only)	2,239,308	75/177,941

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
	agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>11/17/97</b> <b>Reel/Frame:</b> <b>1656/0218</b>			
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>11/17/97</b> <b>Reel/Frame:</b> <b>1656/0218</b>	(Design only)	2,209,525	75/177,939
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>	EINSTEIN BROS.	2,461,914	75/051,994



MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> 6/12/96 <b>Reel/Frame:</b> 1475/0097	EINSTEIN BROS.	2,272,532	75/051,996
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> 6/12/96 <b>Reel/Frame:</b> 1475/0097	EINSTEIN BROS.	2,092,522	74/732,658
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> 6/12/96 <b>Reel/Frame:</b> 1475/0097	EINSTEIN BROS.	2,146,983	74/732,659
Einstein and Noah Corp. (f/k/a Einstein	Bank of America	EINSTEIN BROS.	2,078,607	75/032,035

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Acquisition Corp.)	Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>			
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>	EINSTEIN BROS.	2,060,493	74/732,660
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>11/17/97</b> <b>Reel/Frame:</b> <b>1656/0218</b>	EINSTEIN BROS BAGELS (and Design)	2,211,548	75/177,938

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>11/17/97</b> <b>Reel/Frame:</b> <b>1656/0218</b>	EINSTEIN BROS BAGELS (and Design)	2,194,140	75/177,945
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>	EINSTEIN BROS. BAGELS (and Design)	2,094,203	75/026,043
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>	EINSTEIN'S	2,217,510	74/675,983
Einstein and Noah Corp. (f/k/a Einstein	Bank of America	ELMO EINSTEIN'S	2,279,701	75/207,123

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Acquisition Corp.)	Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>11/17/97</b> <b>Reel/Frame:</b> <b>1656/0218</b>			
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>11/17/97</b> <b>Reel/Frame:</b> <b>1656/0218</b>	MELVYN EINSTEIN	2,304,480	75/176,757
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>	POWERBAGELS	1,987,020	74/690,946
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as	(Design only)	2,017,312	74/732,653

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	agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>			
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>6/12/96</b> <b>Reel/Frame:</b> <b>1475/0097</b>	THE VEG-OUT	2,011,730	74/720,018
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>11/17/97</b> <b>Reel/Frame:</b> <b>1656/0218</b>	(Design only)	2,211,549	75/177,940
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, 	(Design only)	2,211,552	75/177,997

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	Chicago, IL, 60697 <b>Date Recorded:</b> <b>11/17/97</b> <b>Reel/Frame:</b> <b>1656/0218</b>			
Einstein and Noah Corp. (f/k/a Einstein Acquisition Corp.)	Bank of America Illinois, as agent, 231 La Salle Street, Chicago, IL, 60697 <b>Date Recorded:</b> <b>11/17/97</b> <b>Reel/Frame:</b> <b>1656/0218</b>	(Design only)	2,211,551	75/177,989

**RELEASE OF SECURITY INTEREST IN TRADEMARKS**

Release dated as of   AUGUST 27  , 2003 by Bank of America Illinois,

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 Illinois, as Secured Party  
By: David A. Johanson  
Name: David A. Johanson  
Title: Vice President