

09-10-2003



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102545868

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

1. Name of conveying party(ies): **9.8.03**
Fleet National Bank, N.A.
(f/n/a BankBoston, N.A.)
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: New World Restaurant Group, Inc.
(f/n/a New World Coffee-Manhattan Bagel, Inc.)
Street Address: 246 Industrial Way West
City: Eatontown State: NJ Zip: 07724
 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
(Designations must be a separate document from assignment)
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 15, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
See Attached Schedule A
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 21

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

7. Total fee (37 CFR 3.41).....\$ 540.00
 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
Name of Person Signing Signature Date

09/09/2003 LINDLER 00000003 162300 1809054

01 FC:8521 40.00 BA
02 FC:8522 300.00 BA

Total number of pages including cover sheet, attachments, and document: 8
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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OPR/FINANCE

Names And Addresses Of Additional Receiving Parties:

- 1) Manhattan Bagel Company, Inc.
New Jersey Corporation
675 Line Road
Aberdeen, NJ 07747

- 2) Chesapeake Bagel Franchise Corp.
(f/n/a CBB Acquisition Corp.)
New Jersey Corporation
246 Industrial Way West
Eatontown, NJ 07724

**Schedule A – Release of Security Interest
Fleet National Bank, N.A. (f/k/a BankBoston, N.A.)**

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
New World Restaurant Group, Inc. (f/k/a New World Coffee-Manhattan Bagel Company, Inc.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	NEW WORLD COFFEE	1,889,054	74/521,361
New World Restaurant Group, Inc. (f/k/a New World Coffee-Manhattan Bagel Company, Inc.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	NEW WORLD COFFEE	1,858,231	74/359,961
New World Restaurant Group, Inc. (f/k/a New World Coffee-Manhattan Bagel Company, Inc.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	NEW WORLD COFFEE & BAGELS	2,130,746	75/269,517
New World Restaurant Group, Inc. (f/k/a New World Coffee-Manhattan Bagel Company, Inc.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	NEW WORLD FREEZERS	2,510,968	75/720,949

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
New World Restaurant Group, Inc. (f/k/a New World Coffee-Manhattan Bagel Company, Inc.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	SUMMERTIME BLEND	1,905,801	74/521,359
New World Restaurant Group, Inc. (f/k/a New World Coffee-Manhattan Bagel Company, Inc.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	FUEL FOR THE NEW MILLENNIUM (ABANDONED)	-----	75/721,491
New World Restaurant Group, Inc. (f/k/a New World Coffee-Manhattan Bagel Company, Inc.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	(Design only) (CANCELLED)	1,908,689	74/522,560
Manhattan Bagel Company, Inc.	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	FREEDOM FROM BORING LUNCHES!	2,342,504	75/534,366
Manhattan Bagel Company, Inc.	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	IF YOU'VE NEVER HAD A MANHATTAN BAGEL, YOU'VE NEVER HAD A REAL BAGEL	2,137,487	75/277,074
Manhattan Bagel Company, Inc.	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110	MANHATTAN BAGEL (and Design)	2,322,123	75/290,583

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
	Date Recorded: 11/16/99 Reel/Frame: 1995/0615			
Manhattan Bagel Company, Inc.	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	MANHATTAN BAGEL (and Design)	2,146,068	75/218,279
Manhattan Bagel Company, Inc.	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	MANHATTAN BAGEL COMPANY (and Design)	1,538,593	73/732,273
Manhattan Bagel Company, Inc.	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	MANHATTAN CHILLERZ (ABANDONED)	-----	75/720,988
Manhattan Bagel Company, Inc.	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99	MANHATTAN BAGEL	2,031,357	74/471,779
Chesapeake Bagel Franchise Corp. (f/k/a CBB Acquisition Corp.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	"ALL HAIL THE BAGEL" Design	1,427,545	73/566,236
Chesapeake Bagel	BankBoston, N.A.,	CHESAPEAKE	2,318,460	75/566,748

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Franchise Corp. (f/k/a CBB Acquisition Corp.)	100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615			
Chesapeake Bagel Franchise Corp. (f/k/a CBB Acquisition Corp.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	CHESAPEAKE BAGEL BAKERY (and Design)	2,187,384	75/273,433
Chesapeake Bagel Franchise Corp. (f/k/a CBB Acquisition Corp.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	CHESAPEAKE BAGEL BREW (and Design)	2,187,385	75/273,434
Chesapeake Bagel Franchise Corp. (f/k/a CBB Acquisition Corp.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	CHESAPEAKE BAGELS, BAKERY & CAFE (and Design)	2,318,475	75/567,904
Chesapeake Bagel Franchise Corp. (f/k/a CBB Acquisition Corp.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded: 11/16/99 Reel/Frame: 1995/0615	ULTIMATE BAGEL KNOT	2,245,364	75/273,435
Chesapeake Bagel Franchise Corp. (f/k/a CBB Acquisition Corp.)	BankBoston, N.A., 100 Federal Street, Boston, MA, 02110 Date Recorded:	CHESAPEAKE BAGEL BAKERY	1,386,980	73/552,653

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
	11/16/99 Reel/Frame: 1995/0615			

RELEASE OF SECURITY INTEREST IN TRADEMARKS

Release dated as of August 15, 2003 by Fleet National Bank, N.A. (f/k/a BankBoston, 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.

Fleet National Bank, N.A.
(f/k/a BankBoston, N.A.), as Secured Party
By: [Signature]
Name: Robert W. MacElhiney
Title: Director