

09-10-2003



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

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

102545869

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

1. Name of conveying party(ies): Banco Popular Puerto Rico (f/n/a Banco Popular North America)

9.8.03

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

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

Additional name(s) of conveying party(ies) 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)

B. Trademark Registration No.(s)

1,858,231 1,889,054 1,905,801

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

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6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 90.00

- 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 Name of Person Signing

[Signature] Signature

September 4, 2003 Date

Total number of pages including cover sheet, attachments, and document: 3

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

2003 SEP -8 AM 10:56 OPR/FINANCE

RECEIVED TRADEMARK LETTER MAIL UNIT SEP 11 2003

TRADEMARK REEL: 002820 FRAME: 0010

RELEASE OF SECURITY INTEREST IN TRADEMARKS

Release dated as of August 27, 2003 by Banco Popular Puerto Rico formerly known as Banco Popular North America, a New York banking corporation and having an office at 7 West 51st Street, New York, NY 10019 , 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.

Banco Popular Puerto Rico f/k/a, Banco Popular North America as Secured Party

By: 

Name: Brian F. Doran, Esq.

Title: Senior Vice President

Schedule A – Release of Security Interest – Banco Popular Puerto Rico

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
New World Restaurant Group, Inc. (f/k/a New World Coffee-Manhattan Bagel Company, Inc.)	Banco Popular Puerto Rico (NY Corp.), 7 West 51 st Street, New York, NY, 10019 Date Recorded: 12/15/94 Reel/Frame: 1259/0152	NEW WORLD COFFEE	1,889,054	74/521,361
New World Restaurant Group, Inc. (f/k/a New World Coffee-Manhattan Bagel Company, Inc.)	Banco Popular Puerto Rico (NY Corp.), 7 West 51 st Street, New York, NY, 10019 Date Recorded: 12/15/94 Reel/Frame: 1259/0152	NEW WORLD COFFEE	1,858,231	74/359,961
New World Restaurant Group, Inc. (f/k/a New World Coffee-Manhattan Bagel Company, Inc.)	Banco Popular Puerto Rico (NY Corp.), 7 West 51 st Street, New York, NY, 10019 Date Recorded: 12/15/94 Reel/Frame: 1259/0152	SUMMERTIME BLEND	1,905,801	74/521,359