

09-10-2003



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

Tab settings

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

1. Name of conveying party(ies): First Union Bank
9.8.03
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: Manhattan Bagel Company, Inc.
Internal Address:
Street Address: 675 Line Road
City: Aberdeen State: NJ Zip: 07747
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New Jersey 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 5, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,538,593 2,031,357 2,146,068
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1,538,593 2,031,357 2,146,068
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: 3
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)

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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: 3

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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TRADEMARK REEL: 002820 FRAME: 0203

RELEASE OF SECURITY INTEREST IN TRADEMARKS

Release dated as of August 5, 2003 by First Union National Bank, 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

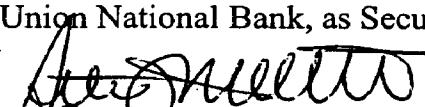
WHEREAS, the Obligors pledged and granted to the Secured Party a security interest and lien in and to certain trademarks including the trademarks listed on Schedule A hereto (the "Trademarks"); and

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.

First Union National Bank, as Secured Party

By: 
Name: Peter J. Matley
Title: VICE PRESIDENT

Schedule A – Release of Security Interest – First Union National Bank

MARK OWNER	SECURED PARTY	TRADEMARK	Registration No.	Application No.
Manhattan Bagel Company, Inc.	First Union National Bank, 303 Broad Street, Red Bank, NJ, 07701 Date Recorded: 5/19/97 Reel/Frame: 1586/0468	MANHATTAN BAGEL	2,031,357	74/471,779
Manhattan Bagel Company, Inc.	First Union National Bank, 303 Broad Street, Red Bank, NJ, 07701 Date Recorded: 5/19/97 Reel/Frame: 1586/0468	MANHATTAN BAGEL (and Design)	2,146,068	75/218,279
Manhattan Bagel Company, Inc.	First Union National Bank, 303 Broad Street, Red Bank, NJ, 07701 Date Recorded: 5/19/97 Reel/Frame: 1586/0468	MANHATTAN BAGEL COMPANY (and Design)	1,538,593	73/732,273