

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

RELEASE BY SECURED PARTY

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Bank of New York		02/28/2006	CORPORATION: NEW YORK

## RECEIVING PARTY DATA

Name:	Manhattan Bagel Company, Inc
Street Address:	1687 Cole Blvd.
City:	Golden
State/Country:	COLORADO
Postal Code:	80401
Entity Type:	CORPORATION: NEW JERSEY

## PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2031357	MANHATTAN BAGEL
Registration Number:	2146068	MANHATTAN BAGEL
Registration Number:	2322123	MANHATTAN BAGEL
Registration Number:	1538593	MANHATTAN BAGEL COMPANY
Registration Number:	2810874	MANHATTAN CHILLERZ
Registration Number:	2757288	TOSTINI

## CORRESPONDENCE DATA

Fax Number: (303)866-0200

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (303) 866-0581

Email: samantha.sturgis@hro.com

Correspondent Name: Samantha Sturgis

Address Line 1: 1700 Lincoln Street

Address Line 2: Suite 4100

Address Line 4: Denver, COLORADO 80203

900043058

TRADEMARK  
REEL: 003255 FRAME: 0328

CH \$165.00 2031357

ATTORNEY DOCKET NUMBER:	49153-00150
NAME OF SUBMITTER:	Samantha Sturgis
Signature:	/Samantha A. Sturgis/
Date:	02/28/2006
<p>Total Attachments: 4 source=BONY-Manhattan#page1.tif source=BONY-Manhattan#page2.tif source=BONY-Manhattan#page3.tif source=BONY-Manhattan#page4.tif</p>	

## **TRADEMARK RELEASE AND TERMINATION AGREEMENT**

This Release and Termination Agreement (this "Agreement"), dated as of February 28, 2006, is made by The Bank of New York, as Collateral Agent (the "Collateral Agent") for the benefit of Manhattan Bagel Company, Inc., a New Jersey corporation ("Borrower").

### **Recitals**

A. New World Restaurant Group, Inc., as Issuer (the "Issuer"), Borrower, Chesapeake Bagel Franchise Corp., a New Jersey corporation ("Chesapeake"), Willoughby's Incorporated, a Connecticut corporation ("Willoughby's"), Einstein and Noah Corp., a Delaware corporation ("Einstein"), Einstein/Noah Bagel Partners, Inc., a California corporation ("Einstein/Noah"), I. & J. Bagel, Inc., a California corporation ("I&J"), and the Collateral Agent, as Trustee ("Trustee") have entered into an Indenture, dated as of July 8, 2003 (the "Indenture"), and in connection therewith, the Issuer has issued (the "Notes Issuance") its 13% Senior Secured Notes due 2008 (collectively, the "Notes");

B. In connection with the Notes Issuance, Borrower entered into a Trademark Security Agreement ("Trademark Agreement"), dated as of July 8, 2003 that granted the Collateral Agent a continuing security interest in all of the Trademark Collateral (as defined in the Trademark Agreement) to secure all secured obligations; and

C. Pursuant to the Notice of Full Redemption dated January 27, 2006 from the Issuer to the holders of the Notes, the Issuer notified the holders of its election to redeem all of the outstanding Notes on February 28, 2006. On February 28, 2006, the Issuer has deposited with Trustee a sufficient amount to redeem the Notes and the Issuer's obligations under the Indenture, except those surviving obligations specified in Section 8.03 of the Indenture, have been discharged.

### **AGREEMENT**

In consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent agrees that (a) the Collateral Agent hereby releases and terminates its security interest in all right, title and interest in and to all trademarks pledged by the Borrower to the Collateral Agent, as set forth on Exhibit A hereto, (b) the Trademark Agreement is hereby terminated, and (c) this agreement may be executed by the Collateral Agent and the Borrower in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

THE BANK OF NEW YORK, as Collateral Agent

By: *Melissa Sping*  
Authorized Signatory

**ACKNOWLEDGED AND AGREED:**

MANHATTAN BAGEL COMPANY, INC.,  
a New Jersey corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

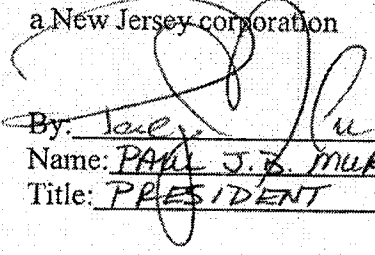
[Signature Page to Trademark Release and Termination Agreement-Manhattan Bagel]

THE BANK OF NEW YORK, as Collateral Agent

By: \_\_\_\_\_  
Authorized Signatory

**ACKNOWLEDGED AND AGREED:**

MANHATTAN BAGEL COMPANY, INC.,  
a New Jersey corporation

By:   
Name: PAUL J. B. MURPHY, III  
Title: PRESIDENT & CEO

[Signature Page to Trademark Release and Termination Agreement—Manhattan Bagel]

## EXHIBIT A

### TRADEMARKS

Application Number	Registration Number	Description
	2031357	MANHATTAN BAGEL
	2146068	MANHATTAN BAGEL AND DESIGN (IC 29 AND 42)
	2322123	MANHATTAN BAGEL AND DESIGN (IC 30)
	1538593	MANHATTAN BAGEL COMPANY AND DESIGN (IC 42)
	2810874	MANHATTAN CHILLERZ
	2757288	TOSTINI