

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
AmSouth Bank		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

CH \$165.00 2031357

900043079

TRADEMARK
REEL: 003255 FRAME: 0464

ATTORNEY DOCKET NUMBER:	49153-00150
NAME OF SUBMITTER:	Samantha Sturgis
Signature:	/Samantha A. Sturgis/
Date:	02/28/2006
<p>Total Attachments: 4 source=AmSouth-Manhattan#page1.tif source=AmSouth-Manhattan#page2.tif source=AmSouth-Manhattan#page3.tif source=AmSouth-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 AmSouth Bank, as collateral agent for the lenders under the Loan Agreement (as defined below) (the "Agent") for the benefit of Manhattan Bagel Company, Inc., a New Jersey corporation ("Borrower").

Recitals

A. Borrower, New World Restaurant Group, Inc., a Delaware corporation ("New World"), 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 together with New World, Chesapeake, Willoughby's, Einstein, Einstein/Noah and Borrower, the "Borrowers"), various financial institutions and the Agent, as agent, have entered into a Loan and Security Agreement, dated as of July 8, 2003, as amended (the "Loan Agreement");

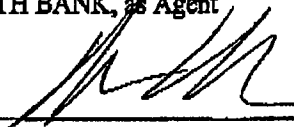
B. In connection with the Loan Agreement, Borrower entered into a Trademark Security Agreement ("Trademark Agreement"), dated as of July 8, 2003, that granted the Agent a continuing security interest in all of the Trademark Collateral (as defined in the Trademark Agreement) to secure all secured obligations;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

C. As provided in the letter from Agent to Borrowers dated February 27, 2006 (the "Payoff Letter"), the Borrowers have deposited with Agent a sufficient amount to satisfy and pay in full the obligations and liabilities under the Loan Agreement or other Loan Documents (as defined in the Loan Agreement), except those surviving obligations that are expressly set forth in the Loan Agreement and other Loan Documents as surviving termination of such Loan Document or as specifically set forth in the Payoff Letter.

AGREEMENT

In consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent agrees that (a) the 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 Agent, as set forth on Exhibit A hereto, (b) the Trademark Agreement is hereby terminated, and (c) this agreement may be executed by the 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.

AMSOUTH BANK, as Agent

By: 
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]

AMSOUTH BANK, as 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

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