

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wells Fargo Capital Finance, Inc. (f/k/a Wells Fargo Foothill, Inc.), as Agent		12/20/2010	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Einstein Noah Restaurant Group, Inc. (formerly known as New World Restaurant Group, Inc.)		
Street Address:	555 Zang Street, Suite 300		
City:	Lakewood		
State/Country:	COLORADO		
Postal Code:	80228		
Entity Type:	CORPORATION: DELAWARE		
Name:	Einstein and Noah Corp.		
Street Address:	555 Zang Street, Suite 300		
City:	Lakewood		
State/Country:	COLORADO		
Postal Code:	80228		
Entity Type:	CORPORATION: DELAWARE		
Name:	Einstein/Noah Bagel Partners, Inc.		
Street Address:	555 Zang Street, Suite 300		
City:	Lakewood		
State/Country:	COLORADO		
Postal Code:	80228		
Entity Type:	CORPORATION: CALIFORNIA		
Name:	Chesapeake Bagel Franchise Corp.		
Street Address:	555 Zang Street, Suite 300		
City:	Lakewood		

CH \$1740.00 2136311

State/Country:	COLORADO
Postal Code:	80228
Entity Type:	CORPORATION: NEW JERSEY

Name:	Manhattan Bagel Company, Inc.
Street Address:	555 Zang Street, Suite 300
City:	Lakewood
State/Country:	COLORADO
Postal Code:	80228
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 69

Property Type	Number	Word Mark
Registration Number:	2136311	A ROAST OF OLD NEW YORK
Registration Number:	3183217	ANYTHING BUT ROUTINE
Registration Number:	2537310	BAGEL SCHLEPPER
Registration Number:	2664238	BOHEMIAN BLEND
Registration Number:	3148366	BROS. BISTRO
Registration Number:	3358775	BROS. BLENDERS
Registration Number:	2318460	CHESAPEAKE
Registration Number:	2199460	CHESAPEAKE BAGEL BAKERY
Registration Number:	2282292	CHICAGO BAGEL DOG
Registration Number:	2489093	COME BACK FOR LUNCH
Registration Number:	2789983	COOL CAT
Registration Number:	2673186	DARN GOOD COFFEE
Registration Number:	3108007	
Registration Number:	3108008	
Registration Number:	3108009	
Registration Number:	3108010	
Registration Number:	2227592	NOAH'S NEW YORK BAGELS HOT BAGELS
Registration Number:	2227589	
Registration Number:	2885668	
Registration Number:	2239308	
Registration Number:	2209525	
Registration Number:	2556962	EGG MIT
Registration Number:	2211548	EINSTEIN BROS BAGELS

Registration Number:	2194140	EINSTEIN BROS BAGELS
Registration Number:	2272532	EINSTEIN BROS.
Registration Number:	2092522	EINSTEIN BROS.
Registration Number:	2146983	EINSTEIN BROS.
Registration Number:	2078607	EINSTEIN BROS.
Registration Number:	2060493	EINSTEIN BROS.
Registration Number:	2253994	
Registration Number:	3327467	EINSTEIN BROS.
Registration Number:	2579896	EXPERIENCE MAKERS
Registration Number:	2287872	FANCY SCHMANCY CATERING
Registration Number:	2482008	FEED YOUR CURIOSITY
Registration Number:	2263173	FOOD FOR A MIND BAGELING WORLD
Registration Number:	2672909	HATE TO WAIT?
Registration Number:	2672908	HATE TO WAIT?
Registration Number:	3271693	M
Registration Number:	2031357	MANHATTAN BAGEL
Registration Number:	1538593	MANHATTAN BAGEL COMPANY
Registration Number:	2810874	MANHATTAN CHILLERZ
Registration Number:	2098724	N
Registration Number:	1858231	NEW WORLD COFFEE
Registration Number:	1889054	NEW WORLD COFFEE
Registration Number:	2130746	NEW WORLD COFFEE & BAGELS
Registration Number:	2634042	NEW WORLD COFFEE
Registration Number:	2510968	NEW WORLD FREEZERS
Registration Number:	2848709	NOAH'S
Registration Number:	2755745	NOAH'S
Registration Number:	2591900	NOAH'S
Registration Number:	2850235	NOAH'S
Registration Number:	1838799	NOAH'S BAGELS
Registration Number:	1841045	NOAH'S BAGELS
Registration Number:	2207907	NOAH'S BAGELS A TASTE OF OLD NEW YORK
Registration Number:	2237393	NOAH'S BLEND
Registration Number:	1961823	NOAH'S NEW YORK BAGELS
Registration Number:	2143901	NOAH'S NEW YORK BAGELS
Registration Number:	2381746	NOSH BOX

Serial Number:	78218299	NOAH'S SHMEARS
Registration Number:	3186280	POWERBAGEL
Registration Number:	1987020	POWERBAGELS
Registration Number:	1931491	PROTECT YOUR BAGELS, PUT LOX ON THEM
Registration Number:	2296886	SO EAT ALREADY
Registration Number:	2560003	SPONTANEITEA
Registration Number:	1905801	SUMMERTIME BLEND
Registration Number:	2757288	TOSTINI
Registration Number:	2211551	
Registration Number:	2211552	
Registration Number:	2011730	VEG OUT

CORRESPONDENCE DATA

Fax Number: (202)739-3001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-739-5723
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ATTORNEY DOCKET NUMBER:	102507-01-0082
NAME OF SUBMITTER:	Carolyn Himmelfarb
Signature:	/Carolyn Himmelfarb/
Date:	12/22/2010

Total Attachments: 4
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TERMINATION OF SECURITY INTERESTS IN TRADEMARKS

This Termination of Security Interests in Trademarks (this “**Termination**”) is made and entered into to be effective as of December 20, 2010 (the “**Effective Date**”), by Wells Fargo Foothill, Inc., as Agent (“**Wells Fargo**”), for the benefit of Einstein Noah Restaurant Group, Inc., a Delaware corporation (formerly known as New Word Restaurant Group, Inc.), Manhattan Bagel Company, Inc, a New Jersey Corporation, Chesapeake Bagel Franchise Corp., a New Jersey corporation, Einstein and Noah Corp., a Delaware corporation and Einstein/Noah Bagel Partners, Inc., a California corporation (collectively the “**Einstein Assignors**”).

Background:

1. On or about June 28, 2007, Wells Fargo and Einstein Assignors entered into an Amended and Restated Credit Agreement (the “**Loan Agreement**”) and certain other documents, including an Trademark Security Agreement (the “**Trademark Security Agreement**”). The Trademark Security Agreement evidenced Wells Fargo’s security interest in the United States issued Trademarks (the “**Trademark Collateral**”) listed on **Schedule I**, attached hereto and made a part hereof. A trademark assignment was submitted to the United States Patent and Trademark Office (“**USPTO**”) and the Notice of Recordation of Assignment Document was subsequently recorded with the USPTO on June 29, 2007 at Reel/Frame 003571/0658.

2. Wells Fargo now desires to terminate its security interests in the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, in consideration of the foregoing and in consideration of the mutual covenants contained herein, Wells Fargo makes the following termination:

Termination

Wells Fargo hereby terminates its security interests in the Trademark Collateral and authorizes the United States Patent and Trademark office to cancel the Notice of Recordation of Assignment of Document (or any such similar document) recorded in connection with the Trademark Security Agreement.

IN WITNESS WHEREOF, Wells Fargo has caused this Termination to be executed in its respective name by a duly authorized officer, to be effective as of the Effective Date.

WELLS FARGO CAPITAL FINANCE, INC.
(f/k/a WELLS FARGO FOOTHILL, INC.), as
Agent

By: 

Name: James Belanger

Title: Sr Account Officer, VP

SCHEDULE I
TRADEMARKS

Trademark	Serial Number	Registration Number
A ROAST OF OLD NEW YORK	75/179,840	2,136,311
ANYTHING BUT ROUTINE	78/725,658	3,183,217
BAGEL SCHLEPPER	76/033107	2,537,310
BOHEMIAN BLEND	76/186992	2,664,238
BROS. BISTRO	78/725,647	3,148,366
BROS. BLENDERS	77/141,880	3,358,775
CHESAPEAKE	75/566748	2,318,460
CHESAPEAKE BAGEL BAKERY	75/273,436	2,199,460
CHICAGO BAGEL DOG	75/501370	2,282,292
COME BACK FOR LUNCH	75/864449	2,489,093
COOL CAT	74/720016	2,789,983
DARN GOOD COFFEE	76/314,373	2,673,186
Design of Fork and Spoon in a Square	78/492,275	3,108,007
Design of Fork and Spoon in a Square	78/492,283	3,108,008
Design of Fork and Spoon in a Square	78/492,399	3,108,009
Design of Fork and Spoon in a Square	78/492,417	3,108,010
NOAH'S NEW YORK BAGELS HOT BAGELS	75/352,359	2,227,592
Design of Restaurant Trade Dress (Interior)	75/352,140	2,227,589
Design of Shining Bagel	76/447,282	2,885,668
Double Circle Logo	75/177,941	2,239,308
Double Circle Logo	75/177,939	2,209,525
EGG MIT	75/901,281	2,556,962
EINSTEIN BROS BAGELS and Double Circle Logo	75/177,938	2,211,548
EINSTEIN BROS BAGELS and Double Circle Logo	75/177,945	2,194,140
EINSTEIN BROS.	75/051,996	2,272,532
EINSTEIN BROS.	74/732,658	2,092,522
EINSTEIN BROS.	74/732,659	2,146,983
EINSTEIN BROS.	75/032,035	2,078,607
EINSTEIN BROS.	74/732,660	2,060,493
EINSTEIN BROS.	75/177937	2,253,994
EINSTEIN BROS.	78/831,355	3,327,467
EXPERIENCE MAKERS	76/057609	2,579,896
FANCY SCHMANCY CATERING	76/042119	2,287,872
FEED YOUR CURIOSITY	76/042113	2,482,008
FOOD FOR A MIND BAGELING WORLD	75/522968	2,263,173
HATE TO WAIT?	76/180,172	2,672,909
HATE TO WAIT?	76/180,171	2,672,908
M (Stylized)	78/725,652	3,271,693
MANHATTAN BAGEL	74/471,779	2,031,357

Trademark	Serial Number	Registration Number
MANHATTAN BAGEL COMPANY	73/732273	1,538,593
MANHATTAN CHILLERZ	75/720,988	2,810,874
N & Design	75/051,220	2,098,724
NEW WORLD COFFEE	74/359,961	1,858,231
NEW WORLD COFFEE	74/521,361	1,889,054
NEW WORLD COFFEE & BAGELS	75/269517	2,130,746
NEW WORLD COFFEE & Globe Design	76/078,319	2,634,042
NEW WORLD FREEZERS	75/720949	2,510,968
NOAH'S	76/447,759	2,848,709
NOAH'S	76/453160	2,755,745
NOAH'S	75/501,647	2,591,900
NOAH'S	76/453,161	2,850,235
NOAH'S BAGELS	74/416,403	1,838,799
NOAH'S BAGELS	74/416,407	1,841,045
NOAH'S BAGELS' A TASTE OF OLD NEW YORK	75/131710	2,207,907
NOAH'S BLEND	75/241,337	2,237,393
NOAH'S NEW YORK BAGELS	74/644,901	1,961,823
NOAH'S NEW YORK BAGELS	75/051,113	2,143,901
NOSH BOX	75/406,346	2,381,746
NOAH'S SHMEARS	78/218299	N/A
POWERBAGEL	78/725,654	3,186,280
POWERBAGELS	74/690,946	1,987,020
PROTECT YOUR BAGELS, PUT LOX ON THEM	74/597,164	1,931,491
SO EAT ALREADY	75/449591	2,296,886
SPONTANEITEA	76/021,838	2,560,003
SUMMERTIME BLEND	74/521,359	1,905,801
TOSTINI	76/387,645	2,757,288
TWO GUYS [LOGO]	75/177989	2,211,551
TWO GUYS [LOGO]	75/177997	2,211,552
VEG OUT	74/720,018	2,011,730