

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM326621

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BANK OF AMERICA, N.A., as Administrative Agent		11/05/2014	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	EINSTEIN NOAH RESTAURANT GROUP, INC.		
Street Address:	555 Zang Street		
Internal Address:	Suite 300		
City:	Lakewood		
State/Country:	COLORADO		
Postal Code:	80228		
Entity Type:	CORPORATION: DELAWARE		
Name:	MANHATTAN BAGEL COMPANY, INC.		
Street Address:	555 Zang Street		
Internal Address:	Suite 300		
City:	Lakewood		
State/Country:	COLORADO		
Postal Code:	80228		
Entity Type:	CORPORATION: NEW JERSEY		
Name:	CHESAPEAKE BAGEL FRANCHISE CORP.		
Street Address:	555 Zang Street		
Internal Address:	Suite 300		
City:	Lakewood		
State/Country:	COLORADO		
Postal Code:	80228		
Entity Type:	CORPORATION: NEW JERSEY		
Name:	EINSTEIN AND NOAH CORP.		
Street Address:	555 Zang Street		
Internal Address:	Suite 300		
City:	Lakewood		
State/Country:	COLORADO		
Postal Code:	80228		
Entity Type:	CORPORATION: DELAWARE		

TRADEMARK

Name:	EINSTEIN/NOAH BAGEL PARTNERS, INC.
Street Address:	555 Zang Street
Internal Address:	Suite 300
City:	Lakewood
State/Country:	COLORADO
Postal Code:	80228
Entity Type:	CORPORATION: CALIFORNIA
Name:	I. & J. BAGEL, INC.
Street Address:	555 Zang Street
Internal Address:	Suite 300
City:	Lakewood
State/Country:	COLORADO
Postal Code:	80228
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 53

Property Type	Number	Word Mark
Registration Number:	2136311	A ROAST OF OLD NEW YORK
Registration Number:	3183217	ANYTHING BUT ROUTINE
Registration Number:	3148366	BROS. BISTRO
Registration Number:	3358775	BROS. BLENDERS
Registration Number:	2199460	CHESAPEAKE BAGEL BAKERY
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.

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3327467	EINSTEIN BROS.
Registration Number:	2672909	HATE TO WAIT?
Registration Number:	2672908	HATE TO WAIT?
Registration Number:	3271693	M
Registration Number:	2031357	MANHATTAN BAGEL
Registration Number:	2810874	MANHATTAN CHILLERZ
Registration Number:	3751663	MANHATTAN CHILLERZ
Registration Number:	2098724	N
Registration Number:	1858231	NEW WORLD COFFEE
Registration Number:	1889054	NEW WORLD COFFEE
Registration Number:	2634042	NEW WORLD COFFEE
Registration Number:	2848709	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:	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
Registration Number:	3186280	POWERBAGEL
Registration Number:	1987020	POWERBAGELS
Registration Number:	1931491	PROTECT YOUR BAGELS, PUT LOX ON THEM
Registration Number:	2560003	SPONTANEITEA
Registration Number:	1905801	SUMMERTIME BLEND
Registration Number:	2757288	TOSTINI
Registration Number:	3740051	TOSTINI
Registration Number:	2011730	VEG OUT
Registration Number:	2482008	FEED YOUR CURIOSITY
Registration Number:	1538593	MANHATTAN BAGEL COMPANY

CORRESPONDENCE DATA

Fax Number: 6173417701

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 6173417729

Email: kschmidt@morganlewis.com

Correspondent Name: Katarzyna Schmidt

Address Line 1: 225 Franklin Street, 16th Floor

Address Line 2: c/o Morgan Lewis & Bockius LLP

TRADEMARK

REEL: 005422 FRAME: 0134

Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER: Katarzyna Schmidt

SIGNATURE: /Katarzyna Schmidt/

DATE SIGNED: 12/18/2014

Total Attachments: 4

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EXECUTION VERSION

**TERMINATION AND RELEASE OF
TRADEMARK SECURITY AGREEMENT**

This Termination and Release of Trademark Security Agreement (the "Trademark Release") is conveyed as of November 5, 2014, by **BANK OF AMERICA, N.A.**, as administrative agent for itself and other Lenders (as defined below) under the Credit Agreement referred to below (in such capacity, the "Administrative Agent"), in favor of **EINSTEIN NOAH RESTAURANT GROUP, INC.**, a Delaware corporation (the "Borrower"), **MANHATTAN BAGEL COMPANY, INC.**, a New Jersey corporation ("Manhattan Bagel"), **CHESAPEAKE BAGEL FRANCHISE CORP.**, a New Jersey corporation ("Chesapeake"), **EINSTEIN AND NOAH CORP.**, a Delaware corporation ("Einstein"), **EINSTEIN/NOAH BAGEL PARTNERS, INC.**, a California corporation ("Einstein/Noah"), and **I. & J. BAGEL, INC.**, a California corporation ("I&J") and together with the Borrower, Manhattan Bagel, Chesapeake, Einstein, and Einstein/Noah, collectively, the "Grantors" and individually, a "Grantor". Capitalized terms used herein and not otherwise defined herein shall have the respective meanings provided therefor in the Credit Agreement.

WHEREAS, pursuant to that certain Credit Agreement dated December 20, 2010 among the Grantors, each lender from time to time party thereto (collectively, the "Lenders" and individually, a "Lender"), the Administrative Agent (as amended and restated by that certain Amended and Restated Credit Agreement, dated December 6, 2012, by and among the Grantors, the lenders party thereto, and the Administrative Agent, and as the same might be further amended, amended and restated, or otherwise modified to the date hereof, the "Credit Agreement") and the Collateral Documents, the Grantors granted Administrative Agent a continuing security interest (the "Security Interest") in favor of Administrative Agent, in and to certain intellectual property held by the Grantors, including without limitation the trademark registrations and applications listed in Schedule A (collectively, the "Trademarks") and all of the goodwill of the business connected with the use of, and symbolized by the Trademarks.

WHEREAS, notice of the Security Interest was recorded with the United States Patent and Trademark Office on December 21, 2010 at Reel 004437, Frame 0072.


WHEREAS, the Administrative Agent has agreed to terminate and release its security interest in all such Trademarks as herein provided.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the parties acknowledge, Administrative Agent, for itself and on behalf of the other Secured Parties, hereby releases the Security Interest and hereby waives and relinquishes all its rights, powers, privileges and remedies with respect to the Security Interest.

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IN WITNESS WHEREOF, the undersigned has caused this Trademark Release to be duly executed as of the date first written above.

BANK OF AMERICA, N.A., as Administrative Agent

By: 
Name: Kelly Weaver
Title: Assistant Vice President

SCHEDULE ATrademark Applications and/or Registrations

Mark	Reg. No.	Reg. Date
A ROAST OF OLD NEW YORK	2,136,311	2/10/1998
ANYTHING BUT ROUTINE	3,183,217	12/12/2006
BROS. BISTRO	3,148,366	9/26/2006
BROS. BLENDERS	3,358,775	12/25/2007
CHESAPEAKE BAGEL BAKERY	2,199,460	10/27/1998
DARN GOOD COFFEE	2,673,186	1/7/2003
Design of Fork and Spoon in a Square	3,108,007	6/20/2006
Design of Fork and Spoon in a Square	3,108,008	6/20/2006
Design of Fork and Spoon in a Square	3,108,009	6/20/2006
Design of Fork and Spoon in a Square	3,108,010	6/20/2006
NOAH'S NEW YORK BAGELS HOT BAGELS and Design of Restaurant Trade Dress (Exterior)	2,227,592	3/2/1999
Design of Restaurant Trade Dress (Interior)	2,227,589	3/2/1999
Design of Shining Bagel	2,885,668	9/21/2004
Double Circle Logo	2,239,308	4/13/1999
Double Circle Logo	2,209,525	12/8/1998
EGG MIT	2,556,962	4/2/2002
EINSTEIN BROS BAGELS and Double Circle Logo	2,211,548	12/15/1998
EINSTEIN BROS BAGELS and Double Circle Logo	2,194,140	10/6/1998
EINSTEIN BROS.	2,272,532	8/24/1999
EINSTEIN BROS.	2,092,522	9/2/1997
EINSTEIN BROS.	2,146,983	3/31/1998
EINSTEIN BROS.	2,078,607	7/15/1997
EINSTEIN BROS.	2,060,493	5/13/1997
EINSTEIN BROS.	3,327,467	10/30/2007
HATE TO WAIT?	2,672,909	1/7/2003
HATE TO WAIT?	2,672,908	1/7/2003
M (Stylized)	3,271,693	7/31/2007
MANHATTAN BAGEL	2,031,357	1/21/1997
MANHATTAN CHILLERZ	2,810,874	2/3/2004
MANHATTAN CHILLERZ	3,751,663	2/23/2010
N & Design	2,098,724	9/23/1997
NEW WORLD COFFEE	1,858,231	10/11/1994
NEW WORLD COFFEE	1,889,054	4/11/1995
NEW WORLD COFFEE & Globe Design	2,634,042	10/15/2002
NOAH'S	2,848,709	6/1/2004
NOAH'S	2,591,900	7/9/2002
NOAH'S	2,850,235	6/8/2004
NOAH'S BAGELS	1,838,799	6/7/1994
NOAH'S BAGELS	1,841,045	6/21/1994

Mark	Reg. No.	Reg. Date
NOAH'S BLEND	2,237,393	4/6/1999
NOAH'S NEW YORK BAGELS	1,961,823	3/12/1996
NOAH'S NEW YORK BAGELS & Rectangle Design	2,143,901	3/17/1998
NOSH BOX	2,381,746	8/29/2000
POWERBAGEL	3,186,280	12/19/2006
POWERBAGELS	1,987,020	7/16/1996
PROTECT YOUR BAGELS, PUT LOX ON THEM	1,931,491	10/31/1995
SPONTANEITEA	2,560,003	4/9/2002
SUMMERTIME BLEND	1,905,801	7/18/1995
TOSTINI	2,757,288	8/26/2003
TOSTINI	3,740,051	1/19/2010
VEG OUT	2,011,730	10/29/1996
FEED YOUR CURIOSITY	2,482,008	8/28/2001
Manhattan Bagel Company (word and design)	1,538,593	5/9/1989