

07-20-1998

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



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To the Honorable Commissioner c

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JUL 13 1998
the attached original documents or copy thereof.

1. Name of conveying party(ies):

Leeann Chin, Inc.
3600 West 80th Street, Suite 210
Bloomington, MN 55431

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Notice of Security Interest
- Merger
- Change of Name

Execution Date: June 10, 1998

2. Name and address of receiving party(ies):

Name: National City Bank of Minneapolis

Internal Address: _____

Street Address: 651 Nicollet Mall

City: Minneapolis State: MN ZIP: 55402

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75-456,800

B. Trademark registration No.(s)

<u>2,061,404</u>	<u>2,014,251</u>
<u>2,067,120</u>	<u>1,402,617</u>
<u>2,069,590</u>	<u>1,405,356</u>

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Brian J. Klein

Internal Address: _____

Street Address: Maslon Edelman Borman & Brand

3300 Norwest Center, 90 South Seventh Street

City: Minneapolis State: MN ZIP: 55402

6. Total number of applications and registrations involved: _____

7

7. Total fee (37 CFR 3.41):..... \$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

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01 FC:481	40.00 OP
02 FC:482	150.00 OP

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.

Brian J. Klein
Name of Person Signing

7-8-98
Signature TRADEMARK Date

REEL Total number of pages comprising cover sheet: _____

1

NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS

Notice is hereby given that LEEANN CHIN, INC., a Delaware corporation ("Debtor"), with its principal place of business at 3600 West 80th Street, Suite 210, Bloomington, Minnesota 55431, United States, has granted a security interest to NATIONAL CITY BANK OF MINNEAPOLIS ("Secured Party"), with its principal place of business at 651 Nicollet Mall, Minneapolis, Minnesota 55402-1611, United States, in and to all of the trademarks listed on Annex 1 and the applications and registrations associated therewith, pursuant to a Revolving Credit Agreement between Debtor and Secured Party dated June 10, 1998.

Dated June 10, 1998

LEEANN CHIN, INC.

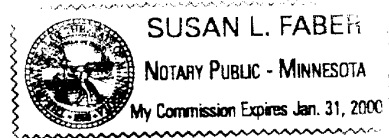
By: James C. Gleason
Name: James C. Gleason
Title: Chief Financial Officer

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

On this 10th day of June, 1998, before me personally came James C. Gleason, who being duly sworn did depose and say that she/he is an officer of LEEANN CHIN, INC., the corporation described in and which executed the foregoing instrument.

Susan A. Faber
NOTARY PUBLIC

186365-2



ANNEX 1
The Marks

A. SCHEDULE OF U.S. TRADEMARK REGISTRATIONS

Serial No.	Registration No.	Date Registered	Description
75-121,064	2,061,404	5/13/97	A Spirited Interpretation of Asian Cuisine
75-120,742	2,067,120	6/3/97	Asia Grille Express and Design
75-120,741	2,069,590	6/10/97	Asia Grille and Design
74-582,945	2,014,251	11/5/96	Asia Grille by Leeann Chin
73-574,525	1,402,617	7/22/86	Design
73-574,524	1,405,356	8/12/86	Leeann Chin

B. SCHEDULE OF PENDING APPLICATIONS FOR U.S. TRADEMARK REGISTRATIONS ON THE BASIS OF USE IN COMMERCE UNDER 17 USC § 1051(a)

Serial No.	Description	Filing Date
75-456,800	[L]eeann Chin Chinese Cuisine and Design	3/26/98

C. SCHEDULE OF PENDING APPLICATIONS FOR U.S. TRADEMARK REGISTRATIONS ON THE BASIS OF INTENT TO USE THE MARK IN COMMERCE UNDER 17 USC § 1051(b)

NONE

D. SCHEDULE OF U.S. TRADEMARKS UNDER LICENSE AGREEMENT DATED _____, 199__ BY AND BETWEEN DEBTOR AND _____.

NONE.

E. SCHEDULE OF FOREIGN TRADEMARK REGISTRATIONS.

Country	Mark	Reg. No.	Application Date
Canada	Chinese Character Design	334,347	July 4, 1986
France	Chinese Character Design	1,364,854	July 23, 1986
France	LEEANN CHIN	1,364,853	July 23, 1986
Benelux (Netherlands, Luxembourg, Belgium)	Chinese Character Design (restaurant services)	423,748	January 5, 1987
Benelux	LEEANN CHIN (restaurant services)	421,342	January 5, 1987
Benelux	Chinese Character Design (menus, food, products, etc.)	421,342	June 25, 1986
Benelux	LEEANN CHIN (menus, food, products, etc.)	421,341	June 25, 1986
Germany	Chinese Character Design	1,105,777	July 3, 1986
Germany	LEEANN CHIN	1,105,515	June 30, 1986

F. SCHEDULE OF PENDING APPLICATIONS FOR FOREIGN TRADEMARK REGISTRATIONS.

NONE.

G. SCHEDULE OF FOREIGN TRADEMARKS USED UNDER LICENSE AGREEMENT DATED _____, 199__, BY AND BETWEEN DEBTOR AND _____.

NONE.

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