

04-26-2001

NOTIFICATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



TRADEMARKS ONLY

101688562

U.S. Department of Patents and Trademarks: Please record the attached original document or copy thereof.

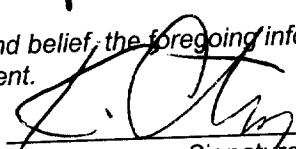
<p>1. Name of conveying party: Tully's Coffee Corporation</p> <p> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State <u>Washington</u> <input type="checkbox"/> Other _____ </p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party:</p> <p>Name: <u>UCC Ueshima Coffee Company Ltd.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>7-7, Minatojima Nakamachi</u> <u>7-Chome</u></p> <p>City: <u>Kobe</u> Country: <u>JAPAN</u></p> <p>Country Code: <u>650-8577</u></p> <p> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation - State _____ <input checked="" type="checkbox"/> Other <u>A Company Organized Under the Laws of Japan</u> </p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <u>NA</u> <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment) Additional name(s) & address(es) attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Notice of Grant of Security Interest in Trademarks</u> </p> <p>Execution Dates:</p> <p>1) <u>April 11, 2001</u> 3) _____ 2) _____ 4) _____</p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No(s):</p> <p>74/731,366 74/732,538 75/211,522 75/211,363 75/097,761</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No(s):</p> <p>2,354,315 2,179,028 2,089,778</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>David H. Deits, Esq.</u></p> <p>Internal Address: <u>SEED INTELLECTUAL</u> <u>PROPERTY LAW GROUP PLLC</u></p> <p>Street Address: <u>701 FIFTH AVENUE, SUITE 6300</u></p> <p>City: <u>SEATTLE</u> State: <u>WA</u> ZIP: <u>98104-7092</u></p>	<p>6. Total number of applications and registrations involved..... <u>8</u></p> <p>7. Total Fee (37 CFR 3.41):\$ <u>215</u></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>19-1090</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

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.

Kevin S. Costanza, Esq.  4/11/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

Dated the 11th day of April, 2001.

WHEREAS, Tully's Coffee Corporation (hereinafter referred to as GRANTOR), a Washington corporation, having its principal office at 3100 Airport Way South, Seattle, Washington 98134, is the owner of certain rights in trademarks in the United States which are the subject of rights acquired through use; in United States applications for trademark registration; and in United States trademark registrations; such trademarks, such applications, and such registrations being set forth in the SCHEDULE OF TRADEMARKS annexed hereto and made part hereof (hereinafter the TRADEMARKS); and

WHEREAS, UCC Ueshima Coffee Company Ltd. (hereinafter SECURED PARTY), a company organized under the laws of Japan having its principal office at Kobe, Japan, is desirous of acquiring a security interest in some or all of the TRADEMARKS;

NOW, THEREFORE, subject to the terms and conditions of the agreement executed by the parties dated April 11, 2001 under the terms of which GRANTOR has granted to SECURED PARTY a security interest in some or all of such TRADEMARKS (hereinafter the SECURITY AGREEMENT), and for good and valuable consideration, the receipt of which is hereby acknowledged, GRANTOR acknowledges that it has granted to SECURED PARTY a security interest in and to the TRADEMARKS. The parties acknowledge that the scope of the security interest is limited in accordance with the terms of the SECURITY AGREEMENT, which in the case of a conflict with this agreement, the SECURITY AGREEMENT shall control; and

GRANTOR further authorizes the Commissioner of Patents and Trademarks of the United States to record this Notice and Agreement in association with each of the TRADEMARKS in order to reflect that they are subject to a security interest in the name of SECURED PARTY as indicated herein.

IN WITNESS WHEREOF, GRANTOR and SECURED PARTY have caused the hands of their proper officers to be subscribed hereto.

GRANTOR

Date: April 11, 2001



SECURED PARTY

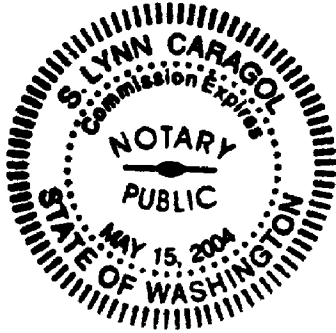
Date: _____

State of Washington

County of King

I certify that I know or have satisfactory evidence that James S. Colbourne signed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the President and Chief Executive Officer for Tully's Coffee Company to be the free and voluntary act of such corporation for the uses and purposes mentioned in the instrument.

SUBSCRIBED and SWORN before me this 11th day of April, 2001.



S. Lynn Caragol

Notary Public, in and for the State of Washington,
Residing at Seattle. My Commission expires:
5/15/2004.

State of Washington

County of _____

I certify that I know or have satisfactory evidence that _____ signed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the _____ for _____ to be the free and voluntary act of such corporation for the uses and purposes mentioned in the instrument.

Dated _____

Notary Public

My appointment expires _____

SCHEDULE OF TRADEMARKS

Marks Used

TULLY'S
TULLY'S COFFEE

UNITED STATES REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
FANCIFUL COFFEE CUP DESIGN	2,354,315	June 6, 2000
SWIRKLE	2,179,028	August 4, 1998
TULLINI	2,089,778	August 19, 1997

UNITED STATES APPLICATIONS

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
TULLY'S	74/731,366	September 20, 1995
TULLY'S	74/732,538	September 20, 1995
"TULLY'S" and Design	75/211,522	December 11, 1996
"TULLY'S ROASTERS OF FINE COFFEE" and Design	75/211,363	December 11, 1996
"TULLY'S ROASTERS OF FINE COFFEE" and Design	75/097,761	May 2, 1996

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