

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

04-27-2001



4-19-01

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original.

101689662

1. Name of conveying party(ies):
Tully's Coffee Corporatoin

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

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

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

Name: UCC Ueshima Coffee Company, Ltd.
Internal Address: _____
Street Address: 7-7 Minatojima Nakamachi, 7-Chome
City: Kobe Country: Japan
Country Code: 650-8577

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other A Company Organized under the Laws of Japan

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest in Trademarks

Execution Date: April 11, 2001

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

A. Trademark Application No.(s)
74/731,366
74/732,538
75/211,522
75/211,363
75/097,761

B. Trademark Registration No.(s)
2,354,315
2,179,028
2,089,778

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41):.....\$ 215.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

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

Name: Kurt Becker
Internal Address: Perkins Coie LLP
One Bellevue Center, Suite 1800
Street Address: 411 - 108th Avenue N.E.
City: Bellevue State: WA ZIP: 98004-5584

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41):.....\$ 215.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

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.

Kurt Becker [Signature] 4/18/2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 6

DO NOT DETACH THIS PORTION

04/26/2001 AHMED1 00000347 74771366
01 FC:481 40.00 DP
02 FC:482 175.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

Dated as of 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 7-7, Minatojima Nakamachi 7-Chome, Kobe, Japan 650-8577, has acquired a security interest in all of the TRADEMARKS and other collateral;

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 all of such TRADEMARKS and other collateral (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

TULLY'S COFFEE CORPORATION

By: Jamie S Colbourne
Name: JAMIE S COLBOURNE
Its: PRESIDENT & CEO

SECURED PARTY

UCC UESHIMA COFFEE COMPANY LTD.

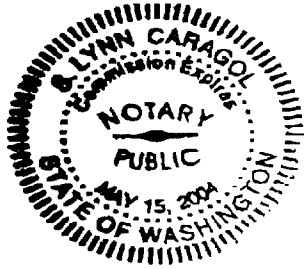
By: Tatsushi Ueshima
Name: Tatsushi Ueshima
Its: Representative Director-
Chairman and President

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/CEO for Tully's Coffee Company to be the free and voluntary act of such corporation for the uses and purposes mentioned in the instrument.

Dated 4/13/01



Lynn Caragol
Notary Public in and for the State of Washington
Reading at Seattle
My appointment expires 5/15/04

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 TRADEMARKSMarks 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

JAPAN)
 CITY OF TOKYO) SS:
 EMBASSY OF THE UNITED STATES OF AMERICA)

Before me, Joseph P. Murphy, Consul of the
 United States of America at Tokyo, Japan, duly commissioned
 and qualified, personally appeared

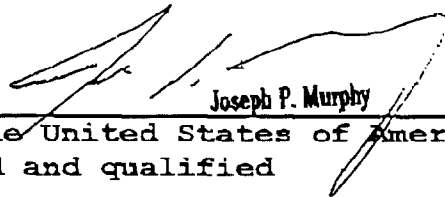
**** Tatsushi UESHIMA ****

 who, being duly sworn, deposes and says:

That he/she is the Representative Director-Chairman & President
 of UCC UESHIMA COFFEE COMPANY LTD.,

and that the foregoing instrument was signed in behalf of
 said corporation by authority of its board of directors and
 that said officer acknowledged said instrument to be the
 free act and deed of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and official
 seal this _____ day of APR 16 2001, A.D. _____.



Joseph P. Murphy

Consul of the United States of America at Tokyo, Japan, duly
 commissioned and qualified