

05-23-2002



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FORM PTO-1594 (7/97) RI

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please Record the attached original documents or copy thereof.

1. Name of conveying party(ies): 52102 LaSalle Bank National Association Entity: National Association Additional name(s) of conveying party(ies) attached? Yes [ ] No [x]

2. Name and address of receiving party(ies): Name: The Popcorn Factory, Inc. Address: 13970 Laurel Drive Lake Forest, IL 60045

3. Nature of conveyance: Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [ ] [x] Other Release of Security Agreement Date: May 6, 2002

Entity: Delaware Corporation If assignee is not domiciled in the United States, an appointment of domestic representative is attached: Yes [ ] No [x] Additional name(s) & address(es) attached: Yes [ ] No [x]

4. Application or Registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,077,928; 1,902,060; 1,625,092; 1,661,834; 1,532,035; 1,490,406; 1,371,547; 1,110,635 Additional numbers attached? Yes [ ] No [x]

5. Name and address of party to whom correspondence concerning document should be mailed: SCHIFF HARDIN & WAITE Attn: Trademark Department P.O. Box 06079 Chicago, IL 60606-0079

6. Total number of trademark applications and registrations involved: 8 7. Total Fee (37 CFR 3.41) \$215.00 [x] Enclosed [x] Any additional fees or credits are authorized to be charged to deposit account.

Att. Ref. No(s): 13269-0014 00000214 2077928 40.00 OP 175.00 OP

8. Deposit Account Number: 19-0409

05/22/2002 DB/ROE 01 FC:481 02 FC:482

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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. Chris L. Bollinger Name of Person Signing Signature Date 5/9/02

Total number of pages including cover sheet, attachments and document: 3

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

OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS FINANCE SECTION 2002 MAY 21 AM 11:29

RELEASE OF SECURITY INTEREST

To: The Popcorn Factory, Inc. ("PFI"), any buyer or transferee of the Trademarks (as defined below), and their respective successors and assigns

LaSalle Bank National Association (the "Bank") hereby confirms that the Bank had certain arrangements with PFI pursuant to which PFI granted to the Bank security interests and liens in certain of its intellectual property, including arrangements pursuant to which the Bank has filed a security interest against PFI with the United States Patent and Trademark Offices and other government offices. The Bank hereby releases any security interest or lien it has or may have in the copyrights, patents, trade dress, know-how, trade secrets, common law trademarks, service marks and tradenames, and other similar intellectual property rights used by PFI in the conduct of its business, including the registered trademarks indicated in Schedule A attached hereto (the "Trademarks").

At the request of PFI or any buyer of the Trademarks, the Bank agrees to execute reasonable partial releases and other documents or agreements as PFI or any such buyer may reasonably request to confirm the release described above and to reflect such release of record.

Dated: May 6, 2002

LASALLE BANK NATIONAL ASSOCIATION

By: Karla L. Allen

Its: Vice President

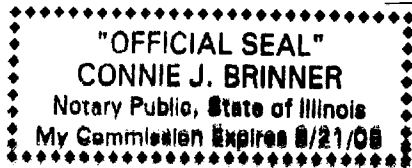
STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this 6th day of May, 2002, before me appeared Karla L. Allen, who, being by me duly sworn, did say that she is the Vice Pres of LaSalle Bank National Association, a national banking association, and personally known to me to be the same person whose name is subscribed to the foregoing RELEASE OF SECURITY INTEREST ("Release"), and acknowledged to me that she signed and delivered the foregoing Release on behalf of and pursuant to authority from such association and that the foregoing Release was a free and voluntary act and deed.

Connie J. Brinner

Notary Public

My commission expires: 8-21-05



SCHEDULE A

QUITCLAIM TRADEMARKS

Name	Status/Date of Filing	Serial Number	Registration Number
Cornfusion	Registered July 8, 1997	74-679,719	2,077,928
The Popcorn Factory	Registered June 27, 1995	74-527,186	1,902,060
Snack to School	Registered November 27, 1990	74-020,157	1,625,092
Snack of the Month	Registered October 22, 1992	74-020,154	1,661,834
Greeting Cans	Registered March 28, 1988	73-752,420	1,532,035
Greeting Cans	Registered May 31, 1988	73-685,639	1,490,406
The Popcorn Factory	Registered November 19, 1985	73-536,787	1,371,547
The Popcorn Factory	Registered January 2, 1979	73-144,648	1,110,635

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TRADEMARK

RECORDED: 05/24/2002

REEL: 002511 FRAME: 0633