

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 5/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
The Eli's Cheesecake Company

Individuals Association
 General Partnership Limited Partnership
 Corporation-State- **Illinois**
 Other _____

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

2. Name and address of receiving party(ies)
Name: **LaSalle Bank National Association**
Internal
Address: _____
Street Address: **135 South LaSalle Street**
City: **Chicago** State: **IL** Zip: **60603**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **National Bank**
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **July 1, 2004**

4. Application number(s) or registration number(s).
A. Trademark Application No (s)
B. Trademark Registration No.(s)

See Attached Exhibit A
See Attached Exhibit B

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Drew J. Scott**
Internal Address: _____
Scott & Kraus, LLC
Street Address: **150 South Wacker Drive**
City: **Chicago** State: **IL** Zip: **60606**

6. Total number of applications and trademarks involved: **4**


7. Total fee (37 CFR 3.41) \$ **680.00**

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.

Drew J. Scott  **July 1, 2004**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents:

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

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

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CONTINUATION OF NUMBER 1, CONVEYING PARTIES

Tap settings

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The Eli's Cheesecake Company

Individuals Association
 General Partnership Limited Partnership
 Corporation-State - IL
 Other _____

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

2. Name and address of receiving party(ies)

Name: _____
Internal _____
Address: _____
Street Address: _____
City _____ State _____ Zip _____

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

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(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

EXHIBIT A
TRADEMARKS

<u>Trademark Registration Or Serial Number</u>	<u>Mark</u>
75-689,732	Eli's Cheesecake Gingerbread Jam
75-460,251	Eli's Sensational Slices Chicago's Finest
2,139,700	Eli's Cheesecake World
2,137,888	Eli's Dream Team
2,102,702	Eli's Uncheesecake
1,874,365	Have a Bite of the Windy City
1,684,565	Eli's Chicago's Finest Coco-Mocha
1,665,968	Eli's Chicago's Finest
1,614,090	Eli's 'Smooosh'
1,284,508	Eli's Chicago's Finest Cheesecake
1,286,268	Eli's (Cheesecake)
75-694,246	Eli's Cheesecake Cravings
75-697,322	Eli's Cravings
75-699,495	Eli's Brown Cow Cheesecake
75-699,494	Eli's Totally Turtle Cheesecake
75-706,682	Eli's Totally Turtle
75-709,730	Eli's Cheesecake Cuties

- (4) each patent and patent application, including, without limitation, each patent and patent application referred to in Schedule 2 annexed hereto, together with any reissues, continuations or extensions thereof and all goodwill associated therewith;
- (5) each patent license, including, without limitation, each patent license listed on Schedule 2 annexed hereto, together with all goodwill associated therewith;
- (6) all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future infringement of any patent, including, without limitation, any patent referred to in Schedule 2 annexed hereto, any patent issued pursuant to a patent application referred to in Schedule 2 and any patent licensed under any patent license listed on Schedule 2 annexed hereto (items 4 through 6 being herein collectively referred to as the "Patent Collateral").

This security interest is granted in conjunction with the security interests granted to the Bank pursuant to the Credit Agreement and subject to limitations set forth therein. The Grantor hereby acknowledges and affirms that the rights and remedies of the Bank with respect to the security interest in the Trademark Collateral and the Patent Collateral made and granted hereby are more fully set forth in the Credit Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. Capitalized terms used but not defined herein have the respective meanings ascribed thereto in the Credit Agreement.

[SIGNATURE PAGE FOLLOWS]

The Grantor has caused this Patent and Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the date first set forth above.

THE ELI'S CHEESECAKE COMPANY,
an Illinois corporation

By: 

Marc S. Schulman, President

Acknowledged:

LASALLE BANK NATIONAL ASSOCIATION,
a national banking association

By: _____

Meg Compton, Vice President


The Grantor has caused this Patent and Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the date first set forth above.

THE ELI'S CHEESECAKE COMPANY,
an illinois corporation

By: _____
Marc S. Schulman, President

Acknowledged:

LASALLE BANK NATIONAL ASSOCIATION,
a national banking association

By: 
Meg Compton, Vice President

STATE OF ILLINOIS)
)
 COUNTY OF COOK) ss
)

On May 1, 2004, before me personally appeared the person whose signature is set forth above, to me known, who, being duly sworn, did depose and say that he is the above-indicated officer of the Grantor, and which executed the above instrument; and that he signed his name thereto by authority of the board of directors or similar governing of said entity.



Jean E. Watson

 Notary Public

SCHEDULE 1
to
PATENT AND TRADEMARK SECURITY AGREEMENT

Trademarks, Trademark Applications and Trademark Licenses

<u>Trademark Registration Or Serial Number</u>	<u>Mark</u>
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75-460,251	Eli's Sensational Slices Chicago's Finest
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75-699,494	Eli's Totally Turtle Cheesecake
75-706,682	Eli's Totally Turtle
75-709,730	Eli's Cheesecake Cuties

SCHEDULE 2
to
PATENT AND TRADEMARK SECURITY AGREEMENT

NOT APPLICABLE.