TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
La Madeleine, Inc.		09/28/2004	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	GE Capital Franchise Finance Corporation
Street Address:	17207 N. Perimeter Drive
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85255
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1393439	FRENCH BAKERY
Registration Number:	1645635	HOME AWAY FROM HOME
Serial Number:	76543749	LA MADELEINE
Registration Number:	1614450	LA MADELEINE
Registration Number:	2785408	LA MADELEINE
Registration Number:	2272692	LA MADELEINE CUISINE
Registration Number:	1538543	LA MADELEINE FRENCH BAKERY WOOD BURNING OVEN
Registration Number:	2743781	YOUR PART OF FRANCE

CH $215.00 1393439

CORRESPONDENCE DATA

Fax Number: (602)734-3750
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 602.262.5311
Email: TRADEMARKS@LRLAW.COM
Correspondent Name: Ian Douglas
Address Line 1: 40 N. Central Avenue
Address Line 2: Suite 1900

Address Line 4:	Phoenix, ARIZONA 85004
ATTORNEY DOCKET NUMBER:	29842-155 (GE ASSIGN)
NAME OF SUBMITTER:	Karen I. Wildman

Total Attachments: 2
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MEMORANDUM OF SECURITY INTEREST IN TRADEMARK AND REGISTRATION

This Memorandum of Security Interest in Trademark and Registration evidences and confirms the following:

1. La Madeleine, Inc., a Texas corporation ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, pursuant to the Loan and Security Agreement executed September 28, 2004, creates, grants and assigns to GE Capital Franchise Finance Corporation, a Delaware corporation ("Secured Party"), effective as of September 28, 2004, a continuing security interest in all rights, title, and interest in the names and trademarks identified in Schedule I attached hereto, and the goodwill of the business symbolized by and associated with the trademarks and Registrations.

2. This security interest pertains to Assignor's rights everywhere throughout the world.

3. Assignor has not granted any assignment, mortgage or exclusive license affecting its rights and/or the property herein conveyed to any third party and that Assignor has the full right to enter into and convey the rights described in the Security Agreement and this Memorandum of Security Interest.

LA MADELEINE, INC.

By: _____

Name: Greg Buchanan

Its: Chief Financial Officer

STATE OF TEXAS §
§
County of Dallas §

The foregoing instrument was acknowledged before me on October 22, 2004, by Greg Buchanan, Chief Financial Officer of La Madeleine, Inc., a Texas corporation, on behalf of the corporation.

_____
Notary Public

My Commission Expires:

_____

NOTARY PUBLIC STATE OF TEXAS
BRENDA S. GLOSSUP
Notary Public, State of Texas
My Commission Expires 09-30-08

1557058.1

La Madeleine
Contract No. 25901
Memorandum of Security Interest

29842-00155

SCHEDULE I

LIST OF TRADEMARK REGISTRATIONS

U.S. Registrations

Mark	Jurisdiction	Registration No.	Filing Date
FRENCH BAKERY & DESIGN	USA	1393439	10/24/1983
HOME AWAY FROM HOME	USA	1645635	05/29/1990
LA MADELEINE	USA	76/543,749	09/09/2003
LA MADELEINE	USA	1614450	01/08/1990
LA MADELEINE & DESIGN (New Logo)	USA	2785408	07/18/2001
LA MADELEINE CUISINE	USA	2272692	02/21/1997
LA MADELEINE FRENCH BAKERY WOOD BURNING OVEN & DESIGN	USA	1538543	10/24/1983
YOUR PART OF FRANCE	USA	2743781	07/18/2001