

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------|----------|----------------|------------------------|
| Chocolate House, Inc. | | 04/12/2005 | CORPORATION: WISCONSIN |

RECEIVING PARTY DATA

| | |
|------------------------|---------------------------------------|
| Name: | Generation Three Realty Holdings, LLC |
| Street Address: | 7500 N. Linder Avenue |
| City: | Skokie |
| State/Country: | ILLINOIS |
| Postal Code: | 60077 |
| Entity Type: | LLC: ILLINOIS |

PROPERTY NUMBERS Total: 18

| Property Type | Number | Word Mark |
|----------------------|---------|---|
| Registration Number: | 1438255 | SOMETHING SPECIAL FROM THE WONDERFUL WORLD OF CHOCOLATE |
| Registration Number: | 0779666 | SOMETHING SPECIAL FROM THE WONDERFUL WORLD OF CHOCOLATE |
| Registration Number: | 1451129 | PECANETTES |
| Registration Number: | 1480958 | FUDGIE BEAR |
| Registration Number: | 2356972 | FUDGIE BEAR |
| Registration Number: | 1082798 | MARONN |
| Registration Number: | 0730189 | CHOCOLATE HOUSE |
| Registration Number: | 1695475 | FUDGIE RABBIT |
| Registration Number: | 1563607 | MAJOR MINTY |
| Registration Number: | 1824518 | FUDGIE PUMPKIN |
| Registration Number: | 1848310 | PEANUT BUTTER BOO! BAR |
| Registration Number: | 1836323 | BOO! BAR |
| Registration Number: | 1793793 | |

OP \$465.00 1438255

| | | |
|----------------------|----------|-------------------------|
| Registration Number: | 1862655 | ABSOLUTELY ALMOND |
| Registration Number: | 1881566 | POSITIVELY PECAN |
| Registration Number: | 2794920 | PERFECT BITE |
| Registration Number: | 2794921 | BECAUSE YOU'RE WORTH IT |
| Serial Number: | 76387269 | YOU DESERVE THIS |

CORRESPONDENCE DATA

Fax Number: (312)332-6376

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 312 332 3033

Email: kthompson@davismcgrath.com

Correspondent Name: Kevin A. Thompson

Address Line 1: 125 S. Wacker Drive, Suite 1700

Address Line 2: Davis McGrath LLC

Address Line 4: Chicago, ILLINOIS 60606

| | |
|--------------------|-------------------|
| NAME OF SUBMITTER: | Kevin A. Thompson |
| Signature: | /kevinathompson/ |
| Date: | 04/22/2005 |

Total Attachments: 3
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TRADEMARK ASSIGNMENT

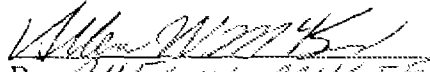
WHEREAS, CHOCOLATE HOUSE, INC. ("Assignor") is the owner of record of the trademarks ("Marks") identified on Schedule A of this Agreement; and

WHEREAS, pursuant to that certain UCC Foreclosure, Sale and Purchase Agreement dated ~~March~~ ^{April} 4, 2005, Assignor has voluntarily surrendered all of its assets to its senior secured creditor 1ST SOURCE BANK ("Secured Party"), including the assets relating to and including any and all rights that Assignor may have in and to the Marks and the registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks, and Secured Party has sold the Assignor's right, title and interest in all such assets to GENERATION THREE REALTY HOLDINGS, LLC ("Assignee").

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor and Secured Party hereby assign to Assignee, and its successors and assigns, exclusively and into perpetuity, all of Assignor's right, title and interest in and to the Marks, including the United States registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks.

IN WITNESS WHEREOF, Assignor and Secured Party hereby executes this instrument on April 12, 2005.

Assignor,
CHOCOLATE HOUSE, INC.


By: ANDREW M. KITE
Title: PRESIDENT

Secured Party,
1ST SOURCE BANK

By:
Title:

TRADEMARK ASSIGNMENT

WHEREAS, CHOCOLATE HOUSE, INC. ("Assignor") is the owner of record of the trademarks ("Marks") identified on Schedule A of this Agreement; and

WHEREAS, pursuant to that certain UCC Foreclosure, Sale and Purchase Agreement dated ~~March~~^{April} 4, 2005, Assignor has voluntarily surrendered all of its assets to its senior secured creditor 1ST SOURCE BANK ("Secured Party"), including the assets relating to and including any and all rights that Assignor may have in and to the Marks and the registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks, and Secured Party has sold the Assignor's right, title and interest in all such assets to GENERATION THREE REALTY HOLDINGS, LLC ("Assignee").

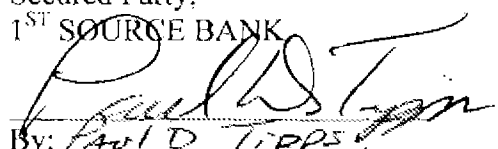
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor and Secured Party hereby assign to Assignee, and its successors and assigns, exclusively and into perpetuity, all of Assignor's right, title and interest in and to the Marks, including the United States registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks.

IN WITNESS WHEREOF, Assignor and Secured Party hereby executes this instrument on April 12, 2005.

Assignor,
CHOCOLATE HOUSE, INC.

By:
Title:

Secured Party,
1ST SOURCE BANK


By: Paul D. Tipps
Title: Vice Pres. elect

Client Status

| Title/ Country | Case No./ Subcase | Case Type/ Status | Appl. No./ Filing Date | Reg. No./ Reg. Date |
|--|----------------------|----------------------|---------------------------|------------------------|
| SOMETHING SPECIAL FROM THE ... United States of America | 020123-0003 | ORD Registered | 614218 8/11/1986 | 1438255 4/28/1987 |
| SOMETHING SPECIAL FROM THE ... United States of America | 020123-0003 01 | ORD Registered | 188078 3/6/1964 | 779666 11/3/1964 |
| PECANETTES United States of America | 020123-0004 | ORD Registered | 627717 10/30/1986 | 1451129 8/4/1987 |
| FUDGIE BEAR United States of America | 020123-9001 | ORD Registered | 637870 12/31/1986 | 1480968 3/15/1988 |
| FUDGIE BEAR United States of America | 020123-9001 01 | ORD Registered | 605344 12/14/1998 | 2356972 6/13/2000 |
| MARONN United States of America | 020123-9002 | ORD Renewed | 113688 1/26/1977 | 1082798 1/17/1978 |
| CHOCOLATE HOUSE United States of America | 020123-9004 | ORD Renewed | 72/112119 1/19/1961 | 730189 4/17/1962 |
| FUDGIE BEAR Wisconsin | 020123-9007 | ORD Registered | | 12/23/1987 |
| FUDGIE RABBIT United States of America | 020123-9010 | ORD Renewed | 74/001602 11/16/1989 | 1695475 6/16/1992 |
| MAJOR MINTY United States of America | 020123-9011 | ORD Registered | 781640 2/21/1989 | 1563607 10/31/1989 |
| FUDGIE PUMPKIN United States of America | 020123-9012 | ORD Renewed | 74/328218 11/4/1992 | 1824518 3/1/1994 |
| PEANUT BUTTER BOO! BAR United States of America | 020123-9013 | ORD Renewed | 74/351928 1/25/1993 | 1848310 8/2/1994 |
| BOO! BAR United States of America | 020123-9014 | ORD Renewed | 74/351921 1/25/1993 | 1836323 5/10/1994 |
| HOUSE DESIGN United States of America | 020123-9015 | ORD Renewed | 74/352043 1/25/1993 | 1793793 9/21/1993 |
| ABSOLUTELY ALMOND United States of America | 020123-9017 | ORD Registered | 399058 6/4/1993 | 1862655 11/15/1994 |
| POSITIVELY PECAN United States of America | 020123-9019 | ORD Registered | 410434 7/7/1993 | 1881566 2/28/1995 |
| YOU DESERVE THIS United States of America | 020123-9029 | ORD Pending | 76/387269 3/25/2002 | |
| PERFECT BITE United States of America | 020123-9030 | ORD Registered | 78/206013 1/22/2003 | 2794920 12/16/2003 |
| BECAUSE YOU'RE WORTH IT United States of America | 020123-9031 | ORD Registered | 78/206020 1/22/2003 | 2794921 12/16/2003 |