

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office; Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Phase One LLC

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: _____
- Other Illinois Limited Liability Company

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Lettuce Entertain You Enterprises, Inc.
Internal Address: _____
Address: _____
Street Address: 5419 North Sheridan Road
City: Chicago
State: Illinois
Country: U.S.A. Zip: 60640

- Association
 - General Partnership
 - Limited Partnership
 - Corporation
 - Other
- Citizenship _____

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)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) April 6, 2005

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2404819 and 2370730

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Neal Gerber & Eisenberg LLP

Internal Address: Anthony J. McShane

Street Address: 2 North LaSalle Street Suite 2200

City: Chicago

State: Illinois

Zip: 60602

Phone Number: 312-269-8000

Fax Number: 312-269-1747

Email Address: amcshane@ngelaw.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$65.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 502261

Authorized User Name Elizabeth Kostjuk

9. Signature:

Elizabeth Kostjuk
Signature

May 19, 2005
Date

Elizabeth Kostjuk
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK ASSIGNMENT

WHEREAS, Phase One LLC, an Illinois Limited Liability Company, ("Assignor"), has used the following trademarks in the conduct of its business and is the owner of the following trademark registrations in the United States Patent and Trademark Office (the "Marks"):

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
TRU	2,404,819	November 30, 1999
Miscellaneous Design	2,370,730	July 25, 2000

WHEREAS, Assignor is desirous of assigning all right, title and interest in and to the Marks and the corresponding registrations to Lettuce Entertain You Enterprises, Inc., a Delaware Corporation located and doing business at 5419 North Sheridan Road, Chicago, Illinois 60640 ("Assignee").

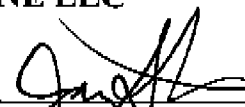
WHEREAS, Assignee, is desirous of acquiring all right, title and interest in and to the Marks and the corresponding registrations together with the goodwill of the business associated therewith.

NOW, THEREFORE, Assignor, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, hereby sells, assigns and transfers to Assignee, Nunc Pro Tunc, effective as of November 23, 2004, all right, title and interest in and to the

Marks and the corresponding registrations, together with the goodwill of the business associated therewith.

Date: 4/6/05

PHASE ONE LLC

By: 
Name: Jay L. Stieber
Title: Manager