

**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
INTERNATIONAL COFFEE & TEA, LLC		09/30/2008	LIMITED LIABILITY COMPANY: DELAWARE
CBTL FRANCHISING, LLC		09/30/2008	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	CITY NATIONAL BANK, N.A.
Street Address:	555 South Flower Street
Internal Address:	16th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	National Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 17**

Property Type	Number	Word Mark
Registration Number:	994791	
Registration Number:	2946995	THE COFFEE BEAN
Registration Number:	2328250	THE COFFEE BEAN & TEA LEAF
Registration Number:	2164914	THE COFFEE BEAN & TEA LEAF
Registration Number:	1920010	ICE BLENDED
Registration Number:	3342386	ICE BLENDED THE COFFEE BEAN & TEA LEAF EST. 1963
Registration Number:	3022455	THE ORIGINAL ICE BLENDED
Registration Number:	3367427	THE ORIGINAL ICE BLENDED
Registration Number:	3110840	ULTIMATE ICE BLENDED
Registration Number:	2910136	WHITE CHOCOLATE DREAM
Registration Number:	3114624	WINTER DREAM TEA

**CH \$440.00 994791**

Registration Number:	3037260	BECAUSE YOU DESERVE BETTER
Registration Number:	3058938	THE COFFEE BEAN & TEA LEAF PINK CARD
Registration Number:	3063007	PINK CARD
Registration Number:	3369790	SIMPLY THE BEST
Registration Number:	3300701	THE COFFEE BEAN & TEA LEAF EXPRESS
Registration Number:	3399767	FRU-TEA

**CORRESPONDENCE DATA**

Fax Number: (310)203-0567  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 310.203.8080  
Email: trademarkdocket@jmbm.com  
Correspondent Name: Bernard R. Gans  
Address Line 1: 1900 Avenue of the Stars, 7th Floor  
Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	61727-0014
NAME OF SUBMITTER:	Bernard R. Gans
Signature:	/Bernard R. Gans/
Date:	12/11/2008

**Total Attachments: 5**  
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**TRADEMARK SECURITY AGREEMENT**

INTERNATIONAL COFFEE & TEA, LLC, a Delaware limited liability company and CBTL FRANCHISING, LLC, a Delaware limited liability company (collectively, "**Grantor**"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grant to CITY NATIONAL BANK, N.A., as agent for and representative of (in such capacity herein called "**Secured Party**") the financial institutions ("**Lenders**") party to that certain Second Amended and Restated Credit Agreement, entered into by and among Grantor, Agent and Lenders, dated as of September 30, 2008 ( the "**Credit Agreement**"), a continuing security interest in the following property:

- (i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and
- (ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages;

to secure performance of all Obligations of Grantor under the Credit Agreement and as set out in that certain Security Agreement dated as of September 30, 2008, by and among Grantor, Secured Party and others (the "**Agreement**").


Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the works of authorship, trademarks, trademark registrations and recordings, and trademark applications made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.


IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed as of the date first written above.

GRANTOR:

INTERNATIONAL COFFEE & TEA, LLC,  
a Delaware limited liability company

By:   
Name: MEL ELIAS  
Title: President

CBTL FRANCHISING, LLC,  
a Delaware limited liability company

By:   
Name: MEL ELIAS  
Title: President

ACCEPTED BY SECURED PARTY:

CITY NATIONAL BANK, N.A., as agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Signature page to Trademark Security Agreement]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed as of the date first written above.

GRANTOR:

INTERNATIONAL COFFEE & TEA, LLC,  
a Delaware limited liability company

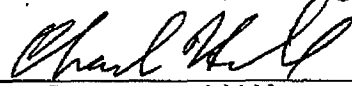
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CBTL FRANCHISING, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ACCEPTED BY SECURED PARTY:

CITY NATIONAL BANK, N.A., as agent

By:   
Name: Charles Hill  
Title: Vice President

[Signature page to Trademark Security Agreement]

Schedule A to  
TRADEMARK SECURITY AGREEMENT

Trademarks

**CONFIDENTIAL AND PROPRIETARY - DO NOT DISSEMINATE OR REPRODUCE**

<b>MARK</b>	<b>CLASS(ES)</b>	<b>REGISTRATION NO.</b>	<b>STATUS</b>
Coffee Bean and Design	30	994,791	Registered
The Coffee Bean	30/40	2,946,995	Registered
The Coffee Bean & Tea Leaf	30/35/42	2,328,250	Registered
The Coffee Bean & Tea Leaf and Design	42/30	2,164,914	Registered
Ice Blended	30	1,920,010	Registered
Ice Blended and Design	30	3,342,386	Registered
The Original Ice Blended	30	3,022,455	Registered
The Original Ice Blended and Design	30	3,367,427	Registered
Ultimate Ice Blended	30	3,110,840	Registered
White Chocolate Dream	30	2,910,136	Registered
Winter Dream Tea	30	3,114,624	Registered
Because You Deserve Better (SM)	35	3,037,260	Registered
The Coffee Bean & Tea Leaf Pink Card	35	3,058,938	Registered
Pink Card	35	3,063,007	Registered
Simply the Best (SM)	35	3,369,790	Registered
The Coffee Bean & Tea Leaf Express and Design	43	3,300,701	Registered
Fru Tea	30	3,399,767	Registered