08-28-2000



U.S.	DEPARTMENT	OF	COMM	EKCI
	Patent and	Tra	demark	Offic

$\lambda$ , $\lambda$ , $\gamma$ . $\gamma$ . Herm we shall have the other part in	Patent and Trademark Office				
To the Honorable Commissioner of Patents 101444	813 original document or copy thereof.				
1. Name of Party(ies) conveying an interest:	Name and Address of Party(ies) receiving an interes :				
LIF Hospitality Mints LLC	The Prudential Insurance Company of America c/o Prudential Capital Group 2200 Ross Avenue, Suite 4200E Dallas, TX 75201				
Individual(s) General Partnership Corporation X Other - a Delaware Limited Liability Company	Individual Association General Partnership Limited Partnership Corporation X Other - New Jersey Mutual Insurance Company Citizenship				
3. Interest Conveyed:  Assignment  X Security Agreement Other  Effective Date: June 28, 2000	If not domiciled in the United States, a domestic representative designation is attached:  Yes  No				
4. Application number(s) or registration number(s). Additional sheet atta	ached? Yes X No				
A. Trademark Application No.(s)	B. Trademark Registration No.(s) 570,290; 2,273,353; 2,273,365				
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Number of applications and registrations involved: 3				
N· e: R. Christian Brose, Esq. Baker Botts L.L.P.	7. Amount of fee enclosed or authorized to be charged: \$9(0.00)				
Street Address: 2001 Ross Avenue  City: Dallas	8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):				
State: Texas Zip: 74201  DO NOT USE 7	THIS SDACE				
9. Statement and signature.	rue and correct and any attached copy is a true copy of the original				
OMB No. 0651-0011 (exp.4/94)  Do not detach	this portion				
Mail documents to be recorded with required cover sheet information:  Commissioner of Pate  Box Assig  Washington, I  Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, inches sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, (0651-0011), Washington, D.C. 20503.	D.C. 2023 I uding time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover				

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> **TRADEMARK REEL: 002125 FRAME: 0402**

#### ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

Pursuant to a Security Agreement (the "Security Agreement"), dated as of June 28, 2000, LIF Hospitality Mints LLC, a Delaware limited liability company ("Grantor"), whose address is 213 Candy Lane, Boone, North Carolina 28607, as assignor hereby grants and assigns to The Prudential Insurance Company of America, whose address is c/o Prudential Capital Group, 2200 Ross Avenue, Suite 4200E, Dallas, Texas 75201, Attention: Managing Director, as Collateral Agent (together with its successors and assigns, the "Collateral Agent"), as assignee, a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Grantor, together with the goodwill associated therewith (the "Goodwill"), including without limitation the below listed registrations:

### Registrations

All Trademark Registrations identified on Schedule I hereto.

The Collateral Agent's security interest in the trademarks, service marks, registrations, applications for registration and Goodwill can be terminated only in accordance with the terms of the Security Agreement.

LIF HOSPITALITY MINTS LLC

By: Con M2 Name: Allen J

Name: Allent Peterson Title: President ICEO

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### ACKNOWLEDGMENT:

STATE OF North Corolina
COUNTY OF Medicabing
On this 78 day of June, 2000 before me, a Notary Public for the State and County aforesaid, came Allen J. Petersm, to me known and known to be the President / CEO of LIF Hospitality Mints LLC. and he acknowledged to me that he executed the foregoing Assignment pursuant to authority duly vested in him by the said LIF Hospitality Mints LLC.
Notary Public

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# Schedule I

# **Trademark Registrations**

Nature of Interest (e.g., owner, licensee)	Registered Trademark	Registration Number	Int'l Class Covered	Goods or Services Covered	Date Registered	Jurisdiction of Registration
North State Foods, Inc. and Gilliam Candy Co., Inc.	HOSPITALITY CHOCOLATES (Stylized)	570,290			02/10/53	United States
North State Foods, Inc.	HOSPITALITY MINTS	2,273,353			08/31/99	United States
North State Foods, Inc.	HOSPITALITY MINTS BY NORTH STATE FOODS, INC. and Design	2,273,365			08/31/99	United States
North State Foods, Inc.	THANKS A MINT	84731			08/14/87	California
North State Foods, Inc.	WITH OUR COMPLIMENTS THANKS FOR NOT SMOKING	84976			10/02/87	California
North State Foods, Inc.	THANKS OUR CUSTOMERS ARE WORTH A MINT	85037			10/07/87	California

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TRADEMARK
RECORDED: 08/01/2000 REEL: 002125 FRAME: 0405