

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: 
Name: Allen J Peterson
Title: President / CEO

ACKNOWLEDGMENT:

STATE OF North Carolina

COUNTY OF Mecklenburg

On this 29th day of June, 2000 before me, a Notary Public for the State and County aforesaid, came Allen J. Petersen, 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.

Sally G. Hentz
Notary Public

Trademark Registrations

<u>Nature of Interest (e.g., owner, licensee)</u>	<u>Registered Trademark</u>	<u>Registration Number</u>	<u>Int'l Class Covered</u>	<u>Goods or Services Covered</u>	<u>Date Registered</u>	<u>Jurisdiction of Registration</u>
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