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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Gilliam Candy Brands, Inc. **9.17.98**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: North State Foods, Inc.
 Internal Address: _____
 Street Address: 213 Candy Lane
 City: Boone State: NC ZIP: 28607

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State North Carolina
 Other _____

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)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 1, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
570,290

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: A. Yates Dowell, III
 Internal Address: Suite 705

 Street Address: 2001 Jefferson Davis
Highway
 City: Arlington State: Va ZIP: 22202

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41).....\$ 45.00
 Enclosed
 Authorized to be charged to deposit account T-198

8. Deposit account number:
04-1577
 (Attach duplicate copy of this page if paying by deposit account)

9/29/1998 JSHABAZZ 00000168 041577 570290

DO NOT USE THIS SPACE

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9. Statement and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

A. Yates Dowell, III
 Name of Person Signing

A. Yates Dowell
 Signature

9/16/98
 Date

Total number of pages including cover sheet, attachments, and document: **2**

Assignment of Registration of a Mark

Whereas Gilliam Candy Brands, Inc., a corporation of Kentucky of 2401 Powell St., Paducah, KY 42002, is using and is the owner of a mark which is registered in the U.S. Patent and Trademark Office, Registration No. 570,290, dated February 10, 1953 which the said owner represents and warrants is not subject to any security interest, and

Whereas North State Foods, Inc., a corporation of North Carolina, of 213 Candy Lane, Boone, NC 28607, is desirous of acquiring said mark and the registration thereof;

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, said Gilliam Candy Brands, Inc. does hereby assign unto the said North State Foods, Inc. all right, title and interest in and to the said mark, together with the good will of the business symbolized by the mark, and the above identified registration thereof.

Gilliam Candy Brands, Inc.

By: William B Lacy CEO
Sign Name and Officer Title

State of ~~Kentucky~~ ^{Kansas} }SS
County of Wendell }

The foregoing instrument was acknowledged before me this 9-1-98 date by William B Lacy Name and Officer Title CEO of Gilliam Candy Brands, Inc., a Kentucky corporation, on behalf of the corporation.

My commission expires: 7/29/2001

TERRI WALLACE
Notary Public
Serial No. if any:

(Notary Seal)

TERRI J. WALLACE
Notary Public - State of Kansas
My Appt. Expires 7/29/2001