Docket No.: 002328.0642

08-28-2000

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents [illegible] original document or copy thereof.

1. Name of Party(ies) conveying an interest:

LIF Hospitality Mints LLC

[ ] Individual(s)	[ ] Association
[ ] General Partnership	[ ] Limited Partnership
[ ] Corporation	
[X] Other - a Delaware Limited Liability Company	

2. Name and Address of Party(ies) receiving an interest:

The Prudential Insurance Company of America
c/o Prudential Capital Group
2200 Ross Avenue, Suite 4200E
Dallas, TX 75201

[ ] Individual	[ ] Association
[ ] General Partnership	[ ] Limited Partnership
[ ] Corporation	
[X] Other - New Jersey Mutual Insurance Company	
[ ] Citizenship	

3. Interest Conveyed:

[ ] Assignment	[ ] Change of Name
[X] Security Agreement	[ ] Merger
[ ] 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 attached? [ ] 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:

Name: R. Christian Brose, Esq.
Baker Botts L.L.P.

Street Address: 2001 Ross Avenue

City: Dallas
State: Texas Zip: 74201

6. Number of applications and registrations involved: 3

7. Amount of fee enclosed or authorized to be charged: $90.00

8. Deposit account number (**Attach duplicate copy of this form if paying by deposit account):**

DO NOT USE THIS SPACE

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.

B. K. Drinkwater — Name of Person Signing
Signature
July 31, 2000 — Date

Total number of pages including cover sheet = 4

OMB No. 0651-0011 (exp.4/94)

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Mail documents to be recorded with required cover sheet information:
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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

08/25/2000 JJALLAH2 00000040 570290
01 FC:481 40.00 OP
02 FC:482 50.00 OP

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

DAL02:271343.1

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. 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.

Sally G. Hertz
Notary Public

DAL02:271343.1

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

DAL02:271343.1