





Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings    ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Young Pecan Shelling Company, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other South Carolina			2. Name and address of receiving party(ies) Name: Foothill Capital Corporation Internal Address: 44th Floor Street Address: 140 East 45th Street City: New York State: NY Zip: 10017 <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State California <input type="checkbox"/> Other If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Assignment for Security Execution Date: January 28, 2003			4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/423,837 76/429,684, 75/578,447 B. Trademark Registration No.(s) 1,940,566 2,295,863, 1,483,696 Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Santo Manna, Esq. Internal Address: Schulte Roth & Zabel LLP Street Address: 919 Third Avenue City: New York State: NY Zip: 10022			6. Total number of applications and registrations involved: 6 7. Total fee (37 CFR 3.41) \$ 165.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 500675		
DO NOT USE THIS SPACE					
9. Signature: Barbara Bauer-Padron Name of Person Signing  Signature February 20, 2003 Date Total number of pages including cover sheet, attachments, and document: 6					

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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TRADEMARK
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EXECUTION COPY

ASSIGNMENT FOR SECURITYTRADEMARKS

WHEREAS, Young Pecan Shelling Company, Inc., a South Carolina corporation (the "Assignor"), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Trademark Security Agreement, dated January 28, 2003 (the "Security Agreement"), in favor of Foothill Capital Corporation, as administrative agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of January 28, 2003.

YOUNG PECAN SHELLING COMPANY, INC., a
South Carolina corporation

By: James Smith
Name: JAMES SMITH
Title: Pres. + CEO

STATE OF New YorkCOUNTY OF New York SS.:

On this 28th day of January, 2003, before me personally came James Swink, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that ~~s~~/he is the President : CEO of Young Pecan Shelling Company, Inc., a South Carolina corporation, and that ~~s~~/he executed the foregoing instrument in the firm name of Young Pecan Shelling Company, Inc., and that ~~s~~/he had authority to sign the same, and ~~s~~/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

DENISE MARIA DAWSON
Notary Public, State Of New York
No. 01DA5018503
Qualified In New York County
Commission Expires September 27, 2005

Denise Maria Dawson

SCHEDULE 1A
to the Trademark Security Agreement

Intellectual Property

Mark	Reg. No. or Serial No.	Registration or Filing Date	Owner	Status
MINGO RIVER (Stylized)	Serial No. 76,423,837 Class 29	Filed June 20, 2002	Young Pecan Shelling Company, Inc., 551 West Lucas Florence, SC	Application pending
A TOKEN OF OUR SOUTHERN HOSPITALITY (Stylized)	Registration No. 1,940,566 Class 29	Registered: 12/12/95	Young Pecan Shelling Company, Inc., 551 West Lucas Florence, SC	Section 8 & 15 filed 6/3/02
A TOKEN OF OUR SOUTHERN HOSPITALITY (Stylized)	Serial No. 76429684 Class 30	Filed July 2, 2002	Young Pecan Shelling Company, Inc., 551 West Lucas Florence, SC	Application pending
A TOKEN OF OUR SOUTHERN HOSPITALITY (Stylized)	South Carolina (no number assigned)	Registered: 08/20/93	Young Pecan Shelling Company, Inc. 1200 Pecan St. Florence, SC	Registered
INCREDIBLY (sp) DELICIOUS AND SINFULLY DIVINE	Registration No. 2,295,863 Classes 29 and 30	Registered: 11/30/99	Young Pecan Shelling Company, Inc., 551 West Lucas Florence, SC	Section 8 & 15 due 11/30/05

INCREDIBLY DELICIOUS AND SINFULLY DIVINE	South Carolina (no number assigned)	Registered: 10/19/98	Young Pecan Shelling Company, Inc. 1200 Pecan St. Florence, SC	Registered
A TASTE OF OUR SOUTHERN HOSPITALITY	Serial No. 75,578,447 Classes 29 and 30	Filed: 10/28/98	Young Pecan Shelling Company, Inc., 551 West Lucas Florence, SC	Opposition pending. Filed by International Trading & Marketing, Inc. on their trademark A TASTE OF THE SOUTH, Reg. No. 2,384,418. Motion to Suspend filed 02/21/02. Motion to dismiss filed by Young 2/25/02 *(See below)
A TASTE OF OUR SOUTHERN HOSPITALITY	South Carolina (no number assigned)	Registered: 04/19/97	Young Pecan Shelling Company, Inc. 1200 Pecan St. Florence, SC	Registered
MINGO RIVER	South Carolina (no number assigned)	Registered: 08/20/93	Young Pecan Shelling Company, Inc. 1200 Pecan St. Florence, SC	Registered
GOODBEE PECAN PLANTATIONS and Design	United States Reg. No. 1,483,696 Class 29	04/05/88	Young Pecan Sale Company (sic), 1200 Pecan St. Florence, SC	In active; likely to be abandoned by Borrower
GOODBEE PECAN PLANTATIONS	Georgia Reg. No. T3758	10/20/77	Young Pecan Company, 551 West Lucas Florence, SC	In active; likely to be abandoned by Borrower

GOODBEE PECAN PLANTATIONS	Georgia Reg. No. 17338	02/06/87	Young Pecan Company, 551 West Lucas Florence, SC	In active; likely to be abandoned by Borrower
YOUNG PECAN PLANTATIONS	Classes 29 and 30		Young Pecan Shelling Company, Inc. 551 West Lucas Florence, SC	To be filed
YOUNG PECAN	Classes 29 and 30		Young Pecan Shelling Company, Inc. 551 West Lucas Florence, SC	To be filed
PECAN PLANTATIONS	Classes 29 and 30		Young Pecan Shelling Company, Inc. 551 West Lucas Florence, SC	To be filed (if trademark is available)