

01-14-2003

REC



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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):
GLOBAL PERSPECTIVES, INC.

1-8-03

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

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

2. Name and Address of Receiving party(ies):
 Name: **HEAVEN HILL DISTILLERIES, INC.**
 Street Address: **1064 Loretto Road**
P.O. Box 729

City: **Bardstown**
 State: **Kentucky** Zip: **40004**

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

If assignee is not domiciled in the United States, a domestic representative designated is attached:
 Yes No

(Designation must be a separate document from Assignment.)
 Additional name(s) & address(es) attached?
 Yes No

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FINANCE SECTION

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

Execution Date: **01/03/03**

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

A. Trademark application No.(s)\ B. Trademark Registration No.(s)
 Additional numbers attached? 2,642,855
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **William H. Hollander**
Wyatt, Tarrant & Combs, LLP
 Street Address: **500 W. Jefferson Street,**
Suite 2600

City: **Louisville,**
 State: **Kentucky** Zip: **40202**

6. Total number of applications and registrations involved:
1

7. Total fee (37 CFR § 3.41) \$40.00
 Enclosed
 Authorized to be charged to deposit account

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

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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.

William H. Hollander
 Name of person signing Signature

January 7, 2003
Date

Total number of pages comprising cover sheet: 1

TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement dated as of January 2, 2003 is between Heaven Hill Distilleries, Inc. ("**Grantor**") and Global Perspectives, Inc. ("**Grantee**").

Grantor hereby grants to Grantee a security interest in all of Grantor's right, title and interest in, to and under: (i) the trademark for the "HpnotiQ" brand of beverage alcohol products described in Schedule 1 (the "**HpnotiQ Trademark**"); (ii) the entire goodwill of or associated with the businesses now or hereafter conducted by Grantor connected with and symbolized by the HpnotiQ Trademark; (iii) all rights to sue for past, present or future infringement of the HpnotiQ Trademark; and (iv) all proceeds of the foregoing,

This Security Interest is granted in conjunction with the security interest granted under a Trademark Security Agreement between Grantor and Grantee dated as of January 2, 2003 (the "**Long Form Security Agreement**"). Grantee's rights and remedies in the security interest hereby granted are in addition to those granted in the Long Form Security Agreement. Grantee's rights, powers and remedies hereunder are cumulative with every right, power or remedy provided in the Long Form Security Agreement. Grantee's exercise of its rights, powers or remedies herein or in the Long Form Security Agreement does not preclude the simultaneous or later exercise of any other right, power or remedy.

GRANTOR:

HEAVEN HILL DISTILLERIES, INC.

By: 

Max L. Shapira
President

GRANTEE:

GLOBAL PERSPECTIVES, INC.

By: 

Raphael Yakoby
President

SCHEDULE 1

Description of Hpnotiq Trademark

Trademark: HPNOTIQ
Trademark Owner: Heaven Hill Distilleries, Inc.
Date of Registration: October 29, 2002
U.S. Registration No.: 2,642,855

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