

06-04-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Harmony Products, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Duke Capital Partners, LLC

Internal Attn: Gerald Stalun

Address:

Street Address: 128 S. Tryon St. Suite 100

City: Charlotte State: NC Zip: 28202

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other limited liability company

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: March 31, 2003

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

A. Trademark Application No.(s) 78238003

B. Trademark Registration No.(s) N/A

Additional number(s) attached Yes No

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

Name: Dominic P. Madigan

Internal Address:

McCandlish Holton, PC

Suite 1500

Street Address: 1111 East Main Street

City: Richmond State: VA Zip: 23219

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)

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.

Thomas W. McCandlish

Signature

April 29, 2003

Name of Person Signing

Signature

Date

President of Harmony Products, Inc.

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06/03/2003 DBTRM 00000165 78238003

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 REEL: 002744 FRAME: 0719

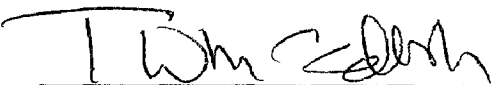
**ASSIGNMENT AND GRANT OF  
SECURITY INTEREST IN TRADEMARK**

**WHEREAS**, Harmony Products, Inc. (the “**Debtor**”) is the owner of the NUTRICARE trademark (Serial Number 78238003) which mark is pending registration in the United States Patent and Trademark Office; and

**WHEREAS**, the Debtor has entered into an Amended & Restated Security Agreement (as amended, modified, restated or supplemented from time to time, the “**Security Agreement**”), dated as of March 31, 2003, in which the Debtor has agreed with Duke Capital Partners, LLC (the “**Purchaser**”), with offices at 128 South Tryon Street, Suite 1100, Charlotte, North Carolina 28202, to execute this Assignment;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Obligations (as defined in the Security Agreement), the Debtor does hereby assign and grant to the Purchaser a security interest in all of its right, title and interest in and to the NUTRICARE trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the trademark. This Assignment has been given in conjunction with the assignment and security interest granted to the Purchaser under the Security Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

**HARMONY PRODUCTS, INC.**

By:   
Thomas M. McCandlish  
President