10-15-2004

Form PTO-1594 1-31-92	- U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office					
	naa1					
To the Honorable Commission Of of the Tours guarks:	Please record the attached original documents or copy thereof.					
Name of conveying party(ies):	2. Name and address of receiving party(ies):					
1. Name of conveying party(ies): GMB, Inc. 2004 OCT -8 PM 12: 410						
	Name: <u>JPMorgan Chase Bank</u>					
□ Individuals FINANCE & SOCIETION □ General Partnership - □ Limited Partnership	Internal Address:					
X Corporation-State - North Carolina	Street Address: 270 Park Avenue					
☐ Other	City: New York State: NY ZIP: 10017					
Additional name(s) of conveying party(ies) attached?   Yes X No	☐ Individual(s) citizenship					
3. Nature of conveyance:	☐ Association ☐ General Partnership ☐					
El Assimument	☐ Limited Partnership					
☐ Assignment ☐ Merger  X Security Interest Change of Name	CorporationX Other Collateral Agent					
Other	X Other Collateral Agent					
Execution Date:July 30, 2004	' \ '					
4. Application number(s) or registration number(s):	Trademark Registration No.(s)					
A. Trademark Application No.(s) SEE ATTACHED SCHEDULE A						
Additional numbers atta	ched? x Yes □ No					
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registration					
Name: Rachael Sanderson	involved					
Internal Address: White & Case LLP	7. Total fee (37 CFR 3.41): \$ 490.00					
	X Enclosed					
	X Authorized to be charged to deposit account					
Street Address: 1155 Avenue of the Americas	8. Deposit account number:					
City: New York State: NY ZIP: 10036	23-1705 (in event of deficiency)					
	(Attach duplicate copy of this page if paying by deposit account)					
DO NOT USE	THIS SPACE					
9. Statement and signature.						
1	true and correct and any attached copy is a true copy of the original					
document.	had Sanderson 10/8/04					
Rachael Sanderson  Name of Person Signing	Signature Date					
	Total number of pages comprising cover sheet: 3					
OMB No. 0651-0011 (exp. 4/94)						
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Alexandria, VA 22313-1450						
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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 Mana Washington, D.C. 20503.	agement and Budget, Paperwork Reduction Project (0651-0011),					
Washington, D.C. 20003.						
0/14/2004 DBYRNE 00000078 78341602						

NEWYORK 4365942 (2K)

## **TRADEMARKS**

Trademark No. Application No. Date Date  United States AUSTIN STYLIZED WITH BADGE DEVICE 78/341602 12/16/2003  United States CUTLASS 78/392617 03/29/2004  United States DEEP CHAI 78/392596 03/29/2004  United States KARMELITA 78/392600 03/29/2004  United States MALAWI 78/392603 03/29/2004  United States MARSHALL MCGEARTY 78/451290 07/15/2004  United States MARSHALL MCGEARTY 78/451290 07/15/2004  United States MARSHALL MCGEARTY 78/451289 07/15/2004  United States REYNOLDS AND LABEL DESIGN 1 12/29/2003  United States REYNOLDS LABEL DESIGN 1 78/346173 12/29/2003  United States REYNOLDS LABEL DESIGN 1 78/346173 12/29/2003  United States REYNOLDS LABEL DESIGN 1 78/346173 12/29/2003  United States REYNOLDS LABEL DESIGN 1 78/35064 12/02/2003  United States SALEM COOL MYST 78/371323 02/20/2004  United States SALEM COOL MYST 78/371323 02/20/2004  United States SALEM COOL MYST 78/387614 03/19/2004  United States SALEM DARK 78/387615 03/19/2004  United States SALEM DARK 78/387615 03/19/2004  United States SALEM DEEP FREEZE SALEM DEEP FREEZE SAND LABEL DESIGN 78/387619 03/19/2004		Registration		Registration	Application
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SALEM DEEP FREEZE			/8/38/013		03/19/2004
	AND LABEL DESIGN		78/387619		03/19/2004

A-1 TRADEMARK

## SCHEDULE A

T., 1,1	Registration	A1141 NT.	Registration	Application
Trademark	No.	Application No.	Date	Date
United States				
SALEM FIRE & ICE AND				
LABEL DESIGN		78/387621		03/19/2004
United States				
SALEM MYSTIC SPICE		78/335065		12/02/2003
United States				
SEVEN VEILS		78/392612		03/29/2004
United States			-1-3-00	
SIRENS		78/392610		03/29/2004

A-2

ASSIGNMENT OF SECURITY INTEREST IN UNITED STATES PATENTS AND TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the sufficiency and receipt

of which are hereby acknowledged, GMB, INC., a North Carolina corporation (the "Assignor")

with principal offices at Jefferson Square, Suite 10, 153 Jefferson Church Road, King, North

Carolina 27021, hereby assigns and grants to JPMORGAN CHASE BANK, as Collateral Agent,

with principal offices at 270 Park Avenue, New York, New York 10017 (the "Assignee"), a

security interest in (i) all of Assignor's right, title and interest in and to Assignor's trademarks,

trademark registrations, and trademark applications more particularly set forth on Schedule A

attached hereto (the "Marks"), and all renewals thereof, (ii) all of the Assignor's right, title and

interest in and to the patents and patent applications (the "Patents") set forth on Schedule B

attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the

Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the

business(es) with which the Marks are associated and (v) all causes of action arising prior to or

after the date hereof for infringement of any of the Marks and Patents or unfair competition

regarding the same.

This ASSIGNMENT OF SECURITY INTEREST is made to secure the satisfac-

tory performance and payment of all the Obligations of the Assignor, as such term is defined in

the Security Agreement, among the Assignor, the other assignors from time to time party thereto

and the Assignee, dated as of July 15, 2003 and amended and restated as of July 30, 2004 (as so

amended and restated and as the same may be further amended, modified, restated and/or

supplemented from time to time, the "Security Agreement") and shall be effective as of the date

of the Security Agreement. Upon the termination of the Security Agreement pursuant to Section

WINSTON 1320530v3

Page 2

10.9(a) of the Security Agreement, the Assignee shall, upon satisfaction, execute, acknowledge,

and deliver to the Assignor an instrument in writing releasing the security interest in the Marks

acquired under this Assignment of Security Interest.

This Assignment of Security Interest has been granted in conjunction with the

security interest granted to Assignee under the Security Agreement. The rights and remedies of

the Assignee with respect to the security interest granted herein are without prejudice to, and are

in addition to those set forth in the Security Agreement, all terms and provisions of which are

incorporated herein by reference. In the event that any provisions of this Assignment of Security

Interest are deemed to conflict with the Security Agreement, the provisions of the Security

Agreement shall govern.

[Signature Page Follows]

WINSTON 1320530v3

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest as of the 30th day of July, 2004.

GMB, INC., as Assignor

3y: N-4

Name: Daniel A. Hawley

Title: Treasurer

STATE OF NORTH CAROLINA ) ss.: COUNTY OF FORSYTH )

On this day of July, 2004, before me personally came Daniel A. Fawley who, being duly sworn, did depose and say that he is Treasurer of GMB, INC., that he is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Judy B. Sloap Notiny Public

JPMORGAN CHASE BANK,

as Collateral Agent and as Assignee

By:

Name: Robert T. Sacks Title: Managing Director

STATE OF NEW YORK	)
, -	) ss.:
COUNTY OF NEW YORK	)

**RECORDED: 10/08/2004** 

On this 30 day of July, 2004, before me personally came Robert T. Sacks who, being by me duly sworn, did state as follows: that he is Managing Director of JPMorgan Chase Bank, that he is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Notary Public

MAY KAREN YIP DANIELS Notary Public, State of New York No. 01YI6111759 Qualified in New York County Commission Expires June 20, 2008