

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BDS Two, Inc.		05/12/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Castleberry's Food Company		
<b>Street Address:</b>	1621 Fifteenth Street		
<b>City:</b>	Augusta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30901		
<b>Entity Type:</b>	CORPORATION: GEORGIA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	592601	HILTON'S	
Registration Number:	716939	HILTON'S	
Registration Number:	1268088	HARRIS	
Registration Number:	1329866	HILTON'S	
Registration Number:	1581773	HARRIS OCEAN FRESH	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)408-4400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2024084000		
<b>Email:</b>	docketing@finnegan.com		
<b>Correspondent Name:</b>	Mark Sommers		
<b>Address Line 1:</b>	Finnegan, Henderson		
<b>Address Line 2:</b>	901 New York Avenue, NW		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20001		
<b>NAME OF SUBMITTER:</b>	Mark Sommers		

**OP \$140.00 592601**

Signature:

/Mark Sommers/

Date:

06/13/2005

Total Attachments: 2

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**ASSIGNMENT**

BDS Two, Inc., a Delaware corporation with its principal place of business at Plaza 273, Suite 211, 56 West Main Street, Newark, DE 19702 ("Assignor"), is the owner of the marks identified in Exhibit A and of the U.S. trademark registrations/applications therefor ("the Trademarks").

Castleberry's Food Company, a Georgia corporation with its principal place of business at 1621 Fifteenth Street, Augusta, GA 30901 ("Assignee"), wishes to acquire the Trademarks.

In consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all its right, title, and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks, and the right to sue and recover for past infringements, dilution, and other violations.

BDS TWO, INC.

By:  \_\_\_\_\_

Name: Alyssa A. Anton  
\_\_\_\_\_

Title: Vice President  
\_\_\_\_\_

Date: May 12, 2005  
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**EXHIBIT A**

<b><u>MARK</u></b>	<b><u>REG. NO.</u></b>	<b><u>REG. DATE</u></b>
HILTON'S and Design	592,601	July 13, 1954
HILTON'S	716,939 (cancelled)	June 13, 1961
HARRIS	1,268,088 (cancelled)	February 21, 1984
HILTON'S and Design	1,329,866	April 9, 1985
HARRIS OCEAN FRESH	1,581,773 (cancelled)	February 6, 1990