

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Promotion In Motion, Inc.		03/28/2008	Corporation-State Delaware:

RECEIVING PARTY DATA

Name:	Promotion In Motion Canada, Inc.
Street Address:	1595 16th Avenue
City:	Richmond Hill, Ontario
State/Country:	CANADA
Postal Code:	L4B 3N9
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 69

Property Type	Number	Word Mark
Registration Number:	1787577	JELLY LOOPS
Registration Number:	1783568	FROSTERS
Registration Number:	1813914	SOUR JACKS
Registration Number:	1853229	BUBBLE GUMMI
Registration Number:	2211324	THE ORIGINAL DYNABITES
Registration Number:	2079628	STRIP-O-MINTS
Registration Number:	2057884	STRAWBERRY TWISTEROOS
Registration Number:	2026062	CHOCOLATE PEANUT PERFECTION!
Registration Number:	2072390	THE MAGIC OF CHOCOLATE ... THE GOODNESS OF NATURE
Registration Number:	2141882	CHERRY TWISTEROOS
Registration Number:	2071631	DO THE TWIST!
Registration Number:	2355641	REFRESHMINTS
Registration Number:	2087543	PROMOTION IN MOTION INC.
Registration Number:	2162698	TUXEDOS BLACK TIE

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Registration Number:	2168353	THE SWEET FINALE
Registration Number:	2304487	TRICKERTREATS
Registration Number:	2172399	TOGGI
Registration Number:	2186684	MONSTER MALTS
Registration Number:	2127406	MOVING AT THE SPEED OF CANDY
Registration Number:	2404491	KNUCKLEHEADS
Registration Number:	2286650	STOCKINGSTUFFERS
Registration Number:	2286653	P'NUT FLUFFER
Registration Number:	2220571	BUDDY BEARS
Registration Number:	2359173	AMERICA'S FAVORITE CANDIES
Registration Number:	2232389	PROMOTION IN MOTION INC.
Registration Number:	2493239	FIRST FRUITS
Registration Number:	2820119	BEST LICK ON A STICK
Registration Number:	2893702	FAMOUS SQWISH CANDY FISH
Registration Number:	2594155	ALL STARS
Registration Number:	2678924	HOT HEADS
Registration Number:	2889705	SWISSKISS
Registration Number:	2848508	JUICEHEADS
Registration Number:	2918366	BUBBLEHEAD
Registration Number:	2971718	LUCKY CHERRIES
Registration Number:	2980294	JUICY SNACKS
Registration Number:	2946251	WE'VE GOT YOUR FRUIT
Registration Number:	2983187	MAIN STREET SWEET SHOPPE
Registration Number:	3172635	WHITE MICE
Registration Number:	3088959	JUICY ROLLS
Serial Number:	74498706	THE ORIGINAL BERRY FISHY CANDIES
Serial Number:	74584711	ORIGINAL FRUIT PARFAITS
Serial Number:	75265886	AMAZING FISH
Serial Number:	75451565	BEAR HUGS
Serial Number:	75521579	STOCKINSTUFF'RS BRAND
Serial Number:	75566587	SCHOOLTIME SACK
Serial Number:	75622240	KAGI FRET
Serial Number:	76067247	TWISTS 'N CREAM
Serial Number:	76133465	THE ORIGINAL SWISH CANDY FISH
Serial Number:	78302682	THE 7 DEADLY SINS

TRADEMARK

REEL: 003758 FRAME: 0159

Serial Number:	78335835	DIRT BALLS
Serial Number:	78367336	BROKEN HEARTS
Serial Number:	78458682	PUCKER FACE
Serial Number:	78458777	SOUR BLASTED
Serial Number:	78458786	SMARTY PANTS
Serial Number:	78509229	BREAKFAST 2 GO
Serial Number:	78526198	FLAVOR SHOTS
Serial Number:	78526207	FRUIT SHOTS
Serial Number:	78526226	JUICY SHOTS
Serial Number:	78526236	LI'L SQUIRTS
Serial Number:	78526386	BIG GULP
Serial Number:	78526387	JUICY SQUIRTS
Serial Number:	78526392	JUICY GULP
Serial Number:	78561931	GOOD2GO
Serial Number:	78699474	FRUIT FLIES
Serial Number:	78875534	SPEED STRIPS
Serial Number:	77082071	FRAPPLE
Serial Number:	77363593	
Serial Number:	77364018	LIVE & ACTIVE CULTURES
Serial Number:	73590904	PIED PIPER

CORRESPONDENCE DATA

Fax Number: (202)756-9299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 8008339848
Email: kai.goodwin@contractor.thomson.com
Correspondent Name: Corporation Service Company
Address Line 1: 80 State Street
Address Line 2: 6th Floor
Address Line 4: Albany, NEW YORK 12207

ATTORNEY DOCKET NUMBER: 510219

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	Matthew Mayer
Signature:	/Matthew Mayer/
Date:	04/11/2008

Total Attachments: 14

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement") made as of this 28th day of March, 2008 by **PROMOTION IN MOTION, INC.**, a Delaware corporation, **PIM BRANDS LLC**, a New Jersey limited liability company (collectively, the "Borrowers" and each a "Borrower") and **PROMOTION IN MOTION CANADA, INC.**, a Canadian corporation (the "Guarantor" and together with the Borrowers the "Companies" and each a "Company") in favor of **PNC BANK, NATIONAL ASSOCIATION**, in its capacity as Agent ("Agent"), for the financial institutions (collectively, the "Lenders") which are now or which hereafter become a party to the Loan (as defined below):

W I T N E S S E T H

WHEREAS, Borrowers, Lenders and Agent are parties to that certain Second Amended and Restated Revolving Credit, Term Loan and Security Agreement of even date herewith (as may be amended, restated, supplemented or modified from time to time, the "Loan Agreement") providing for the extensions of credit to be made to Borrowers by Lenders;

WHEREAS, Guarantor has entered into that certain Amended and Restated Guaranty and Suretyship Agreement, of even date herewith (as may be amended, supplemented, restated and otherwise modified from time to time, the "Guaranty"), pursuant to which Guarantor has guaranteed as surety all of the Obligations of Borrowers, and to secure all of its obligations under the Guaranty (the "Guaranty Obligations"), and Guarantor has granted a security interest in favor of Lender in substantially all of its assets, pursuant to the terms of that certain Amended and Restated Security Agreement, executed by Guarantor, dated of even date herewith (as may be amended, supplemented, restated and otherwise modified from time to time, the "Guaranty Security Agreement" and together with Guaranty, the "Guaranty Agreements").

WHEREAS, Companies have granted to Agent, for the benefit of Lenders, a security interest in substantially all of the assets of Companies including all right, title and interest of Companies in, to and under all now owned and hereafter acquired trademarks, together with the goodwill of the business symbolized by Companies' trademarks, and all products and proceeds thereof, to secure the payment of all amounts owing by Borrowers under the Loan Agreement and all amounts owing by Guarantor under the Guaranty;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Companies agree as follows:

1. Incorporation of Loan Agreement. The Loan Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Loan Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of all of Borrowers' Obligations (as defined in the Loan Agreement) under the Loan Agreement and all of Guarantor's Obligations (as defined in the Guaranty) under the Guaranty (collectively the "Obligations"), Companies hereby grant to Agent, for its benefit

and the benefit of Lenders, and hereby reaffirms its prior grant pursuant to the Loan Agreement and the Guaranty, as applicable, of a continuing security interest in Companies' entire right, title and interest in and to the following whether now owned or existing or hereafter created, acquired or arising:

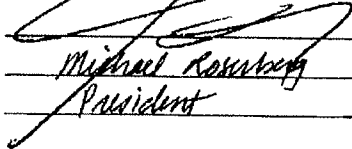
(i) each trademark listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark; and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by any Company against third parties for past, present or future (a) infringement or dilution of any trademark, or (b) injury to the goodwill associated with any trademark.

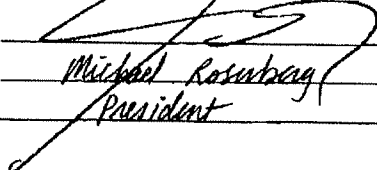
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IN WITNESS WHEREOF, Companies have duly executed this Agreement as of the date first written above.

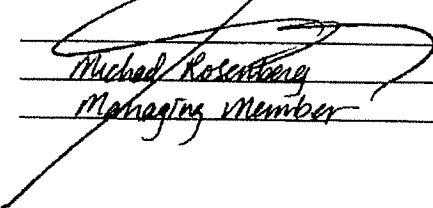
PROMOTION IN MOTION, INC.

By: 
Name: Michael Rosenberg
Title: President

PROMOTION IN MOTION CANADA, INC.

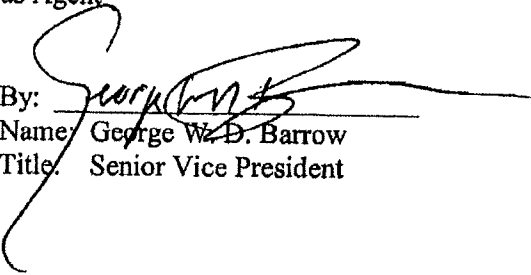
By: 
Name: Michael Rosenberg
Title: President

PIM BRANDS LLC

By: 
Name: Michael Rosenberg
Title: Managing Member

Agreed and Accepted,

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By: 
Name: George W. D. Barrow
Title: Senior Vice President

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

S-1

COMPANY ACKNOWLEDGMENT

UNITED STATES OF AMERICA :
STATE OF : SS
COUNTY OF :

On this 26th of March, 2008, before me personally appeared Michael Rosenberg, to me known and being duly sworn, deposes and says that he/she is authorized to sign on behalf of each of PROMOTION IN MOTION, INC., PROMOTION IN MOTION CANADA, INC., and PIM BRANDS LLC, that he/she signed the within Agreement pursuant to the authority vested in him/her by law; that the within Agreement is the voluntary act of each such company; and he/she desires the same to be recorded as such.

Karl V. Reda
Notary Public
My Commission Expires:


KARL V. REDA
Notary Public, State of New York
No. 30-4783126, Qual. in Nassau Cty.
Certificate filed in New York County
Commission Expires: Nov 30, 2009


[NOTARY ACKNOWLEDGEMENT – TRADEMARK SECURITY AGREEMENT]

SCHEDULE A

United States Trademark Registrations and Applications

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Last Recorded Owner	Status	Assignments and Outstanding Liens
JELLY LOOPS	1,787,577	8/10/1993	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
FROSTERS	1,783,568	7/20/1993	Promotion in Motion, Inc.	Canceled: 7/3/2000	Security interest assigned to PNC Bank, recorded on 4/9/2003
SOUR JACKS	1,813,914	12/28/1993	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
BUBBLE GUMMI	1,853,229	9/6/1994	Promotion in Motion, Inc.	Canceled: 9/21/2001	Security interest assigned to PNC Bank, recorded on 4/9/2003
THE ORIGINAL BERRY FISHY CANDIES	(74/498,706)	(3/9/1994)	Promotion in Motion, Inc.	Abandoned: 7/18/1995	No assignments recorded at USPTO
THE ORIGINAL DYNABITES	2,211,324	12/15/1998	Promotion in Motion, Inc.	Canceled: 9/17/2005	Security interest assigned to PNC Bank, recorded on 4/9/2003
ORIGINAL FRUIT PARFAITS	(74/584,711)	(10/12/1994)	Promotion in Motion, Inc.	Abandoned: 6/7/1996	No assignments recorded at USPTO

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Last Recorded Owner	Status	Assignments and Outstanding Liens
STRIP-O-MINTS	2,079,628	7/15/1997	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
STRAWBERRY TWISTEROOS	2,057,884	4/29/1997	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
CHOCOLATE PEANUT PERFECTION!	2,026,062	12/24/1996	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
THE MAGIC OF CHOCOLATE ... THE GOODNESS OF NATURE	2,072,390	6/17/1997	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
CHERRY TWISTEROOS	2,141,882	3/10/1998	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
DO THE TWIST!	2,071,631	6/17/1997	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
REFRESHMINTS and Design 	2,355,641	6/6/2000	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Last Recorded Owner	Status	Assignments and Outstanding Liens
PROMOTION IN MOTION INC. and Design 	2,087,543	8/12/1997	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
TUXEDOS BLACK TIE	2,162,698	6/2/1998	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
THE SWEET FINALE	2,168,353	6/23/1998	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
TRICKERTREATS	2,304,487	12/28/1999	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
TOGGI	2,172,399	7/14/1998	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
MONSTER MALTS	2,186,684	9/1/1998	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
MOVING AT THE SPEED OF CANDY	2,127,406	1/6/1998	Promotion in Motion, Inc.	Canceled: 10/9/2004	Security interest assigned to PNC Bank, recorded on 4/9/2003


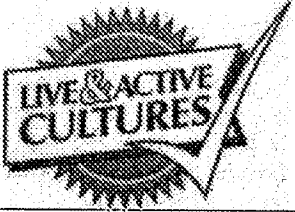

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Last Recorded Owner	Status	Assignments and Outstanding Liens
AMAZING FISH	(75/265,886)	(3/28/1997)	Promotion in Motion, Inc.	Abandoned: 7/28/1998	No assignments recorded at USPTO
KNUCKLEHEADS	2,404,491	11/14/2000	Promotion in Motion, Inc.	Canceled: 8/18/2007	Security interest assigned to PNC Bank, recorded on 4/9/2003
STOCKINGSTUFFERS	2,286,650	10/12/1999	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
P'NUT FLUFFER	2,286,653	10/12/1999	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
BEAR HUGS	(75/451,565)	(3/17/1998)	Promotion in Motion, Inc.	Abandoned: 3/11/1999	No assignments recorded at USPTO
BUDDY BEARS	2,220,571	1/26/1999	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
AMERICA'S FAVORITE CANDIES	2,359,173	6/20/2000	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Last Recorded Owner	Status	Assignments and Outstanding Lien
PROMOTION IN MOTION INC.	2,232,389	3/16/1999	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
STOCKINSTUFF'RS BRAND	(75/521,579)	(7/20/1998)	Promotion in Motion, Inc.	Abandoned: 3/23/2000	No assignments recorded at USPTO
SCHOOLTIME SACK	(75/566,587)	(10/7/1998)	Promotion in Motion, Inc.	Abandoned: 5/3/2000	No assignments recorded at USPTO
KAGI FRET	(75/622,240)	(1/14/1999)	Promotion in Motion, Inc.	Abandoned: 4/8/2000	No assignments recorded at USPTO
FIRST FRUITS	2,493,239	9/25/2001	Promotion in Motion, Inc.	Live	Security interest assigned to PNC Bank, recorded on 4/9/2003
BEST LICK ON A STICK	2,820,119	3/2/2004	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
TWISTS 'N CREAM	(76/067,247)	(6/9/2000)	Promotion in Motion, Inc.	Abandoned: 1/6/2004	No assignments recorded at USPTO
THE ORIGINAL SWISH CANDY FISH	(76/133,465)	(9/22/2000)	Promotion in Motion, Inc.	Abandoned: 3/29/2001	No assignments recorded at USPTO
FAMOUS SQWISH CANDY FISH	2,893,702	10/12/2004	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Last Recorded Owner	Status	Assignments and Outstanding Liens
ALL STARS	2,594,155	7/16/2002	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
HOT HEADS	2,678,924	1/21/2003	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
SWISSKISS	2,889,705	9/28/2004	Promotion in Motion, Inc.	Live Cancellation proceeding w/Hershey suspended pending civil action. Civil action No. 07-CV-1601 (SDW)(MDA) was Dismissed – Settled 11/27/2007	No assignments recorded at USPTO
JUICEHEADS	2,848,508	6/1/2004	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
BUBBLEHEAD	2,918,366	1/18/2005	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
LUCKY CHERRIES	2,971,718	7/19/2005	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
THE 7 DEADLY SINS	(78/302,682)	(9/19/2003)	Promotion in Motion, Inc.	Abandoned: 11/15/2006	No assignments recorded at USPTO
DIRT BALLS	(78/335,835)	(12/3/2003)	Promotion in Motion, Inc.	Abandoned: 12/20/2007	No assignments recorded at USPTO

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Last Recorded Owner	Status	Assignments and Outstanding Liens
BROKEN HEARTS	(78/367,336)	(2/12/2004)	Promotion in Motion, Inc.	Abandoned: 8/15/2006	No assignments recorded at USPTO
JUCY SNACKS	2,980,294	7/26/2005	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
WE'VE GOT YOUR FRUIT	2,946,251	5/3/2005	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
MAIN STREET SWEET SHOPPE	2,983,187	8/9/2005	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
WHITE MICE	3,172,635	11/14/2006	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
PUCKER FACE	(78/458,682)	(7/29/2004)	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
SOUR BLASTED	(78/458,777)	(7/29/2004)	Promotion in Motion, Inc.	Abandoned: 8/22/2006	No assignments recorded at USPTO
SMARTY PANTS	(78/458,786)	(7/29/2004)	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
BREAKFAST 2 GO	(78/509,229)	(11/1/2004)	Promotion in Motion, Inc.	Live Extension of time to oppose filed by Kellogg	No assignments recorded at USPTO
FLAVOR SHOTS	(78/526,198)	(12/2/2004)	Promotion in Motion, Inc.	Abandoned: 2/12/2007	No assignments recorded at USPTO

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Last Recorded Owner	Status	Assignments and Outstanding Liens
FRUIT SHOTS	(78/526,207)	(12/2/2004)	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
JUICY SHOTS	(78/526,226)	(12/2/2004)	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
LI'L SQUIRTS	(78/526,236)	(12/2/2004)	Promotion in Motion, Inc.	Abandoned: 2/27/2007	No assignments recorded at USPTO
BIG GULP	(78/526,386)	(12/2/2004)	Promotion in Motion, Inc.	Abandoned: 4/13/2005	No assignments recorded at USPTO
JUICY SQUIRTS	(78/526,387)	(12/2/2004)	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
JUICY GULP	(78/526,392)	(12/2/2004)	Promotion in Motion, Inc.	Abandoned: 4/13/2005	No assignments recorded at USPTO
GOOD2GO	(78/561,931)	(2/7/2005)	Promotion in Motion, Inc.	Live Currently being opposed by Kellogg	No assignments recorded at USPTO
JUICY ROLLS	3,088,959	5/2/2006	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
FRUIT FLIES	(78/699,474)	(8/24/2005)	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
SPEED STRIPS	(78/875,534)	(5/3/2006)	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Last Recorded Owner	Status	Assignments and Outstanding Liens
FRAPPLE	(77/082,071)	(1/12/2007)	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
Design 	(77/363,593)	(1/3/2008)	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
LIVE & ACTIVE CULTURES and Design 	(77/364,018)	(1/4/2008)	Promotion in Motion, Inc.	Live	No assignments recorded at USPTO
PIED PIPER Stylized 	(73/590,904)	(3/31/1986)	Promotion in Motion, Inc	Abandoned	No assignments recorded at USPTO

Canadian Trademark Registrations and Applications

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Last Recorded Owner	Status	Assignments and Outstanding Liens
JELLY LOOPS	(874,916)	(4/9/1998)	Promotion in Motion, Inc.	Abandoned: 7/17/2001	No assignments on record
KAGI FRET	(1,002,461)	(1/18/1999)	Promotion in Motion, Inc.	Abandoned: 4/28/2000	No assignments on record
MONSTER MALTS	493,185	4/17/1998	Promotion in Motion, Inc.	Live	No assignments on record

Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Last Recorded Owner	Status	Assignments and Outstanding Licenses
NUCLEAR SQWORMS	563,066	6/6/2002	Promotion in Motion, Inc.	Live	No assignments on record
SOUR JACKS	544,637	5/8/2001	Promotion in Motion, Inc.	Live	No assignments on record
TRICKERTREATS	530,006	7/6/2000	Promotion in Motion, Inc.	Live	No assignments on record
TUXEDOS BLACK TIE	515,061	8/24/1999	Promotion in Motion, Inc.	Live	No assignments on record
WHITE MICE	(1,220,304)	(6/14/2004)	Promotion in Motion, Inc.	Abandoned: 7/11/2007	No assignments on record