

07-23-1998



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LEY  
JUL 16 1998  
Docket No.: 4285-0

MRD 7-16-98

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):

Sweets from Heaven, U.S.A., L.P.

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

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 30, 1998

2. Name and address of receiving party(ies):

Name: Bedford Capital Corp.

Internal Address: Scotia Plaza

Street Address: 40 King Street West, Suite 3507  
Canada M5H 3Y2

City: Toronto, Ontario State: ZIP

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

1,447,952  
1,919,027  
1,932,116

Additional numbers  Yes  No

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

Name: Ronald E. Brown

Internal Address: Kane, Dalsimer, Sullivan, Kurucz,

Levy, Eisele and Richard, LLP

Street Address: 711 Third Avenue, 20th Floor

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07/21/1998 DNGUYEN 00000122 1447952

DO NOT USE THIS SPACE

01 FC:481 40.00 DP  
02 FC:482 50.00 DP

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.

Ronald E. Brown

Name of Person Signing

Signature

July 13, 1998

Date

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Sweets From Heaven, U.S.A., L.P. (the "Assignor"), has adopted, used and is using the trademarks and service marks listed on the annexed Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security and Pledge Agreement dated June 30, 1998 (the "Security Agreement") in favor of BEDFORD CAPITAL CORPORATION, as collateral agent for certain persons (the "Assignee");

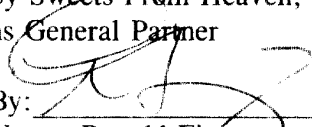
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with the good-will of the business symbolized by the Trademarks and the applications and restrictions thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign unto the Assignee and grants to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of June 30, 1998.

Sweets From Heaven, U.S.A., L.P.  
by ~~Sweets From Heaven, U.S.A., Inc.~~  
as ~~General Partner~~

By:   
Name: Ronald Finger  
Title: Vice President

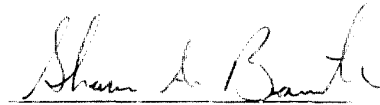
STATE OF NEW YORK

SS. :

COUNTY OF NEW YORK

On this 30th day of June, 1998, before me personally came Ronald Finger, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Vice President of Sweets From Heaven U.S.A., Inc., a Nevada corporation, which is the general partner of Sweets From Heaven, U.S.A., L.P., a Nevada partnership, and that he executed the foregoing instrument in the firm name of Sweets from Heaven U.S.A., Inc., a Nevada corporation, which is the general partner of Sweets From Heaven, U.S.A., L.P. and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Sworn to before me this  
30th day of June, 1998.



Notary Public

**SHAWNA A. BANNISTER**  
Notary Public, State of New York  
No. 01BA5027453  
Qualified in Kings County  
Commission Expires May 9, 20 00

Schedule A

US - Help-Ur-Self - Reg # 1,447,952

US - Icky, Sticky & Goo - Reg # 1,919,027

US - Candy HQtrs - Reg # 1,932,116