

06-05-1998

HEET

Docket No.:

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100728658

APR 29 1998

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

1. Name of conveying party(ies):

Farley Candy Company
25 Tri-State International
Suite 400
Lincolnshire, Illinois 60069

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

Additional names(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

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

Execution Date: Effective as of March 31, 1998

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

A. Trademark Application No.(s)

75/229,624 75/414,698
75/431,002 75/229,623
75/116,887 75/284,858
74/656,138

B. Trademark Registration No.(s)

1,714,710 829,872 761,029 1,353,124
1,693,402 1,719,557 2,145,204 1,906,722
811,444 2,044,536 142,656 1,685,456
1,041,428 1,978,189 1,323,575 1,698,465

Additional numbers attached? ☒ Yes ☐ No

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

Name: Laurie Peard Soler
Internal Address: Favorite Brands International, Inc.
Suite 400

Street Address: 25 Tri-State International

City: Lincolnshire State: IL ZIP: 60069

6. Total number of applications and registrations involved: 62

7. Total fee (37 CFR 3.41): \$ 1,565

- ☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

50-0403 of Favorite Brands International

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.

Laurie Peard Soler
Name of Person Signing

Signature

Date

TRADEMARK

Total number of pages including cover sheet, attachments, and document:

REF: 1735 FRAM: 4465

Additional Registration Numbers:

1,488,734
2,072,775
104,316
1,906,725
1,044,334
1,710,259
1,750,297
1,851,833
1,903,690
1,770,848
1,942,778
2,127,831
1,888,726
1,894,669
1,967,803
609,223
2,072,776
1,315,951
818,060
2,089,639
504,892
1,931,956
1,829,930
1,146,263
1,342,931
886,545
1,608,414
847,103
1,299,752
1,900,238
1,879,296
2,076,644
2,053,732
1,922,275
1,922,274
1,922,276
2,039,759
1,949,387
1,861,097

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FARLEY CANDY COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "FAVORITE BRANDS INTERNATIONAL, INC." UNDER THE NAME OF "FAVORITE BRANDS INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF MARCH, A.D. 1998, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF MARCH, A.D. 1998.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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981105710

AUTHENTICATION:

8982054

DATE:

TRADEMARK 03-26-98

REEL: 1735 FRAME: 0467

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FARLEY CANDY COMPANY

INTO

FAVORITE BRANDS INTERNATIONAL, INC.

*** * * * ***

FAVORITE BRANDS INTERNATIONAL, INC., a corporation organized and existing under the laws of Delaware ("FBI"), DOES HEREBY CERTIFY:

FIRST: That FBI was incorporated on the 7th day of July, 1995, pursuant to the General Corporation Laws of the State of Delaware.

SECOND: That FBI owns all of the outstanding shares of the stock of Farley Candy Company, a corporation incorporated on the 12th day of February, 1976, pursuant to the General Corporation Laws of the State of Delaware ("Farley").

THIRD: That the directors of FBI, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members of the Board on the 2nd day of December, 1997, determined to and did Farley into FBI:

RESOLVED, that FBI merge, and it hereby does merge into itself said Farley and assumes all of the obligations of Farley; and

FURTHER RESOLVED, that the merger shall become effective on the 31st day of March, 1998; and

FURTHER RESOLVED, that each share of capital stock of Farley outstanding immediately prior to the effective date of the merger shall be surrendered, canceled and retired; and

FURTHER RESOLVED, that the President or any Vice President of FBI be and hereby is directed to make and execute a Certificate of Ownership and Merger setting forth the resolutions to merge said Farley into FBI , and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of FBI at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Favorite Brands International, Inc., has caused this Certificate to be signed by Brooks B. Gruemmer, its Vice President, this 2nd day of February, 1998.

FAVORITE BRANDS INTERNATIONAL, INC.

By

Vice President

Brooks B. Gruemmer

m&a.farley.certtofoownership.agmt



FAVORITE BRANDS INTERNATIONAL
America's Best Specialty Foods

FROM THE DESK OF:

LAURIE PEARD SOLER
SENIOR ATTORNEY

847-405-5828

E-mail: soler_l@favbrands.com

VIA U.S. MAIL

April 23, 1998

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Dear Madam or Sir:

Enclosed herewith is the following:

1. Recordation Form Cover Sheet (in duplicate): and
2. Copy of Certificate of Merger.

Please record these documents in the Patent and Trademarks records. Your assistance is appreciated.

Sincerely,

Laurie Peard Soler

LPS/las

Enclosures

trademark.Appltrs.recordationform..ltr