

REGISTRATION FORM COVER SHEET

07-08-1998

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)



100756506

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

6-16-98

1. Name of conveying party(ies): Tootsie Roll Industries, Inc. [ ] individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: Charms Marketing Company Internal Address Street Address: 7401 South Cicero Avenue Chicago, Illinois 60629 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State Illinois [ ] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] yes [x] no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance: [X] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: June 1, 1998

4. Application number(s) or registration numbers(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 670,698, 522,380, 35,662, 544,252, 928,401, 771,180 Additional numbers attached? [ ] Yes [x] No

5. Name and address of party to whom correspondence Concerning document should be mailed: Name: Douglas R. Wolf Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210

6. Total number of applications and registrations involved: [6] 7. Total fee (37 CFR 3.41) \$ 165.00 [x] Enclosed [ ] Authorized to be charged to deposit account The Commissioner is authorized to charge: 8. Deposit Account No: 23/2825

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01 FC-161 40.00 OP 02 FC-162 125.00 OP

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.

Douglas R. Wolf Signature June 12, 1998 Date

Total number of pages including cover sheet, attachments, and document: [3]

Mail documents to be recorded with required cover sheet information to: Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231

C0842/4000

## ASSIGNMENT

WHEREAS, Tootsie Roll Industries, Inc., a corporation of Virginia having an office and place of business at 7401 South Cicero Avenue, Chicago, Illinois 60629 has adopted and used the following marks and the trademark Registrations:

### SCHEDULE OF TRADEMARKS

MARK	REG. NO.	REG. DATE
SUGAR BABIES	670.698	12/02/58
POM POMS	522.380	03/14/50
JUNIOR	35,662	12/25/00
SUGAR DADDY	544.252	06/26/51
CHARLESTON CHEW!	928.401	02/01/72
CHARLESTON CHEW! and Design	771,180	06/09/64

WHEREAS, Charms Marketing Company, a corporation of Illinois, having an office and place of business at 7401 South Cicero Avenue, Chicago, Illinois 60629 is desirous of acquiring said mark and the registrations therefor.

NOW, THEREFORE, for one Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, said Tootsie Roll Industries, Inc. without representations or warranties with respect to said trademarks or registrations or the title thereto does hereby assign unto the said Charms Marketing Company, all its rights, title and interest in and to the said marks and the registrations therefor, together with the goodwill of the business symbolized by said marks and the registrations therefor and including all rights to sue and recover for past infringement of said marks and the registrations therefor.

Tootsie Roll Industries, Inc.

6/1/58  
Date

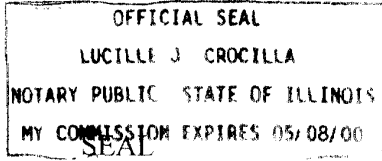
By [Signature]

Name: Barry Bowen

Title: Treasurer

STATE OF :  
COUNTY OF :

Subscribed to and sworn before me this 1st day of June 1998.



Lucille J. Crocilla  
Notary Public  
My Commission Expires 5/8/00