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U.S. Patent & TMO/TM Mail Rpt. Dt. #51
07-07-1998

and Trademarks: TRADEMARKS ONLY
ent or copy thereof.

and Address of Party(ies) receiving an
rest:

BRACH & BROCK CONFECTIONS INC.
4120 Jersey Pike
Chattanooga, Tennessee 37421

1. Name of Party(ies) conveying ar

BROCK CANDY COMPANY

Entity:

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

Additional name(s) of conveying party(ies) attached?

Yes No

Entity:

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

Citizenship: U.S.

If not domiciled in the United States, a
domestic representative designation
attached:

Yes No

(Designations must be a separate document from
Assignment)

Additional name(s) and address(es) attached?

Yes No

3. Interest Conveyed:

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

Execution Date: March 1, 1995

US PATENT & TRADEMARK OFFICE
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4. Application number(s) or registration number(s). Additional numbers attached?

Yes No

A. Trademark Application No(s).

B. Trademark Registration No(s).
See Attached

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

Pattishall, McAuliffe, Newbury,
Hilliard & Geraldson
320 Watergate Six Hundred

07/24/1998 DCOATED 0000029 160650 209316674

01 FC:581 40.00 CH

6. Total number of applications
and registrations involved:

13

7. Total fee (37 CFR 3.41) \$ 340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-0650

(Attach duplicate copy of this page if paying
by deposit account)

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.

Colette A. Durst-Barkey
Name of Person Signing

Colette A. Durst-Barkey
Signature

July 7, 1998
Date

TRADEMARK
Total number of pages comprising cover sheet: 2
REEL: 1758 FRAME: 0293

BROCK CANDY COMPANY U.S. FEDERAL REGISTRATIONS

MARK	REGISTRATION NO.
FRUTIOS	1,916,674
SMOOTHERS	2,053,796
JUICY BEANS	1,922,288
BROCK	1,952,373
HIDE A PAK	1,458,602
GUMMY SQUIRMS	1,400,575
HIDE-A-WAY EGGS	1,121,979
MEMORY	908,175
BUTTERLETS	694,329
SPEARMINTLETS	694,328
MR. CANDY DANDY	657,212
TASTE TREATS	670,674
CORDIALLY YOURS	653,833

State of Delaware

Office of the Secretary of State PAGE 1

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 AGREEMENT OF MERGER, WHICH MERGES:

"BROCK CANDY COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "E. J. BRACH CORPORATION" UNDER THE NAME OF "BRACH & BROCK CONFECTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MARCH, A.D. 1995, AT 4:01 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2110978 8100M

981252352

AUTHENTICATION: 9169372

DATE: 06-29-98

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AGREEMENT OF MERGER

Agreement of Merger dated as of March 1, 1995 (the "Agreement"), between E.J. Brach Corporation ("E.J. Brach") and Brock Candy Company ("Brock"), each a Delaware corporation, pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "General Corporation Law").

The respective Boards of Directors of each of E.J. Brach and Brock (sometimes hereinafter referred to as the "Constituent Corporations"), and the respective stockholders of E.J. Brach and Brock have adopted and approved the merger of E.J. Brach and Brock (the "Merger") and the Agreement, on the terms and subject to the conditions set forth herein. Accordingly, the parties hereto agree as follows:

1. **THE MERGER.** At the Effective Date (as defined below) Brock shall be merged with and into E.J. Brach, which shall be the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation"). Thereupon the separate existence of Brock shall cease, and the Surviving Corporation shall continue its corporate existence under the General Corporation Law.

2. **FILING WITH RESPECT TO THE MERGER.** As soon as practicable, the parties hereto will cause to be filed with the Secretary of State of the State of Delaware a copy of this Agreement, in such form as required by, and executed in accordance with, Section 103 of the General Corporation Law.

3. **EFFECTIVE DATE OF THE MERGER.** The Merger shall become effective on MARCH 1, 1995. The date of effectiveness of the Merger is sometimes hereinafter referred to as the "Effective Date."

4. **CERTIFICATE OF INCORPORATION AND BYLAWS.** The Certificate of Incorporation and Bylaws of E.J. Brach, as in effect immediately prior to the Effective Date, shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

5. **AMENDMENT OF CERTIFICATE OF INCORPORATION.** Upon the effectiveness of the Merger, the name of E.J. Brach shall be changed to "Brach & Brock Confections, Inc."

6. **TERMINATION AND ABANDONMENT.** At any time prior to the filing described in paragraph 2 above, the Merger may be terminated and abandoned by the directors of any of the Constituent Corporations, notwithstanding adoption and approval of this Agreement by the sole stockholder of Brock and E.J. Brach.

7. STATUS OF SECURITIES. Each share of common stock of Brock issued and outstanding immediately prior to the Effective Date shall be cancelled and extinguished in the Merger, but the issued and outstanding shares of E.J. Brach shall not be affected in any way by the Merger.

8. AMENDMENT. At any time prior to the filing described in paragraph 2 above, this Agreement may be amended as authorized by the Boards of Directors of the Constituent Corporations, notwithstanding adoption and approval thereof by the sole stockholder of Brock and E.J. Brach, to the extent permitted by Section 251(d) of the General Corporation Law.

9. COUNTERPARTS. This Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument.

10. APPLICABLE LAW. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement of Merger as of the date first above written.

E.J. BRACH CORPORATION

By: Kevin T. Martin
Name: Kevin T. Martin
Title: President

ATTEST:

By: John W. Norton
Name: John W. Norton
Title: Secretary

BROCK CANDY COMPANY

By: Kevin T. Martin
Name: Kevin T. Martin
Title: Chief Executive Officer

ATTEST:

By: Al A. Buniak
Name: Al A. Buniak
Title: Chief Financial Officer