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FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment
  - License
  - Security Agreement
  - Nunc Pro Tunc Assignment
  - Merger
  - Change of Name
  - Other \_\_\_\_\_
- Effective Date  
Month Day Year  
\_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name Farley Candy Company

02/02/98

Formerly \_\_\_\_\_

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Favorite Brands International, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 2121 Waukegan Road

Address (line 2) Suite 300

Address (line 3) Bannockburn, Illinois 60015

City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:  
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04/06/1999 JSMBRZZ 00000191 75414698

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02 FC482 25.00 OP

TRADEMARK  
REEL: 1880 FRAME: 0625

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name \_\_\_\_\_

Address (line 1) \_\_\_\_\_

Address (line 2) \_\_\_\_\_

Address (line 3) \_\_\_\_\_

Address (line 4) \_\_\_\_\_

**Correspondent Name and Address**

Area Code and Telephone Number 212-735-2656

Name Elaine D. Ziff

Address (line 1) Skadden, Arps, Slate, Meagher & Flom LLP

Address (line 2) 919 Third Avenue

Address (line 3) New York, New York 10022

Address (line 4) \_\_\_\_\_

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. # 1

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/414,698

609,223

**Number of Properties** Enter the total number of properties involved. # 2

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3:41): \$ \$65

Method of Payment:

Enclosed

Deposit Account

**Deposit Account**

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 19-2385

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Jorge M. Torres  
Name of Person Signing

Jorge M. Torres Signature 4-1-99 Date signed

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 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 FIVE O'CLOCK P.M.



Edward J. Freel, Secretary of State

AUTHENTICATION:

2522547 8100M

DATE: 9662066

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03-31-99

TRADEMARK  
REEL: 1880 FRAME: 0627

**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 7<sup>th</sup> 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 2<sup>nd</sup> 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 31<sup>st</sup> day of March, 1998; and**

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 03/19/1998  
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TRADEMARK  
REEL: 1880 FRAME: 0628

**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 2<sup>nd</sup> day of February, 1998.

**FAVORITE BRANDS INTERNATIONAL, INC.**

By 

Vice President  
Brooks B. Gruemmer

mla.Darley.certificateofownership.egm

EXHIBIT A

TRADEMARK	STATUS	APPLICATION NO.	FILING DATE	REGISTRATION NO.	REGISTRATION DATE
FARLEY'S	Pending	75/414,698	01/07/98	not applicable	not applicable
JENNIE LEE and design	Registered	73/62,701	03/15/54	609,223	07/19/55