4.9.99

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

04-16-1999

101012123

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- [x] 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
- [x] Other Release

Effective Date
Month Day Year _____

Conveying Party

[ ] Mark if additional names of conveying parties attached

Name Wells Fargo Bank, N.A.
Formerly _____

Execution Date
Month Day Year 03/31/99

- [ ] Individual
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation
- [ ] Association
- [x] Other National Banking Association
- [ ] Citizenship/State of Incorporation/Organization _____

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
- [ ] Other _____
- [x] Citizenship/State of Incorporation/Organization Delaware

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.)*

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

04/15/1999 DNGUYEN 00000268 1918231

01 FC:481 40.00 OP
02 FC:482 950.00 OP

FORM PTO-1618B
Expires 06/30/99
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9

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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. # 5

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)
Please see Attachment A to Form PTO-1618B (2 pages)	Please see Attachment A to Form PTO-1618B (2 pages)

Number of Properties Enter the total number of properties involved. # 39

Fee Amount Fee Amount for Properties Listed (37 CFR 3:41): $ $990

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

4-6-99 — Date signed

Exhibit A

Mark	Registration No.	Registration Date
CHAMPAGNE MIX	1,918,231	September 12, 1995
COLORS	1,660,984	October 15, 1991
CUPID's KISSES	1,665,174	November 12, 1991
KITCHEN DELIGHT	1,091,937	May 23, 1978
KITCHEN FRESH	1,119,369	May 29, 1979
KANDY KING	1,081,244	January 3, 1978
SATHERS	846,765	March 26, 1968
SATHERS	1,514,739	November 29, 1988
SATHERS	1,522,815	January 31, 1989
SHIMEREES	1,438,665	May 5, 1987
SNIPPITS	1,436,590	April 14, 1987
SONIC BOOM	1,874,795	January 17, 1995
STONE DESIGN	1,199,761	June 29, 1992
TANG-A-ROOS	1,620,242	October 30, 1990
THE NATIONAL VALUE LINE	1,840,754	June 21, 1994

PENDING U.S. TRADEMARK APPLICATIONS

Mark	Serial No.	Filing Date
BACKTALK	74/611,758	December 16, 1994
BATS EYES	75/014,677	November 3, 1995
CARROT CANDY	75/107,662	May 21, 1996

Mark	Serial No.	Filing Date
CARROT CANDY	75/107,662	May 21, 1996
CHEWY MIX	75/152,179	August 19, 1996
CHICK N' EGGS	75/107,861	May 21, 1996
CHRISTMAS LIGHTS	75/051,588	February 1, 1996
COUNTRY CREAMS	75/076,092	March 21, 1996
CUPID'S TREATS	75/014, 676	November 3, 1995
HEAD STONES	75/014,675	November 3, 1995
JEWELS & GEMS	74/696,991	July 3, 1995
KRAZY RABBITS	75/089,873	April 17, 1996
MISCELLANEOUS DESIGN OF KANGAROO	74/014,536	November 3, 1995
PARROT POPS	75/051,711	February 1, 1996
PLAYTIME MIX	74/634,338	February 15, 1995
SANTA'S STOCKINGS	75/051,714	February 1, 1996
SNACKS TO GO	74/710,401	August 3, 1995
SONIC BOOM BUBBLE GUM POP	74/715,843	August 15, 1995
SONIC BOOM POPS	75/014,679	November 3, 1995
TANG-A-ROO TAILS	74/715,622	August 15, 1995
TANG-A-ROOM TARTS	74/715,970	July 31, 1995
TONGUE TORCHERS	74/715,844	August 15, 1995
VAMPIRE TEETH	75/051,715	February 1, 1996
WHOLESOME PLEASURES	75/088,749	March 22, 1996
ZESTIX	75/080,426	March 21, 1996

RELEASE
(TRADEMARKS)

This RELEASE (TRADEMARK) is granted on this 31st day of March 1999 by Wells Fargo Bank, N.A., a national banking association, located at 420 Montgomery Street, San Francisco, California 94163 ("Assignor") as Administrative Lender for the Lenders under the Amended and Restated Revolving Credit and Term Loan Agreement, dated as of August 30, 1996 (the "Credit Agreement"), in favor of Favorite Brands International, Inc., a Delaware corporation, successor by merger to Sathers, Inc., a Delaware corporation (formerly known as SA Acquisition Corporation, a Delaware corporation), located at 2121 Waukegan Road, Suite 300, Bannockburn, Illinois 60015 ("Assignee").

WHEREAS, in connection with the Credit Agreement, Assignee executed and delivered to Assignor, for its benefit and the benefit of the Lenders (as defined in the Credit Agreement), a Guarantee Agreement, dated as of August 30, 1996 (the "Guaranty"), a Security Agreement, dated as of August 30, 1996 (the "Security Agreement"), and an Agreement (Trademark), dated as of August 30, 1996 (the "Trademark Security Agreement") in order to grant to the Assignor a continuing security interest in all of the Trademark Collateral (as defined

in the Trademark Security Agreement) including, but not limited to, the registered trademarks and trademark applications listed on Attachment I hereto;

WHEREAS, the Trademark Security Agreement was recorded in the United States Patent and Trademark Office on September 12, 1996 at Reel 1501/Frame 04321 et. seq.;

WHEREAS, Assignee has paid all Loans, Letters of Credit, and the Commitments, and paid and performed all other Obligations (all as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby, on its own behalf and on behalf of the Lenders, terminates and releases its security interest in and lien upon the Trademark Collateral, and reassigns to Assignee whatever right, title, and interest in the Trademark Collateral that was assigned to it by Assignee. Such reassignment is without representation or recourse of any kind, express or implied.

IN WITNESS WHEREOF, Assignor has caused this RELEASE (TRADEMARKS) to be duly executed and delivered by its officer thereunto duly authorized as of the date here above first written.

WELLS FARGO BANK, N.A.,

as Administrative Lender

By: _____

Name: JOHN HUKARI

Title: VICE PRESIDENT

3124070667 03-31-99 03:47PM P014 #25

Attachment I

SA Acquisition Corp.

Mark	Registration No.	Registration Date
CHAMPAGNE MIX	1,918,231	September 12, 1995
COLORS	1,660,984	October 15, 1991
CUPID's KISSES	1,665,174	November 12, 1991
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KITCHEN FRESH	1,119,369	May 29, 1979
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CHEWY MIX	75/152,179	August 19, 1996
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COUNTRY CREAMS	75/076,092	March 21, 1996
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HEAD STONES	75/014,675	November 3, 1995
JEWELS & GEMS	74/696,991	July 3, 1995
KRAZY RABBITS	75/089,873	April 17, 1996
MISCELLANEOUS DESIGN OF KANGAROO	74/014,536	November 3, 1995
PARROT POPS	75/051,711	February 1, 1996
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ZESTIX	75/080,426	March 21, 1996

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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DIRECT FAX
212-735-2000

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April 5, 1999

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

Re: Recording Release(Trademarks) granted by Wells Fargo Bank, N.A. in favor of Favorite Brands International, Inc.
Our File: 038640/14

Dear Sir:

Enclosed for recording is a copy of an original Release (Trademarks) granted by Wells Fargo Bank, N.A. in favor of Favorite Brands International, Inc. Attached to Form PTO-1618B as Exhibit A is a schedule of 15 registered trademarks and 24 trademark applications against which the above-mentioned Release was executed.

Further, a check made payable to the Commissioner in the amount of $990.00 to be applied to the fees for said recording is enclosed.

Please charge or credit Deposit Account 19-2385 with any shortage or overpayment of the fee for recording. A duplicate copy of this letter is enclosed.

Very truly yours,

Elaine D. Ziff

Elaine D. Ziff

Enclosures