

05-06-1999

Docket No.:

D



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04-05-1999

To the Hon

U.S. Patent & TMOs/TM Mail Rcpt Dt. #

101031356

ached original documents or copy thereof.

4.5.99 mcd

1 Name of conveying party(ies):

PCC Properties, Inc. and
Pangburn Candy Company

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State both Delaware corporations
- 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: March 8, 1999

2. Name and address of receiving party(ies):

Name: Whitman's Candies, Inc.

Internal Address:

Street Address: 1000 Walnut

City: Kansas City State: MO ZIP: 64106

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Missouri
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/237,250 75/292,814 75/480,059 75/513,291
75/292,811 75/303,744 75/480,060
75/292,812 75/327,647 75/480,867
75/292,813 75/377,995 75/480,869

B. Trademark Registration No.(s)

394,988 586,156 962,159 2,183,053
438,097 719,751 1,492,468
537,752 797,348 1,905,805

Additional numbers attached? Yes No

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

Name: Robert D. Hovey

Internal Address: Hovey, Williams, Timmons & Collins

Street Address: 2405 Grand Boulevard

Suite 400

City: Kansas City State: MO ZIP: 64108

6. Total number of applications and registrations involved:.....

23

7. Total fee (37 CFR 3.41):.....\$ 590.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0522

05/06/1999 DNGUYEN 00000078 394988

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
550.00 DP

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.

Robert D. Hovey

Name of Person Signing

Signature

4/2/99
Date

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

7

TRADEMARK

REEL: 1892 FRAME: 0730

ASSIGNMENT SCHEDULE A

<u>Mark</u>	<u>Filing and Registration Data</u>	<u>Country</u>	<u>Party in Whose Name Trademark Stands</u>
Billionaires	Ser. 75/292,813 Fld. 05-15-1997	U.S.A.	PCC Properties, Inc.
Billionaires	Ser. 45,462 Fld. 06-04-1980 Reg. TMA 284,043 Iss. 10-07-1983	Canada	PCC Properties, Inc.
Boo Bites	Ser. 75/377,995 Fld. 10-23-1997	U.S.A.	PCC Properties, Inc.
Extravaganza	Ser. 75/480,869 Fld. 05-06-1998	U.S.A.	PCC Properties, Inc.
The ExtravaganZZa (Stylized)	Ser. 71/587,129 Fld. 11-01-1949 Reg. 537,752 Iss. 02-13-1951	U.S.A.	PCC Properties, Inc.
Honey Money (Ice Cream)	Ser. 75/303,744 Fld. 06-05-1997	U.S.A.	PCC Properties, Inc.
Honey Money (Candy)	Ser. 75/237,250 Fld. 02-06-1997	U.S.A.	PCC Properties, Inc.
Jillionaires	Ser. 75/327,647 Fld. 07-21-1997	U.S.A.	PCC Properties, Inc.
Millionaires	Ser. 75/480,059 Fld. 05-06-1998	U.S.A.	PCC Properties, Inc.
Millionaire\$ (stylized)	Ser. 75/480,060 Fld. 05-06-1998	U.S.A.	PCC Properties, Inc.
Millionaires (Ice Cream)	Ser. 75/292,812 Fld. 05-15-1997	U.S.A.	PCC Properties, Inc.

<u>Mark</u>	<u>Filing and Registration Data</u>	<u>Country</u>	<u>Party in Whose Name Trademark Stands</u>
Millionaires	Ser. 73/833,969 Fld. 12-05-1986 Reg. 1,492,468 Iss. 06-14-1988	U.S.A.	PCC Properties, Inc.
Millionaires	Ser. 647,647 Fld. 12-22-1989 Reg. TMA 416,834 Iss. 09-17-1993	Canada	PCC Properties, Inc.
Millionaires	Ser. 817965 Fld. 05-07-1998	European Country	PCC Properties, Inc.
Millionaires	Ser. P 39869 Fld. 12-11-1989 Reg. 1165549 Iss. 10-11-1990	Germany	Pangburn Candy Company
Millionaires	Ser. 2165820 Fld. 08-06-1998	United Kingdom	PCC Properties, Inc.
Mr. Texas	Reg. 719751	U.S.A.	PCC Properties, Inc.
Pangburn's (Ice Cream)	Ser. 75/292,811 Fld. 05-15-1997	U.S.A.	PCC Properties, Inc.
Pangburn's (Candy)	Ser. 72/416,880 Fld. 02-28-1972 Reg. 962,159 Iss. 06-26-1973	U.S.A.	PCC Properties, Inc.
Pangburn's	Ser. 2139062 Fld. 07-15-1997 Reg. 2139062 Iss. 01-02-1998	United Kingdom	PCC Properties, Inc.
Pangburn's	Ser. 582015 Fld. 07-15-1997	European Country	PCC Properties, Inc.
Ragtime	Ser. 75/480,867 Fld. 05-06-1998	U.S.A.	PCC Properties, Inc.

<u>Mark</u>	<u>Filing and Registration Data</u>	<u>Country</u>	<u>Party in Whose Name Trademark Stands</u>
Ragtime (and Design)	Ser. 71/571,039 Fld. 12-23-1948 Reg. 586,156 Iss. 03-02-1954	U.S.A.	Pangburn Candy Company
Ragtime (Stylized)	Ser. 71/524,230 Fld. 06-16-1947 Reg. 438,097 Iss. 04-06-1948	U.S.A.	Pangburn Candy Company
Round Up (and Design)	Ser. 71/449,696 Fld. 12-22-1941 Reg. 394,988 Iss. 05-05-1942	U.S.A.	PCC Properties, Inc.
Trillionaires (Ice Cream)	Ser. 75/292,814 Fld. 05-15-1997	U.S.A.	PCC Properties, Inc.
Trillionaires	Ser. 74/536,227 Fld. 06-10-1994 Reg. 1,905,805 Iss. 07-18-1995	U.S.A.	PCC Properties, Inc.
Zillionaires	Ser. 75/328,217 Fld. 07-21-1997 Reg. 2,183,053 Iss. 08-18-1998	U.S.A.	PCC Properties, Inc.
Ranch Rythms	Ser. 75/513,291 Fld. 07-06-1998	U.S.A.	PCC Properties, Inc.
Ranch Rythms	Ser. 72/210,464 Fld. 01-22-1965 Reg. 797,348 Iss. 10-05-1965	U.S.A.	Pangburn Candy Company
Millionaires	Ser. 761596 Fld. 05-07-1998	Australia	PCC Properties, Inc.

<u>Mark</u>	<u>Filing and Registration Data</u>	<u>Country</u>	<u>Party in Whose Name Trademark Stands</u>
Millionaires	Ser. 145821/89 Fld. 12-22-1989 Reg. 2475208 Iss. 11-30-1992	Japan	Pangburn Candy Company
Millionaires	Fld. 12-28-1989 Reg. 494236 Iss. 08-16-1990	Taiwan	Pangburn Candy Company
Pangburn's	Ser. 761597 Fld. 05-07-1998 Reg. 761597 Iss. 01-04-1999	Australia	PCC Properties, Inc.
Pangburn's	Ser. 137866/97 Fld. 07-15-1997	Japan	PCC Properties, Inc.

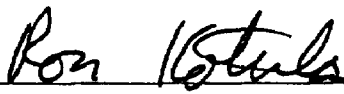
ASSIGNMENT OF MARKS AND REGISTRATION

WHEREAS, **PCC PROPERTIES, INC.**, a Delaware corporation, and **PANGBURN CANDY COMPANY**, a Delaware corporation, have adopted, used and are using the marks that are registered in the United States Patent and Trademark Office and are identified by registration number and registration date on Schedule A attached hereto and hereby incorporated herein and the marks, if any, as to which applications for registration have been filed with the United States Patent and Trademark Office and that are identified by serial number and application date on said Schedule A (all of such marks identified on Schedule A being collectively referred to as the "Marks"); and


WHEREAS, **WHITMAN'S CANDIES, INC.**, a Missouri corporation, 1000 Walnut, Kansas City, Missouri 64106, is desirous of acquiring the Marks and the registrations thereof and any applications for the registration thereof and all rights of action, powers and benefits to the same belonging or accrued;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, PCC Properties, Inc. and Pangburn Candy Company do hereby transfer and assign to Whitman's Candies, Inc. all right, title and interest in and to the Marks, together with the good will of the business symbolized by the Marks and the registrations thereof and any applications for the registration thereof and all rights of action, powers and benefits to the same belonging or accrued, including the right to sue for and collect for its own use and benefit and that of its successors, assigns and other legal representatives, damages for past infringements.

PCC PROPERTIES, INC.

By: 
Ron Kotula
President

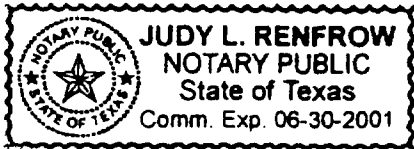
PANGBURN CANDY COMPANY

By: 
Dennis Strickland
President

Dated: March 8, 1999

STATE OF Texas)
COUNTY OF Tarrant) ss.

On this 8th day of March, 1999, before me appeared Ron Kotula, the person who signed this instrument as President of PCC Properties, Inc., who acknowledged that he signed it as a free act on behalf of the said corporation with authority to do so.



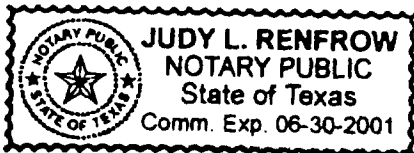
Judy L. Renfrow
Notary Public

My Commission Expires:

6-30-2001

STATE OF Texas)
COUNTY OF Tarrant) ss.

On this 8th day of March, 1999, before me appeared Dennis Strickland, the person who signed this instrument as President of Pangburn Candy Company, who acknowledged that he signed it as a free act on behalf of the said corporation with authority to do so.



Judy L. Renfrow
Notary Public

My Commission Expires:

6-30-2001