

07-27-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MAD
7.26.99

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

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

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

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/County

Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
 - Citizenship/State of Incorporation/Organization
- 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.)

07/27/1999 MTHAI1 00000081 75400212

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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

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 **312-321-4200**

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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)

Number of Properties

Enter the total number of properties involved.

#2

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$65.00

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:

#23-1925

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.

Scott J. Slavick



07/21/99

Name of Person Signing

Signature

Date Signed

EXHIBIT B
FEDERAL TRADEMARK ASSIGNMENT

WHEREAS, SEE'S CANDY SHOPS, INCORPORATED, a corporation organized and existing under the laws of California ("See's"), is the owner of the United States trademarks and applications/registrations shown on the attached list;

AND WHEREAS, COLUMBIA INSURANCE COMPANY, a corporation organized and existing under the laws of Nebraska ("Columbia"), desires to acquire said United States trademarks and the applications/registrations therefor;

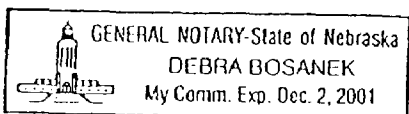
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, See's does hereby sell, assign, set over and transfer to Columbia the entire right, title and interest in and to each of said United States trademarks, together with the goodwill of the business associated therewith, and the applications/registrations therefor, effective January 1, 1998.

SEE'S CANDY SHOPS, INCORPORATED

By: Marc D. Hamburg
Marc D. Hamburg
Assistant Secretary

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 30 day of December, 1997, before me, a Notary Public in and for the County aforesaid, personally appeared Marc D. Hamburg, personally known to me and known to me to be the person whose name is subscribed to the foregoing instrument, who stated that he was the Assistant Secretary of SEE'S CANDY SHOPS, INCORPORATED, and that he had been duly authorized by the Board of Directors of said corporation to execute the foregoing instrument under said authority.



Debra Bosanek
Notary Public
12-2-2001
My Commission Expires

U.S. Federal Trademarks

Mark	Application/Registration Number
A HAPPY HABIT	966,174
ALMOND ROYAL	1,243,017
BEVERLY	1,033,380
BUTTERCHEW	1,010,801
CAFE LATTE KRISPY	1,956,687
CALIFORNIA BRITTLE	984,609
Design only	75-237,939
Design only	75-150,273
FAMOUS OLD TIME	986,081
GIFT OF ELEGANCE	1,119,762
GIFT OF ELEGANCE SEE'S FAMOUS OLD TIME CANDIES and Design	1,515,646
GINGER KRISPY	1,926,604
HAWAIIAN CARAMEL BAR	1,376,626
LICORICE MEDALLIONS	1,987,726
LITTLE POPS	1,326,488
MARY SEE (Stylized)	336,257
MARY SEE and Design	979,520
MINT KRISPY	1,859,851
MINT KRISPY	1,341,773
NORMANDIE	1,009,364
ORANGE KRISPY	1,892,276
ORANGE KRISPY	1,341,774
OXFORD	980,069
POLAR BEAR PAW	1,571,163
QUALITY WITHOUT COMPROMISE	987,010
SCOTCHMALLOW	1,000,316
SEE BREEZE and Design	1,232,738
SEE'S	2,046,261
SEE'S	1,549,260
SEE'S	1,515,984
SEE'S - A CALIFORNIA TRADITION SINCE 1921	2,079,826
SEE'S (Stylized)	538,168

Mark	Application/Registration Number
SEE'S and Design	367,056
SEE'S APPLE PIE TRUFFLE	2,035,280
SEE'S CAFÉ LATTE LOLLYPOP	75-332,215
SEE'S CANDIES	1,549,258
SEE'S CANDIES	1,515,983
SEE'S CANDIES and Design (Truffle box lid design)	1,518,181
SEE'S CANDIES and Design (Truffle box - stripe)	1,549,373
SEE'S CANDIES and Design (Truffle box design - gold)	1,671,273
SEE'S CANDIES QUALITY WITHOUT COMPROMISE and Design	1,515,982
SEE'S RED HOT SWAMP GOO	2,095,637
SEEGAR	75-400,212
TIPPERARY	980,070
TOFFEE-ETTES	1,127,600
WRAPPED AND READY TO GO	1,722,811