

12-23-1999

FORM PTO-1594



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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

MND 12/13/99

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Favorite Brands International, Inc.

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

3. Nature of conveyance:

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

Execution Date: November 16, 1999

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

Nabisco Brands Company 1105 North Market Street, Suite 803 Wilmington, Delaware 19801

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

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

(Designations must be on a separate document from assignment) Additional name(s) & address(es) attached?

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

A. Application No.(s)

See attached Schedule A (43 applications)

B. Registration No.(s)

See attached Schedule A (109 registrations)

Additional numbers attached? Yes No

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

Name: Kathleen J. Gallagher, Esq. Address: Nabisco Brands Company 100 Spear Street, Suite 1630 San Francisco, CA 94105

6. Total number of applications and registrations involved: 152

7. Total fee (34 CFR 3.41) \$ 3,815.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit Account number: 14-0060

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy a true copy of the original document.

Kathleen J. Gallagher

Name of Person Signing

Signature

Date 12-9-99

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Total number of pages comprising cover sheet:

19

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Schedule A
Favorite Brands International, Inc.
US Trademarks

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Regn. No.</u>	<u>Issue Date</u>
A FACE FULL OF FUN	75/586,620	02-NOV-98		
A FACE FULL OF FUN AND DESIGN	75/623,125	20-JAN-99		
A TASTE FOR EVERY SWEET TOOTH	75/537,626	17-AUG-98		
AMERICA'S FAVORITE SINCE (DESIGN)	75/144,931		2,119,233	9-DEC-97
BASKET BUDDIES	74/160,286		1,714,710	8-SEPT-92
BASKET BUNCH	75/229,624		2,163,563	9-JUN-98
BAT EYES	75/014,677		2,082,280	22-JUL-97
BE MY VALENTINE	75/498,367	5-JUN-98		
BOOMALLOWS	74/570,410		2,003,513	24-SEP-96
BUNNYMALLOWS	74/300,392		1,796,041	28-SEP-93
BUNNYMALLOWS (AND DESIGN)	74/343,230		1,854,275	13-SEP-94
BUNTE (AND DESIGN)	75/224,914		811,444	19-JUL-66
BUNTE (STYLIZED)	73/060,684		1,041,428	15-JUN-76
BUNTE CHOP STIX (STYLIZED)	72/238,041		829,872	06-JUN-67
CANDI-STAND	74/635,905		2,044,536	11-MAR-97
CANDY CARNIVAL	74/674,605		1,978,189	04-JUN-96

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Regn. No.</u>	<u>Issue Date</u>
CANDY GREETINGS	75/489,762	22-MAY-98		
CANDY KID	72/162,461		761,029	03-DEC-63
CATCH OF THE DAY	75/076,638		2,145,204	17-MAR-98
CELEBRATE IN STYLE... DON'T FORGET THE MINTS	75/527,725	30-JUL-98		
CEMETERY SOURS	75/431,002		2,240,593	20-APR-99
CHAMPAGNE MIX	74/570,077		1,918,231	12-SEP-95
CHERRY CRUSH (AND DESIGN)	71/138,812		142,656	17-MAY-21
CHEWY MIX	75/152,179		2,154,355	28-APR-98
CHOC-O-BUTTONS	469,463		1,323,575	05-MAR-85
CHOC-O-PEANUTS	471,518		1,353,124	06-AUG-85
CHRISTMAS LIGHTS	75/051,588		2,109,740	28-OCT-97
CLEARLY MINT	74/384,197		1,906,722	18-JUL-95
COOKIE MALLOWS	75/586,621	02-NOV-98		
COUNTRY CREAMS	75/076,092		2,122,256	16-DEC-97
CUPIDS TREATS	75/014,676		2,148,092	31-MAR-98
DAE JULIE	73/681,697		1,488,734	17-MAY-88
DARLIN MARLIN	75/031,768		2,072,775	17-JUN-97
EGG-CELLENT BUBBLES	75/270,656		2,248,139	25-MAY-99
FARLEY SELECT	74/414,502		1,906,725	18-JUL-95
FARLEY'S	33,910		1,044,334	20-JUL-76

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Regn. No.</u>	<u>Issue Date</u>
FARLEY'S (STYLIZED)	75/415,314		2,220,492	26-JAN-99
FARLEY'S (STYLIZED)	75/414,698		2,255,145	22-JUN-99
FARLEY'S SCARY FRUIT SNACKS (AND DESIGN)	74/201,059		1,710,259	25-AUG-92
FAVORITE BRANDS INTERNATIONAL	74/719,492	23-AUG-95		
FB (AND DESIGN)	75/663,609	19-MAR-99		
FB (AND DESIGN)	75/663,608	19-MAR-99		
FBI-BEYOND CONFECTIONERY	75/561,924	21-SEP-98		
FBI AND DESIGN	75/077,433	22-MAR-96		
FRUIT FUNNIES	74/372,245		1,851,833	30-AUG-94
FRUIT SNACK FARLEY	74/438,352		1,903,690	04-JUL-95
FUDGIES	74/416,351		1,920,004	19-SEP-95
FUNMALLOWS	75/626,027	25-JAN-99		
GALACTIC BERRY	75/608,618	18-DEC-98		
GALACTIC WATERMELON	75/608,617	18-DEC-98		
GLISTENS	74/160,287		1,770,848	11-MAY-93
GOLD EDITION	74/623,662		1,942,778	19-DEC-95
GUMMALLOS	75/140,311		2,127,831	06-JAN-98
GUMMI DUO HEARTS	75/518,009	09-JUL-98		
HAND-ME-OUTS	74/522,502		1,888,726	11-APR-95
HARVEST MIX	75/614,717	04-JAN-99		

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Regn. No.</u>	<u>Issue Date</u>
HEADSTONES	75/014,675		2,084,754	29-JUL-97
HEARTS AND DARTS	75/518,102	13-JUL-98		
HEART STRINGS	75/652,286	01-MAR-99		
HEART STRINGS	75/652,282	01-MAR-99		
HEAVENLY CONFECTIONS	74/376,260		1,894,669	16-MAY-95
HEAVENLY CONFECTIONS (AND DESIGN)	75/289,143		2,231,187	09-MAR-99
HIDE & SEEK EGGS	75/604,083	07-DEC-98		
HOLIDAY CREMES	75/477,520		2,232,362	16-MAR-99
HOLIDAY MALLOWS	74/371,807		1,893,709	09-MAY-95
HOLIDAY MALLOWS AND DESIGN	74/476,708		1,868,504	20-DEC-94
HOLLY JOLLY	75/466,325	10-APR-98	2,282,905	
IT'S A SWEET WORLD	75/636,080	08-FEB-99		
ITSY BITSY	74/563,204		1,967,803	16-APR-96
JELLY WREATHS	75/477,502	01-MAY-98		
JENNIE LEE (STYLIZED)	71/622,701		609,223	19-JUL-55
JET PUFFED	74/168,126		1,729,650	03-NOV-92
JETS	74/636,635	21-FEB-95		
JEWELS & GEMS	74/696,991		2,063,909	20-MAY-97
JUMBO JETS	75/487,749	19-MAY-98		
KIDD'S AND DESIGN	74/277,883		1,744,722	05-JAN-93

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Regn. No.</u>	<u>Issue Date</u>
KOOKY SPOOKS	75/270,757		2,134,574	03-FEB-98
LIL' FIREHOTS	75/696,648	03-MAY-99		
LIQUIDATORS	75/466,785	10-APR-98		
LOTS' A POPS	75/764,754	30-JUL-99		
LOUD TROUT	75/032,015		2,072,776	17-JUN-97
MAGIC LOVE BEANS	75/663,610	19-MAR-99		
MAKE IT JET-PUFFED PERFECT	75/364,532		2,226,796	23-FEB-99
MALLOW MANIA	75/221,770	06-JAN-97		
MALLOWTINES	75/537,627		2,257,332	29-JUN-99
MARSHMALLOW ZANY SNACKS	75/233,114	29-JAN-97	2,288,381	
MEGA-DUALS	75/608,619	18-DEC-98		
MEGAMONSTER BITES	75/623,899	20-JAN-99		
MEGAMONSTER ROLL	75/278,908		2,209,719	08-DEC-98
MICROMALLOWS	75/696,672	28-APR-99		
MISCELLANEOUS DESIGN (JUMPING KANGAROO)	75/014,536		2,098,139	16-SEP-97
MOM'ERABLE MOMENTS	75/679,072	09-APR-99		
MVP SPORTS	75/427,754		2,221,677	02-FEB-99
NATURE'S TREASURE	73/414,425		1,315,951	22-JAN-85
NOTHING NIBBLES NICER	226,409		818,060	01-NOV-66

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Regn. No.</u>	<u>Issue Date</u>
ORIGINAL JET-PUFFED MARSHMALLOWS (& DESIGN)	75/435,937		2,230,669	09-MAR-99
OUTDOORSMAN'S FAVORITE	74/673,072		2,089,639	19-AUG-97
PARROT POPS	75/051,711		2,109,741	28-OCT-97
PEACHY PENGUINS	75/402,648		2,219,813	19-JAN-99
PIPPIN (STYLIZED)	71/484,664		504,892	21-DEC-48
POWER FRUIT	74/398,224		1,931,956	31-OCT-95
PUCKER PUSS	74/224,694		1,829,930	05-APR-94
REALLY NATURALS	216,980		1,146,263	20-JAN-81
REALLY NATURALS (AND DESIGN)	73/442,897		1,342,931	18-JUN-85
SANTA BUTTONS	75/514,637		2,232,433	16-MAR-99
SANTA'S STOCKINGS	75/051,714		2,109,742	28-OCT-97
SATHERS	266,394		846,765	26-MAR-68
SATHERS	654,855		1,514,739	29-NOV-88
SATHERS	73/729,275		1,522,815	31-JAN-89
SCARY GUMMIE CREATURES	75/431,261	05-FEB-98		
SHARK WAVE	75/284,858		2,232,843	16-MAR-99
SHIMEREES	73/613,447		1,438,665	05-MAY-87
SIDEWINDERS	75/435,437	17-FEB-98		

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Regn. No.</u>	<u>Issue Date</u>
SIDEWINDERS SIDE BY SIDE	75/510,470	26-JUN-98		
SNACK MALLOWS	75/655,159	08-MAR-99		
SNACKIN' MALLOWS	75/655,168	08-MAR-99		
SNACKS TO GO	74/710,401		2,026,565	31-DEC-96
SNIPPITS	73/613,731		1,436,590	14-APR-87
SOFTEE TOFFEE	75/068,222		2,174,181	21-JUL-98
SONIC BOOM	74/450,760		1,874,795	17-JAN-95
SONIC BOOM POPS	75/014,679		2,134,852	03-FEB-98
SOUR PALS	75/116,887	10-JUN-96		
STARMALLOWS	75/152,851		2,065,281	27-MAY-97
STARMALLOWS AND DESIGN	75/068,221		2,054,682	22-APR-97
STOVE (DESIGN ONLY)	73/275,189		1,199,761	29-JUN-82
SUPER JELLIES	72/312,180		886,545	17-FEB-70
SWEET CHOICE	73/825,040		1,608,414	31-JUL-90
SWEET INCLUSIONS	75/321,451		2,221,310	02-FEB-99
TANG-A-ROO TAILS	74/715,622		2,093,504	02-SEP-97
TANG-A-ROO-TARTS	74/715,970		2,082,155	22-JUL-97
TANG-A-ROOS	74/023,867		1,620,242	30-OCT-90
TANGY FRUITS	74/564,574	23-AUG-94		
TARTINES	72/254,112		847,103	02-APR-68

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Regn. No.</u>	<u>Issue Date</u>
TASTE T SWEET (AND DESIGN)	407,651		1,299,752	09-OCT-84
THE NATIONAL VALUE LINE	74/431,236		1,840,754	21-JUN-94
THE ROLL	74/518,328		1,900,238	13-JUN-95
TONGUE TORCHERS	74/715,844		2,077,983	08-JUL-97
TRADING HEARTS	74/409,199		1,879,296	14-FEB-95
TRADITION YOU CAN TASTE	75/534,644	07-AUG-98		
TROLL	74/394,415		2,076,644	08-JUL-97
TROLL (AND DESIGN)	74/394,777		2,053,732	22-APR-97
TROLL LOLLYPOPS	74/317,904		1,922,275	26-SEP-95
TROLL POP	74/315,165		1,922,274	26-SEP-95
TROLL SUCKERS	74/317,905		1,922,276	26-SEP-95
VAMPIRE TEETH	75/051,715		2,098,223	16-SEP-97
WHOLESOME PLEASURES	75/976,973		2,155,826	05-MAY-98
WORLD'S GREATEST GUMMIES	74/675,434		2,039,759	25-FEB-97
WRAPPLES	75/037,785	27-DEC-95		
YOU'VE NEVER TASTED SO MUCH FUN	74/424,126		1,949,387	16-JAN-96
YULETIDE MIX	75/477,521		2,228,919	02-MAR-99
YUMMY GUMMIES	74/462,897		1,861,097	01-NOV-94
ZESTIX	75/080,426		2,175,387	21-JUL-98

**ASSIGNMENT OF U.S. TRADEMARKS
BY FAVORITE BRANDS INTERNATIONAL, INC.**

THIS ASSIGNMENT is made this 19th day of November, 1999, by Favorite Brands International, Inc., a Delaware corporation, having its principal places of business at 2121 Waukegan Road, Bannockburn, Illinois 60015, hereinafter referred to as the "Seller".

W I T N E S S E T H :

WHEREAS, said Seller desires to transfer its entire right, title and interest, if any exist, in and to the United States trademark and service mark registrations and applications as listed in Schedule A to this Assignment as well as any United States common law trademark and service mark rights attaching to such trademarks and service marks (collectively, the "U.S. Trademarks");

WHEREAS, Nabisco Brands Company, a Delaware corporation, having its principal places of business at 1105 North Market Street, Suite 803, Wilmington, Delaware 19801, is desirous of acquiring Seller's entire right, title and interest in and to the U.S. Trademarks.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and pursuant to the Asset Purchase Agreement dated September 28, 1999 (the "Agreement") between Favorite Brands International Holding Corp., Favorite Brands International, Inc., Sather Trucking Corporation, Trolli, Inc., Nabisco, Inc., Nabisco Brands Company, and Nabisco Technology Company; Favorite Brands International, Inc. does hereby sell, assign, transfer, relinquish entirely and convey unto the Nabisco Brands Company, as of the date first above written, all of its right, title and interest, in and to the U.S. Trademarks together with the goodwill of the business symbolized by the U.S. Trademarks, along with any and all of its rights of enforcement with respect thereto, including all of its rights to sue or recover for infringement thereof, and any and all of its choses in action related thereto.

Because this Assignment has been authorized pursuant to Order of the United States Bankruptcy Court for the District of Delaware relating to a plan of reorganization of the Seller, it is exempt from transfer taxes, stamp taxes or similar taxes pursuant to 11 U.S.C. § 1146(c).

