

12-23-1999



FORM PTO-1594

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

F 101231193 TRADEMARKS ONLY

11/16/99
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):

Trolli, Inc.

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

3. Nature of conveyance:

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

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), General Partnership, Corporation, Other, Association, Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No

(Designations must be on a separate document from assignment) Additional name(s) & address(es) attached? Yes No

OPR/FINANCE
DEC 13 AM 9:48

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

A. Application No.(s)

75/463,932; 75/008,512; 75/175,853; 75/529,051; 75/199,080; 75/463,933; 75/175,852

B. Registration No.(s)

2,121,143; 1,788,939; 2,014,109; 2,119,874; 2,066,780; 2,078,223; 2,093,878; 2,082,647; 1,360,890; 2,066,778; 2,066,777; 2,183,333; 2,060,972; 2,066,779; 1,285,440; 2,140,788; 2,140,980; 2,140,787; 2,182,031; 2,146,247; 2,157,627

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: 28

7. Total fee (34 CFR 3.41) \$ 715.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit Account number: 14-0060

DO NOT USE THIS SPACE

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 (Handwritten)

Date 12-8-99

12/23/1999 DMSUYEN 00000006 140060 75463932

Total number of pages comprising cover sheet: 5

01 FO:481 40.00 CH
02 FO:482 675.00 CH

**ASSIGNMENT OF U.S. TRADEMARKS
BY TROLLI, INC.**

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

WITNESSETH:

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; Trolli, 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).

IN WITNESS WHEREOF, Seller has caused this instrument of assignment to be executed and its corporate seal to be hereunto affixed.

TROLI, INC.

By: 

Name: Brooks Gruemmer

Title: Vice President

STATE OF Illinois)

) ss.:

COUNTY OF Lake)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared Brooks B. Gruemmer, a Vice President of Trolli, Inc., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of such Corporation, and that he executed the same for and as the act of such Corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 16th day of November, 1999.

By: 

Notary Public



**Schedule A
Trolli, Inc.**

US Trademarks

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Regn. No.</u>	<u>Issue Date</u>
APPLE OS	75/145,915		2,121,143	16-DEC-97
BRITE CRAWLER EGGS	75/463,932	07-APR-98		
BRITE CRAWLERS	74/284,841		1,788,939	17-AUG-93
CANDY KING (& DESIGN)	74/496,088		2,014,109	05-NOV-96
DESIGN (BEAR)	75/217,288		2,119,874	09-DEC-97
FRUIT FLOATS CLEAR CANDY WITH REAL FRUIT PIECES	75/081,188		2,066,780	03-JUN-97
FUNGEEES	75/008,512	23-OCT-95		
GUMMI BEANS	75/145,753		2,078,223	08-JUL-97
GUMMI BURST	75/175,853	02-OCT-96		
GUMMI CATERPILLARS	75/145,917		2,093,878	02-SEP-97
GUMMI GOODERS	75/529,051	29-JUL-98		
GUMMI OCTOPUS	75/145,916		2,082,647	22-JUL-97
GUMMI SQUIGGLES (STYLIZED)	73/492,478		1,360,890	17-SEP-85
MELON PATCH (STYLIZED)	75/081,186		2,066,778	03-JUN-97
ORANGE GROVE (STYLIZED)	75/081,185		2,066,777	03-JUN-97
PEACHIES	75/145,918		2,183,333	25-AUG-98

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Regn. No.</u>	<u>Issue Date</u>
STRAWBERRY PUFFS (& DESIGN)	75/081,184		2,060,972	13-MAY-97
THE ONE FOR FUN	75/081,187		2,066,779	03-JUN-97
TROLLI	73/387,672		1,285,440	10-JUL-84
TROLLI CATERPILLARS	75/251,397		2,140,788	03-MAR-98
TROLLI GUMMI BEANS	75/264,822		2,140,980	03-MAR-98
TROLLI OCTOPUS	75/251,395		2,140,787	03-MAR-98
TROLLI PEACHIES	75/264,821		2,182,031	18-AUG-98
TROLLI SQUIGGLES	75/251,323		2,146,247	24-MAR-98
TROLLI-BURGER	75/199,080	18-NOV-96		
TROLLI-O'S	75/463,933	07-APR-98		
TROPICAL O'S	75/175,852	02-OCT-96		
TROPICO'S	75/175,851		2,157,627	12-May-98