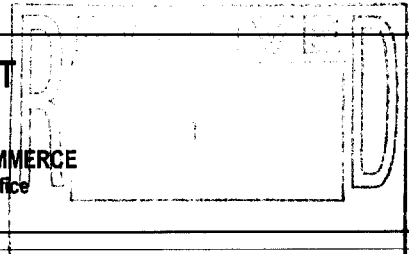


FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

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

<p>1. Name of conveying party(ies): Tootsie Roll Industries, Inc.</p> <p><input type="checkbox"/> individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="checked" type="checkbox"/> Corporation-State - Virginia <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="checked" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input checked="checked" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: November 29, 1999</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Charms Marketing Company Internal Address: Street Address: 7401 South Cicero Avenue Chicago, Illinois 60629 <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="checked" type="checkbox"/> Corporation-State <u>Illinois</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="checked" type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="checked" type="checkbox"/> No</p>
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4. Application number(s) or registration number(s):

<p>A. Trademark Application No.(s) 75/550,587</p>	<p>B. Trademark Registration No.(s)</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Douglas R. Wolf Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved:..... [1]</p> <p>7. Total fee (37 CFR 3.41).....\$ 40 <input checked="checked" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account The Commissioner is authorized to charge:</p> <p>8. Deposit Account No: 23/2825</p>
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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 is a true copy of the original document.

Douglas R. Wolf December 14, 1999

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **[2]**

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

ASSIGNMENT

WHEREAS, Tootsie Roll Industries, Inc., a corporation of Virginia, having an office and place of business at 7401 South Cicero Avenue, Chicago, IL 60629 has adopted the following mark and the trademark Application:

SCHEDULE OF TRADEMARKS

MARK	SERIAL NO.	FILING DATE
WAY 2 SOUR	75/550,587	September 9, 1998

WHEREAS, CHARMS MARKETING COMPANY, a corporation of Illinois, having an office and place of business at 7401 South Cicero Avenue, Chicago, IL 60629 is desirous of acquiring said mark and the application therefor.

NOW, THEREFORE, for one Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, said Tootsie Roll Industries, Inc. without representations or warranties with respect to said trademarks or registrations or the title thereto does hereby assign unto the said CHARMS MARKETING COMPANY, all its rights, title and interest in and to the said marks and the registrations therefor, together with the business associated with the mark and the goodwill of the business symbolized by said marks and the application therefor and including all rights to sue and recover for past infringement of said marks and the registrations therefor.

Tootsie Roll Industries, Inc.

By: *Barry Bowen*

Name: Barry Bowen

Title: Treasurer

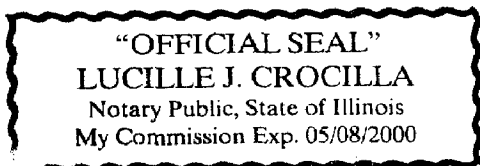
11-29-99

Date

STATE OF Illinois
COUNTY OF Cook

Subscribed to and sworn before me this 29th day of November, 1999

SEAL



Lucille J. Crocilla
Notary Public

My Commission Expires 5/8/2000