

06-05-2000



U.S. DEPARTMENT OF COMMERCE
Patents and Trademarks Office

RECOR

101372966

05/17/00

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

1. Name of conveying party(ies): Andes Candies, Inc.

Individual(s)
 General Partnership
 Corporation-State Wisconsin
 Association
 Limited Partnership
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes No

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

Name: Brach Intellectual Property Holding, Inc.

Street Address: 3511 Silverside Road, Suite 206
City Wilmington State DE Zip 19810

Individual(s) Citizenship
 National Banking Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?
 Yes No

3. Nature of Conveyance:

Assignment
 Security Agreement
 Merger
 Change of Name
 Other _____

Execution Date: May 12, 2000

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark No.(s) 810,495; 1,341,203; 1,941,790; 1,618,949; 1,977,377; 1,043,689; 1,014,230

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

Douglas T. Johnson
832 Georgia Ave., Suite 1000
Chattanooga, TN 37402-2289

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$190.00

Enclosed Authorized to be charged to deposit account

8. Deposit account number: 13-3403

(Attach duplicate copy of this page if paying by deposit account)

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 is a true copy of the original document.

5/17/00 Date [Signature] Signature Douglas T. Johnson Name of Person Signing

Total number of pages including cover sheet: 4

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

06/08/2000 DNGUYEN 00000115 133403 810495

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

01 FC:481 (40.00 CH)
02 FC:482 (150.00 CH)

Guidelines for Completing Trademarks Cover Sheets

Cover Sheet information must be submitted with each document to be recorded. If the document to be recorded concerns both patents and trademarks, separate patent and trademark cover sheets, including any attached pages for continuing information, must accompany the document. All pages of the cover sheet should be numbered consecutively, for example, if both a patent and a trademark cover sheet is used, and information is continued on one additional page for both patents and trademarks, the pages of the cover sheet would be numbered from 1 to 4.

TRADEMARK ASSIGNMENT

WHEREAS, ANDES CANDIES, INC., a Wisconsin corporation with offices at 1400 East Wisconsin Street, Delavan, Wisconsin 53115 (ASSIGNOR), is the owner of the registered trademarks and currently filed applications for registration listed on Schedule A attached hereto; and

WHEREAS, BRACH INTELLECTUAL PROPERTY HOLDING, INC., a Delaware corporation with offices at 3511 Silverside Road, Suite 206, Wilson Building, Wilmington, Delaware 19810 (ASSIGNEE), is desirous of acquiring said registered trademarks and applications for registration;

NOW, THEREFORE, pursuant to that certain stock subscription agreement between the parties, said ASSIGNOR by these presents does hereby assign, convey, and transfer unto the said ASSIGNEE, its successors, assigns, and legal representatives, all of the ASSIGNOR's right, title and interest in and to said registered trademarks and applications for registration, together with the goodwill of the business symbolized by said trademarks, along with the right to recover for any present or future infringements of the aforesaid marks.

AGREED and executed as noted below:

ANDES CANDIES, INC.

By: *John W. Norton*
Name: JOHN W. NORTON
Title: VICE PRESIDENT

Subscribed and sworn to before me this
1st day of May, 2000.

Jane M Windal
Notary Public

My Commission Expires: 12/3/2003



SCHEDULE A

United States				
MARK	SERIAL NO.	FILING DATE	REGISTRATION NO.	REGISTRATION DATE
ANDES	72/196,092	6/22/64	810,495	6/28/66
ANDES and Mountain Design	73/423,055	4/25/83	1,341,203	6/11/85
ANDES CANDE CARDS	74/531,684	5/31/94	1,941,790	12/12/95
DAYDREAMS	73/809,392	6/28/89	1,618,949	10/23/90
GOLD RESERVE	74/596,083	7/11/94	1,977,377	05/28/96
TEDDY BEAR DESIGN	73/069,152	11/14/75	1,043,689	7/13/76
TING-A-LING	73/029,519	8/14/74	1,014,230	6/24/75
Wisconsin				
CREME DE MENTHE	18,321	7/22/71	18,321	7/22/71
Canada				
ANDES	353,539	5/23/72	224,928	12/16/77
TEDDY BEAR DESIGN	353,540	5/23/72	191,696	6/8/73
ANDES CREME DE MENTHE THINS		4/17/00	pending	pending
ANDES CREME DE MENTHE PATTIES		4/17/00	pending	pending
ANDES CHERRY JUBILEE THINS		4/17/00	pending	pending
ANDES TOASTED COCONUT THINS		4/17/00	pending	pending

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MARK	SERIAL NO.	FILING DATE	REGISTRATION NO.	REGISTRATION DATE
ANDES BUTTER TOFFEE CRUNCH THINS		4/17/00	pending	pending
ANDES NUT AND HONEY THINS		4/17/00	pending	pending
ANDES ORANGE MINT THINS		4/17/00	pending	pending
ANDES MINT PARFAIT THINS		4/17/00	pending	pending
China				
ANDES	95/020540	2/28/95	1,209,147	9/21/98
ANDES in Chinese	96/0040648	3/2/96	1,035,406	6/21/97
Israel				
ANDES	33,951	7/25/71	33,951	1/19/73
Japan				
ANDES	90562/1979	11/30/79	1,566,838	2/25/83
Malaysia				
ANDES	95/01993	3/11/95	pending	pending
Mexico				
ANDES	311,805	1/23/97	pending	pending
ANDES and Mountain Design	226,031	3/3/95	508,851	10/30/95
Singapore				
ANDES (Script)	69,702	11/16/72	69,702	11/16/72
Taiwan				
ANDES (Chinese w/ Teddy Bear)	83/0150	6/1/83	212,757	3/13/85