

09-11-2000

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



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U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

MKD 8/7/00

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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  License

Security Agreement  Nunc Pro Tunc Assignment

Merger

Change of Name

Other \_\_\_\_\_

Effective Date  
Month Day Year  
4 17 00

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name Brach Intellectual Property Holding, Inc.

5 12 00

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Charms Marketing Company

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 7401 South Cicero Avenue

Address (line 2) \_\_\_\_\_

Address (line 3) Chicago

City

Illinois

State/Country

60629

Zip Code

Individual  General Partnership  Limited Partnership

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.)

Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Illinois

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09/06/2000 NTHAI1 00000181 810495

01 FC:401  
02 FC:402

40.00 OP  
150.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:  
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TRADEMARK  
REEL: 002131 FRAME: 0257

**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

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. #

**Fee Amount**

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

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: #

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.

Douglas R. Wolf  
Name of Person Signing



Signature

August 2, 2000  
Date Signed

**TRADEMARK ASSIGNMENT**

WHEREAS, **BRACH INTELLECTUAL PROPERTY HOLDING, INC.**, a Delaware corporation with offices at 3511 Silverside Road, Suite 206, Wilson Building, Wilmington, Delaware 19810 (ASSIGNOR), is the owner of the registered trademarks and currently filed applications for registration listed on Schedule A attached hereto; and

WHEREAS, **CHARMS MARKETING COMPANY**, an Illinois corporation with offices at 7401 South Cicero Avenue, Chicago, Illinois 60629 (ASSIGNEE), is desirous of acquiring said registered trademarks and applications for registration;

NOW, THEREFORE, pursuant to that certain April 17, 2000 Asset Purchase Agreement entered into by and among ASSIGNOR's affiliates, Andes Candies, Inc., and Brach's Confections, Inc. on the one hand and Tootsie Roll Industries, Inc. on the other hand, a parent company of ASSIGNEE, and other good and valuable consideration, said ASSIGNOR by these presents does hereby sell, assign, 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:

**BRACH INTELLECTUAL PROPERTY HOLDING,  
INC.**

By: James G. Hagedorn  
Name: JAMES G. HAGEDORN  
Title: VP Finance

Subscribed and sworn to before me this  
12<sup>th</sup> day of May, 2000.

Shay Kilgore  
Notary Public

My Commission Expires: 4/16/2002

**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