

09-11-2000

FORM PTO-1618A
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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

Name Brach Intellectual Property Holding, Inc. Execution Date
Month Day Year
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 Illinois 60629
City State/Country 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

FOR OFFICE USE ONLY

09/06/2000 NTHAI1 00000181 810495

01 FC:401
02 FC:402

40.00 OP
150.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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



August 2, 2000

Name of Person Signing

Signature

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
12th 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 |