

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPT. OF COMMERCE
PATENT AND TRADEMARK OFFICE

FORM PTO-1594
1-31-92

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

1. Name of conveying party(ies):
Hershey Foods Corporation

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

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

2. Name and address of receiving party(ies):
Name: Hershey Chocolate & Confectionery Corporation
Internal Address: M.L. Cecil-Few - Intellectual Prop. Dept.
Street Address: 5060 Ward Road
City: Wheat Ridge State: CO Zip: 80033

Individual(s) citizenship _____
 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
(Designations must be a separate document from Assignment)
Additional name(s) and address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Effective as of January 1, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) **None**

Additional numbers attached? Yes No

B. Trademark registration No.(s) **See attached.**

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Martha L. Cecil-Few
Internal Address: Hershey Chocolate & Confectionery Corporation
Street Address: 5060 Ward Road
City: Wheat Ridge State: CO Zip: 80033

6. Total number of applications and registrations involved:
7. Total fee (37 CFR 3.41)..... \$ 765
 Enclosed
 Authorized to be charged to deposit account for this and any additional fees that may be owing as the result of this filing.

8. Deposit account number:
500934
(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.

MARTHA L. CECIL-FEW Martha L. Cecil-Few March 1, 2000
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: _____

HENRY HEIDE TRADEMARKS
(Assigned from Hershey Foods Corporation to Hershey Chocolate and Confectionery Corp.) on 1/1/2000

Country Name	Trademark	Application Number	Filing Date	Registration Number	Registration Date	Client	Goods
United States of America	BUTTER CREAMS & Design	71/007182	01-Jun-06	47305	31-Oct-05	HEIDE	Candy.
United States of America	CLOVER	72/199707	11-Aug-04	787274	23-Mar-65	HEIDE	Candy.
United States of America	COOL GRAPE	74/210722	08-Oct-91	1720539	29-Sep-92	HEIDE	Candy.
United States of America	EASY ACES	73/520635	04-Feb-85	1388459	01-Apr-86	HEIDE	Candy.
United States of America	GUMMILUJYS	74/437747	20-Sep-93	1840760	21-Jun-94	HEIDE	Candy.
United States of America	HAWAII HOTS	74/210721	08-Oct-91	1707065	11-Aug-92	HEIDE	Candy.
United States of America	HEIDE and Design	71/312604	27-Mar-31	293766	03-May-32	HEIDE	Candies of all kinds, candied nut products, namely, chocolate covered nuts, chocolate roasted almonds, chocolate, and icing.
United States of America	HEIDE'S	71/225186	26-Dec-25	243976	03-Jul-28	HEIDE	Candies of all kinds.
United States of America	HH and Design	71/016886	10-Feb-06	58790	25-Dec-06	HEIDE	All forms of candies.
United States of America	HUMMING BIRD EGGS	72/064920	24-Dec-58	689201	01-Dec-59	HEIDE	Candies of all kinds.
United States of America	IN YOUR FACE	74/347221	11-Jan-93	2043943	11-Mar-97	HEIDE	Candy.
United States of America	JULYFRUITS	74/406461	24-Jun-93	1826529	15-Mar-94	HEIDE	Candy.
United States of America	JULYFRUITS (Stylized)	71/516076	21-Jan-47	435900	13-Jan-48	HEIDE	Candy.
United States of America	JULYFRUITS AND FRIENDS	74/060494	18-May-90	1579046	10-Mar-92	HEIDE	Candy.
United States of America	MEXICAN HATS	72/143530	01-May-82	740732	13-Nov-82	HEIDE	Candy.
United States of America	Miscellaneous Design (Bear)	73/472498	27-Mar-84	1316007	22-Jan-85	HEIDE	Candy.
United States of America	MOVIE MAGIC	74/574509	18-Sep-94	2099762	23-Sep-97	HEIDE	Candy.
United States of America	PRIVATE STOCK	73/356976	29-Mar-82	1240529	31-May-83	HEIDE	Candy.
United States of America	RED HOT DOLLARS	71/217344	14-Jul-25	220367	09-Nov-26	HEIDE	Candies.
United States of America	SCHOOL COLORS	74/395268	26-May-83	1943109	19-Dec-95	HEIDE	Candy.
United States of America	SILLY SOURS	74/210710	08-Oct-91	1708503	18-Aug-92	HEIDE	Candy.
United States of America	SOUR DEVILS	74/233255	20-Dec-91	1800208	19-Oct-93	HEIDE	Candy.
United States of America	TEAM BEANS	74/316607	21-Sep-92	1774359	01-Jun-93	HEIDE	Candy.
United States of America	THE BEST and Design	71/007181	01-Jun-05	52350	08-May-06	HEIDE	Candy.
United States of America	WETEM & WEAREM	71/699560	07-Dec-55	635303	02-Oct-56	HEIDE	Candy.
United States of America	WUNDER BEANS and Design	74/094366	05-Sep-90	1722228	06-Oct-92	HEIDE	Candy.
United States of America	WUNDER BEANS HEIDE GOUR	74/643200	07-Mar-95	1956195	13-Feb-96	HEIDE	Candy.
United States of America	WUNDERBALLS	74/469844	15-Dec-93	1859889	25-Oct-94	HEIDE	Filled chocolate balls in several different flavors.
United States of America	WUNDERBEANS	74/061258	21-May-90	1640701	09-Apr-91	HEIDE	Candy.
United States of America	WUNDERLE	74/061260	21-May-90	1640702	09-Apr-91	HEIDE	Candy.

TRADE MARK

ASSIGNMENT

WHEREAS, HERSHEY FOODS CORPORATION, a corporation organized and existing under the laws of the State of Delaware, located at 100 Crystal A Drive, Hershey, PA 17033, as successor by merger to Henry Heide, Inc., is the owner of the trademarks listed on Schedule A attached hereto, including all rights in the trade dress and packaging relating thereto (collectively, the "Intellectual Property"); and

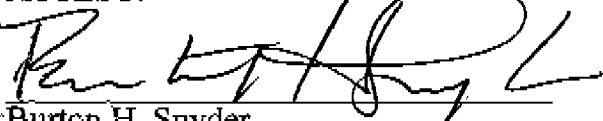
WHEREAS, HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION, a corporation organized and existing under the laws of the State of Delaware, with an address at 5060 Ward Road, Wheat Ridge, CO 80033, is desirous of acquiring said marks.

NOW, THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, said **HERSHEY FOODS CORPORATION**, does hereby assign unto the said **HERSHEY CHOCOLATE & CONFECTIONERY CORPORATION**:

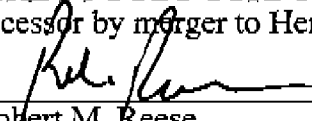
1. All right, title and interest in and to the Intellectual Property together with any rights which **HERSHEY FOODS CORPORATION** or its predecessor by merger, Henry Heide, Inc., may have acquired with respect thereto pursuant to common law or any other law, regulation, or practice, together with the goodwill of the business symbolized thereby.

IN WITNESS WHEREOF, this Assignment is executed effective as of the 1st day of January, 2000.

ATTEST:



 Burton H. Snyder
 Assistant Secretary

HERSHEY FOODS CORPORATION,
 as successor by merger to Henry Heide, Inc.
 By: 

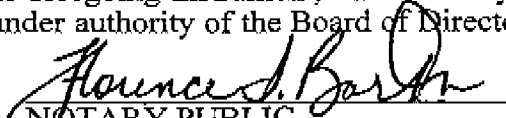
 Robert M. Reese
 Secretary

[CORPORATE SEAL]

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF DAUPHIN)

ss.

On this 18th day of February, 2000 before me personally appeared Robert M. Reese and Burton H. Snyder, to me known, who, being by me duly sworn, did depose and say that they are Secretary and Assistant Secretary, respectively, of **HERSHEY FOODS CORPORATION**, successor by merger to Henry Heide, Inc., a corporation of the State of Delaware, the Corporation described in and on whose behalf they executed the foregoing instrument, and that they executed said instrument for the purposes contained therein under authority of the Board of Directors of said Corporation.



 NOTARY PUBLIC

Notarial Seal
 Florence I. Barth, Notary Public
 Derry Twp., Dauphin County
 My Commission Expires April 22, 2000

TRADE MARK

HENRY HEIDE TRADEMARKS
 (Assigned from Hershey Foods Corporation to Hershey Chocolate and Confectionery Corp.) on 1/1/2000

Country Name	Trademark	Application Number	Filing Date	Registration Number	Registration Date	Client	Goods
Canada	HEIDE and Design	165972	25-Mar-35	4915	25-Mar-35	HEIDE	candies of all kinds; candied nut products - namely, chocolate covered nuts, chocolate roasted almonds, chocolate, and icing.
Canada	JUBEFRUITS	670839	20-Nov-90	393630	31-Jan-92	HEIDE	Candies.
Canada	JUJYFRUITS	277826	16-Sep-63	139564	19-Mar-65	HEIDE	Candy.

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Country Name	Trademark	Application Number	Registration Number	Filing Date	Registration Date	Client	Goods
Japan	WUNDER BEANS and Design	7-29571	4043006	27-Mar-95	15-Aug-97	HEIDE	Candies and other confectionery; bread.

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Mexico	HEIDE and Design	233527	02-Jun-95	502455	30-Aug-95	HEIDE	Candy
Mexico	WUNDER BEANS and Design	233528	02-Jun-95	502456	30-Aug-95	HEIDE	Candy

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Country Name	Trademark	Application Number	Filing Date	Registration Number	Registration Date	Client	Goods
United Kingdom	HEIDE and Design	647642	10-May-46	647642	10-May-46	HEIDE	Almond paste, kernel paste, marshmallow cake filler, macaroon paste, marzipan paste, cream fondant and marshmallow cream, all for use in the bakery trade; and non-medicated confectionery.
United Kingdom	HEIDE'S (Stylized)	716536	08-Apr-53	716536	08-Apr-53	HEIDE	Almond paste, kernel paste, marshmallow cake filler, macaroon paste, marzipan paste, cream fondant and marshmallow cream, all for use in the bakery trade; and non-medicated confectionery.
United Kingdom	JUJYFRUITS	794696	21-Aug-59	794696	21-Aug-59	HEIDE	Candy, being non-medicated confectionery in the shape of fruits and fruit flavored.
United Kingdom	WUNDER BEANS and Design	1567381	31-Oct-94	1567381	02-Feb-96	HEIDE	Sugar confectionery, all in the form of beans.
United Kingdom	WUNDERBEANS	1494977	31-Jan-94	1494977	06-Jun-97	HEIDE	Sugar confectionery, all in the form of beans.

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United States of America	COOL GRAPE	74/210722	08-Oct-91	1720539	29-Sep-92	HEIDE	Candy.
United States of America	EASY ACES	73/520635	04-Feb-85	1388459	01-Apr-86	HEIDE	Candy.
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United States of America	HAWAII HOTS	74/210721	08-Oct-91	1707065	11-Aug-92	HEIDE	Candy.
United States of America	HEIDE and Design	71/312604	27-Mar-31	293766	03-May-32	HEIDE	Candies of all kinds, candied nut products; mainly, chocolate covered nuts, chocolate roasted almonds, chocolate, and icing.
United States of America	HEIDES	71/225186	26-Dec-26	243976	03-Jul-28	HEIDE	Candies of all kinds.
United States of America	HH and Design	71/016886	10-Feb-06	58790	25-Dec-06	HEIDE	All forms of candies.
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United States of America	JUJYFRUITS AND FRIENDS	74/060494	18-May-90	1679046	10-Mar-92	HEIDE	Candy.
United States of America	MEXICAN HATS	72/143630	01-May-62	740732	13-Nov-62	HEIDE	Candy.
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TRADEMARK