

08-30-2002

Form PTO-1594
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S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Morley Candy Makers, Inc.

8-9-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date June 28, 2002

2. Name and address of receiving party(ies)

Name: Morley Brands, LLC

Internal

Address: _____

Street Address: 23770 Hall Road

City: Clinton Township State: MI Zip: 48306

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Michigan Limited Liability Company

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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,931,258 1,531,078
1,248,554

Additional number(s) attached Yes No

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

Name: David R. Haarz

Internal Address: Dickinson Wright, PLLC

Suite 800

Street Address: 1901 L Street, N.W.

City: Washington State: D.C. Zip: 20036

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed
- Authorized to be charged to deposit account any shortages

8. Deposit account number:

04-1061

(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.

David R. Haarz

Name of Person Signing

Signature

August 9, 2002

Date

3

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002572 FRAME: 0257

TRADEMARK ASSIGNMENT

ASSIGNMENT made this 28th day of June, 2002, by and between Morley Candy Makers, Inc. (hereinafter "Assignor"), a Michigan corporation, having an address at 23770 Hall Road, Clinton Township, Michigan 48306, and Morley Brands, LLC (hereinafter "Assignee"), a Michigan limited liability company, having an address at 23770 Hall Road, Clinton Township, Michigan 48306.

WHEREAS, Assignor owns and has used, or is using the following service marks and trademarks in the United States (hereinafter the "Marks"):

- a. Trademark Registration No. 1,931,258 for the "Torties" name;
- b. Trademark Registration No. 1,531,078 for "The Symbol of Chocolate Excellence" words; and
- c. Trademark Registration No. 1,248,554 for the "From the Morley Candy Makers" design plus words.

WHEREAS, Assignee is desirous of acquiring the Marks and the goodwill of the business associated therewith, as well as all federal applications and registrations.

NOW, THEREFORE, it is agreed that pursuant to the purchase of the total business assets of the Assignor, the receipt and sufficiency of such consideration is hereby acknowledged, Assignor conveys, transfers, and assigns to Assignee all its rights, title, and interest in and to the Marks and the federal applications and registrations therefor, together with the goodwill of the business symbolized thereby.

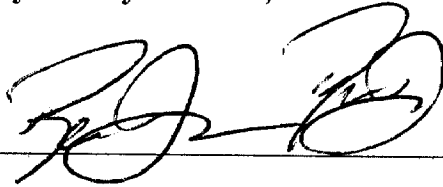
Assignor further assigns to Assignee all rights to sue for and receive all damages occurring from past infringing uses of the Marks.

Assignor warrants that it has good and valid title to the Marks, including the applications and registrations therefor. Assignor agrees that upon request by Assignee, Assignor shall execute

all papers, make all rightful oaths, testify on behalf of Assignee and do all other lawful acts necessary to carry out the intent of this Assignment at Assignee's expense and request, as well as provide such other material, information, or assistance as Assignee may consider necessary.

This Assignment shall be binding on the parties, their successors and/or assigns and all others acting by, through, with, or under their direction, and all those in privity therewith.

Morley Candy Makers, Inc.

By: 

Name: Ronald D. Rapson

Title: Vice President

State of Michigan)
County of Macomb) ss:

Ronald Rapson, being duly sworn, did depose and say this 28th day of June, 2002 that he is an officer of Morley Candy Makers, Inc.; that he is authorized to execute this Assignment on behalf of said corporation; that he has read and signed the foregoing Assignment and knows and understands the contents thereof.



Notary Public
MARIANNE M. CRAVEN
Notary Public, Macomb County, MI
My Commission Expires Sep. 12, 2006

My Commission expires: _____

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